

Ascent Solar Technologies, Inc.

Form 424B3

April 29, 2015

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Filed Pursuant to Rule 424(b)(3)

Registration No. 333-203419

PROSPECTUS

ASCENT SOLAR TECHNOLOGIES, INC.

1,000,000 shares of common stock

The selling stockholder named in this prospectus is offering to sell up to 1,000,000 shares of common stock of Ascent Solar Technologies, Inc. We will not receive any proceeds from the resale of shares of our common stock by the selling stockholder.

This prospectus includes 1,000,000 shares of common stock issuable upon the conversion of our Senior Secured Convertible Notes due 2018 (the "Notes").

Our common stock is traded on the NASDAQ Capital Market under the symbol "ASTI." On April 28, 2015, the last reported sale price of our common stock on the NASDAQ Capital Market was \$1.12 per share.

Our principal executive offices are located at 12300 North Grant Street, Thornton, Colorado 80241.

These are speculative securities. Investing in these securities involves significant risks. You should purchase these securities only if you can afford a complete loss of your investment. See "Risk Factors" beginning on page 6.

The selling stockholder is offering these shares of common stock. The selling stockholder may sell all or a portion of these shares from time to time in market transactions through any market on which our common stock is then traded, in negotiated transactions or otherwise, and at prices and on terms that will be determined by the then prevailing market price or at negotiated prices directly or through a broker or brokers, who may act as agent or as principal or by a combination of such methods of sale. The selling stockholder will receive all proceeds from the sale of the common stock. For additional information on the methods of sale, you should refer to the section entitled "Plan of Distribution."

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus is April 29, 2015

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ABOUT THIS PROSPECTUS

You should rely only on the information contained or incorporated by reference in this prospectus or a prospectus supplement. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should not assume that the information appearing in this prospectus, any prospectus supplement or any document incorporated by reference is accurate as of any date other than its date, regardless of the time of delivery of the prospectus or prospectus supplement or any sale of securities. Our business, financial condition, results of operations and prospects may have changed since those dates.

PROSPECTUS SUMMARY

This summary highlights information contained in this prospectus. While we believe that this summary highlights some of the most important information about Ascent Solar Technologies, Inc. and this offering, you should read this entire prospectus and the documents incorporated by reference carefully, including “Risk Factors,” before deciding to invest in our securities. In this prospectus, references to “we,” “us,” “our,” “Ascent,” “Ascent Solar” or the “Company” mean Ascent Solar Technologies, Inc.

Overview

We are a development stage company formed in October 2005 to commercialize flexible photovoltaic (“PV”) modules using proprietary technology. Our technology was initially developed at ITN Energy Systems, Inc. (“ITN”) beginning in 1994 and subsequently assigned and licensed to us. Our proprietary manufacturing process deposits multiple layers of materials, including a thin film of highly efficient copper-indium-gallium-diselenide (“CIGS”) semiconductor material, on a flexible, lightweight, high tech plastic substrate using a roll-to-roll manufacturing process and then laser patterns the layers to create interconnected PV cells, or PV modules, in a process known as monolithic integration.

We believe that our technology and manufacturing process, which results in a lighter, flexible module package, provides us with unique market opportunities relative to both the crystalline silicon (“c-Si”) based PV manufacturers that currently lead the PV market, as well as other thin film PV manufacturers that use substrate materials such as glass, stainless steel or other metals that can be heavier and more rigid than plastics.

We believe that the use of CIGS on a flexible, durable, lightweight, high tech plastic substrate will allow for unique and seamless integration of our PV modules into a variety of electronic products, building materials, defense, transportation and space applications, as well as other products and applications that may emerge.

Recent Strategic Developments

Introduction of EnerPlex™ Consumer Products

In February 2012, we began to reposition our business model with an immediate focus on developing downstream consumer products. In June 2012, we launched our EnerPlex™ line of consumer products, and introduced our first product, the Surfr™, under the EnerPlex brand. The Surfr™ is a battery and solar case for the Apple® iPhone® 4/4S smart phone, featuring our ultra-light CIGS thin film technology integrated directly into the case.

The case incorporates our ultra-light and thin PV module into a sleek, protective iPhone® 4/4S case, along with a thin, life extending, battery. The charger adds minimal weight and size to an iPhone® smartphone, yet provides supplemental charging when needed. In August of 2012, we announced the launch of the second version of the Surfr™ for the Samsung® Galaxy S® III, which provides 85% additional battery life.

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In December 2012, we launched the EnerPlex Kickr™ and EnerPlex Jumpr™ product series. The Kickr IV is an extremely portable, compact and durable solar charging device, approximately seven inches by seven inches when folded, and weighs less than half a pound. The Kickr IV provides 6.5 watts of regulated power that can help charge phones, digital cameras, and other small USB enabled devices. The Kickr IV is ideal for outdoor activities such as camping, hiking and mountain climbing as well as daily city use. To complement the Kickr IV, we also released the Jumpr series of portable power banks in December of 2012. The Jumpr series provides a compact power storage solution for those who need to take the power of the sun with them while on the go.

During 2013, our EnerPlex brand rapidly expanded with the addition of two new product series as well as over fifteen new products. In the beginning of 2013, we introduced further additions to the Jumpr line of portable power banks; releasing the Jumpr Mini and Jumpr Stack in August and the Jumpr Max in September. The latest additions to the Kickr line of portable solar chargers, the Kickr I and Kickr II, were introduced in August 2013. Furthermore, in October 2013, we released our first series of solar integrated backpacks, the Packr, for consumer use. The Packr is a fashion forward and functional pack perfect for charging mobile electronic devices while on the go. Also in October 2013, we introduced the Surfr battery and solar case for the Samsung Galaxy S® 4, and in December 2013, we introduced the Surfr battery and solar case for Apple's iPhone® 5. In January 2015, we introduced the Surfr battery and solar case for Apple's iPhone® 6. In addition, we added an assortment of useful accessories to our product lines, all of which can be integrated into the EnerPlex ecosystem of products; such as the LED wand which can be easily plugged into a Jumpr power bank to provide hours of light, or the Travel Adaptor, which enables consumers to charge up their Jumpr power banks from a traditional outlet anywhere in the world. During 2014, we introduced the Jumpr Slate 10K and 5K, which are thin lithium polymer portable power banks.

We continue to aggressively pursue new distribution channels for the EnerPlex brand. These activities have led to placement in a variety of high-traffic ecommerce venues such as www.walmart.com, www.brookstone.com, www.newegg.com as well as many others including our own e-commerce platform at www.goenerplex.com. The April 2013 placement of EnerPlex products at Fry's Electronics, a US West Coast consumer electronics retailer, represented our first domestic retail presence. EnerPlex products are carried in all of Fry's 35 stores across 9 states. Each store is provided with EnerPlex branded merchandising assets to highlight the uniqueness of our product lines. In February 2015, we announced that our EnerPlex products would be available in over 300 Verizon Wireless stores through our retail partner The Cellular Connection. We believe this multi-faceted strategy will give the EnerPlex™ brand the broadest exposure for the amount of investment and make our products immediately available to large numbers of consumers.

We continue to design and manufacture PV integrated consumer electronics as well as portable power applications for commercial and military users. Due to the high durability of our products due to the monolithic integration employed by our technology, the capability to customize modules into different form factors and the industry leading light weight and flexibility provided by our modules, we believe that the potential applications for our products are numerous.

Suqian Joint Venture

On July 2, 2013, we entered into a framework agreement for the establishment of a joint venture (the "Joint Venture") with the Government of the Municipal City of Suqian in Jiangsu Province, China ("Suqian"). On December 28, 2013 we signed the definitive agreement with Suqian which further specified the terms and time frame of the Joint Venture.

Under this definitive agreement, Suqian will provide cash of approximately \$32.5 million, as well as the five year rent-free use of approximately 331,000 square feet of factory and office space in the Suqian Economic and Industrial Development Science Park. The Joint Venture will build a 100MW factory over six years to manufacture our proprietary thin-film CIGS photovoltaic modules on flexible polyimide in addition to related consumer products.

We shall purchase the factory within the first 5 years at the initial construction cost, and shall also purchase Suqian's ownership interest in the Joint Venture within 5 years at 1.5 times of Suqian's cash investment.

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In the initial phase of the project, we and Suqian will form the Joint Venture in which Suqian will inject approximately \$4.8 million in cash and have majority interest of 75%. We shall contribute approximately \$1.6 million in cash and hold a minority interest of 25%. Subsequently, Suqian will further contribute the balance of the committed \$32.5 million while we will contribute our proprietary technology and intellectual property, as well as certain equipment from our Colorado facility, thereby increasing our shareholdings progressively up to 80% ownership.

Under the definitive agreement, Suqian will also provide a package of additional incentives including:

- ▲ 5-year corporate tax holiday and a further 50% tax rebate over the following 5 years,
- ▲ Full rebate of value-added tax for the first 2 years and 50% rebate for the subsequent 3 years, and
- ▲ Free accommodations for up to 3 years for key scientists, engineers and management personnel of the Joint Venture.

As phase two of this program is implemented, we will have the option to purchase approximately 215,000 square feet of land zoned for commercial usage at a favorable price at 10% above the government's prevailing cost. The implementation of the definitive agreement with Suqian, including the formation of the Joint Venture, will be subject to a number of contractual conditions and governmental approvals. Such conditions and approvals must be obtained in the future in order for the Suqian factory to be built and become operational.

On September 17, 2014, we were granted the Certificate of Approval for Establishment with Foreign Investment in the People's Republic of China, and on September 24, 2014, we were officially granted the business license to operate the Joint Venture. These documents were the main gating factors for starting the operations of the Joint Venture. Several activities, including the cash injection by Suqian into the Joint Venture and the transfer of equipment by us, will begin during the fourth quarter of 2014. We expect that certain parts of the Joint Venture's factory will be in operation by the end of the second quarter of 2015.

Need for Additional Capital

Since inception, we have incurred significant losses. We expect to continue to incur net losses in the near term. For the year ended December 31, 2014, our cash used in operations was \$28.1 million. For the year ended December 31, 2013, our cash used in operations was \$20.3 million. At December 31, 2014, we had cash and equivalents of \$3.3 million. At December 31, 2013, we had cash and equivalents of approximately \$3.3 million.

We do not expect that sales revenue and cash flows will be sufficient to support operations and cash requirements until we have fully implemented our new consumer products strategy. Additional projected product revenues are not anticipated to result in a positive cash flow position for the year 2015 overall. We continue to accelerate sales and marketing efforts related to our consumer products strategy through increased hiring and expansion of our sales channel. In November 2014, we completed a financing that will provide the Company gross proceeds of \$35 million in increments throughout 2015 and the early part of 2016. The Company may need to raise additional capital in order to continue our current level of operations throughout 2016. There is no assurance that we would be able to raise such capital on acceptable terms or at all. If our revenues do not increase rapidly, and/or additional financing is not obtained, we will be required to significantly curtail operations to reduce costs and/or sell assets. Such actions would likely have an adverse impact on our future operations.

Corporate Information

We are incorporated under the laws of Delaware. Our principal business office is located at 12300 North Grant Street, Thornton, Colorado 80241, and our telephone number is (720) 872-5000. Our website address is www.ascentsolar.com. Information contained on our website or any other website does not constitute part of this prospectus.

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THE OFFERING

On November 14, 2014, we entered into a Securities Purchase Agreement (the “Securities Purchase Agreement”) with Hudson Bay Master Fund Ltd (the “Selling Stockholder”). Pursuant to the terms of the Securities Purchase Agreement, we sold to the Selling Stockholder (i) 3,000 shares of Series D Convertible Preferred Stock (the “Series D Preferred Stock”), at a price of \$1,000 per share of Series D Preferred Stock, (ii) \$32,000,000 original principal amount of Notes and (iii) warrants (the “Warrants”) to purchase up to 7,777,778 shares of our common stock. The sale of the Series D Preferred Stock, the Notes and the Warrants to the Selling Stockholder closed on November 19, 2014 (the “Closing Date”).

In connection with the Securities Purchase Agreement, we entered into a Registration Rights Agreement (the “Registration Rights Agreement”) with the Selling Stockholder, pursuant to which we have previously registered 6,000,000 shares of common stock issuable upon conversion of the Notes, including shares of common stock that may be issuable as payments of principal and interest on the Notes. We also agreed, under certain circumstances, to register in one or more additional registration statements up to 200% of the sum of (i) the maximum number of shares of common stock issuable pursuant to the Notes and (ii) the maximum number of shares of common stock issuable upon exercise of the Warrants.

Our registration statements (333-200783; 333-202073) registering 6,000,000 shares of common stock issuable upon conversion and otherwise in connection with the Notes were declared effective on December 18, 2014 and March 20, 2015. The number of shares potentially issuable in connection with the remaining outstanding Senior Secured Convertible Notes has significantly increased since the previous registration statements became effective. Accordingly, we are registering an additional 1,000,000 shares on this registration statement in accordance with the provisions of the Registration Rights Agreement described above relating to additional registration statements. This prospectus includes 1,000,000 shares of common stock issuable upon conversion of the Notes.

Common stock outstanding prior to the offering	28,635,578*
Common stock offered by the Selling Stockholder	1,000,000**
Common stock to be outstanding after the offering	29,635,578**

Use of proceeds

We will not receive any proceeds from the sale of the securities hereunder. See “Use of Proceeds” for a complete description.

* As of April 27, 2015.

** Assumes the issuance of 1,000,000 shares of common stock upon conversion of a portion of the Notes.

FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference into it contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements are those that predict or describe future events or trends and that do not relate solely to historical matters. You can generally identify forward-looking statements as statements containing the words “believe,” “expect,” “may,” “will,” “could,” “would,” “anticipate,” “intend,” “estimate,” “project,” “plan,” “continue,” “assume” or other similar expressions, although not all forward-looking statements contain these identifying words. All statements contained in this prospectus regarding our plans, objectives, goals, strategies, future events, future net sales or performance, capital expenditures, projected financial position, potential future revenues, projected costs, financing needs, plans or intentions relating to acquisitions, plans for the commercialization of our products, business trends and results that

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might be obtained by pursuing management's current plans and objectives are forward-looking statements.

Forward-looking statements include, but are not necessarily limited to, those relating to:

- Our limited operating history and lack of profitability;
- Our ability to successfully design, manufacture and sell our EnerPlex™ line of consumer products;
- Our ability to develop demand for, and sales of, our products;
- Our ability to attract and retain qualified personnel to implement our business plan and corporate growth strategies;
- Our ability to develop sales, marketing and distribution capabilities;
- Our ability to achieve profitability through our strategic alliance with TFG Radiant Investment Group Ltd. (“TFG Radiant”) in designing, manufacturing and selling products;
- Our ability to successfully develop and maintain strategic relationships with key partners, including original equipment manufacturers (“OEMs”), system integrators, distributors, retailers and e-commerce companies, who deal directly with end users in our target markets;
- The accuracy of our estimates and projections;
- Our ability to secure additional financing to fund our short-term and long-term financial needs;
- Our ability to maintain the listing of our common stock on the NASDAQ Capital Market;
- The commencement, or outcome, of legal proceedings against us, or by us, including ongoing litigation proceedings;
- Changes in our business plan or corporate strategies;
- The extent to which we are able to manage the growth of our operations effectively, both domestically and abroad, whether directly owned or indirectly through licenses;
- The supply, availability and price of equipment, components and raw materials, including the elements needed to produce our photovoltaic modules;
- Our ability to expand and protect the intellectual property portfolio that relates to our consumer electronics, photovoltaic modules and processes;
- General economic and business conditions, and in particular, conditions specific to consumer electronics and the solar power industry; and
- Other risks and uncertainties discussed in greater detail in the section captioned “Risk Factors.”

You should not place undue reliance on our forward-looking statements because the matters they describe are subject to known and unknown risks, uncertainties and other unpredictable factors, many of which are beyond our control.

Our forward-looking statements are based on the information currently available to us and speak only as of the date on the cover of this prospectus. New risks and uncertainties arise from time to time, and it is impossible for us to predict these matters or how they may affect us. Over time, our actual results, performance or achievements will likely differ from the anticipated results, performance or achievements that are expressed or implied by our forward-looking statements, and such differences might be significant and materially adverse to our investors. We have no duty to, and do not intend to, update or revise the forward-looking statements in this prospectus after the

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date of this prospectus except to the extent required by the federal securities laws. You should consider all risks and uncertainties disclosed in our filings with the SEC described in the sections of this prospectus entitled “Information Incorporated by Reference” and “Where You Can Find More Information,” all of which are accessible on the SEC’s website at www.sec.gov.

RISK FACTORS

An investment in our securities involves a high degree of risk and many uncertainties discussed in the section entitled “Risk Factors” in our annual report on Form 10-K for the year ended December 31, 2014, which is incorporated by reference into this prospectus. You should carefully consider the risk factors before purchasing our securities. If one or more of the possibilities described as risks actually occurs, our operating results and financial condition would likely suffer and the trading price of our securities could fall, causing you to lose some or all of your investment in the securities we are offering.

Risks Relating to Our Business

We have a limited history of operations, have not generated significant revenue from operations and have had limited production of our products.

We have a limited operating history and have generated limited revenue from operations. Currently we are producing consumer oriented products in quantities necessary to meet current demand. Under our current business plan, we expect losses to continue until annual revenues and gross margins reach a high enough level to cover operating expenses. We plan to continue manufacturing at our current facilities and to expand our production capacity as part of our Joint Venture with Suqian. We are utilizing contract manufacturers in Asia for components and for final assembly of finished goods. Our ability to achieve our business, commercialization and expansion objectives will depend on a number of factors, including whether:

- we can generate customer acceptance of and demand for our products;
- we successfully ramp up commercial production on the equipment installed;
- our products are successfully and timely certified for use in our target markets;
- we successfully operate production tools to achieve the efficiencies, throughput and yield necessary to reach our cost targets;
- the products we design are saleable at a price sufficient to generate profits;
- our strategic alliance with TFG Radiant results in the design, manufacture and sale of sufficient products to achieve profitability;
- our ability to complete the formation of our Joint Venture with Suqian and subsequent installation of manufacturing equipment and ramp to production;
- we raise sufficient capital to enable us to reach a level of sales sufficient to achieve profitability on terms favorable to us;
- we are able to design, manufacture, market, distribute and sell our newly introduced line of consumer oriented products;
- we effectively manage the planned ramp up of our operations;

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- we successfully develop and maintain strategic relationships with key partners, including OEMs, system integrators and distributors, retailers and e-commerce companies, who deal directly with end users in our target markets;
- our ability to maintain the listing of our common stock on the NASDAQ Capital Market;
- our ability to achieve projected operational performance and cost metrics;
- our ability to enter into commercially viable licensing, joint venture, or other commercial arrangements; and
- the availability of raw materials.

Each of these factors is critical to our success, and accomplishing each of these tasks may take longer or cost more than expected, or may never be accomplished. It also is likely that problems we cannot now anticipate will arise. If we cannot overcome these problems, our business, results of operations and financial condition could be materially and adversely affected.

We have to date incurred net losses and may be unable to generate sufficient sales in the future to become profitable. We incurred a net loss applicable to common stockholders of \$36.1 million for the year ended December 31, 2013 and \$51.4 million for the year ended December 31, 2014. We reported an accumulated deficit of \$299.3 million as of December 31, 2014. We expect to incur net losses in the near term. Our ability to achieve profitability depends on a number of factors, including market acceptance of our consumer oriented products at competitive prices. If we are unable to raise additional capital and generate sufficient revenue to achieve profitability and positive cash flows, we may be unable to satisfy our commitments and may have to discontinue operations.

Our EnerPlex line of consumer oriented products exposes us to many new risks and uncertainties.

Following the appointment of our new President and CEO in February 2012, we repositioned our business model with an immediate focus into developing downstream consumer products. In 2012 we launched our EnerPlex brand line of consumer products, and introduced the first product under the EnerPlex brand with a solar assisted mobile phone charger incorporating our CIGS PV thin film technology. This new line of consumer oriented products exposes us to many risks and uncertainties that are new to our business.

We have limited experience in the design, manufacture, marketing, distribution and sale of consumer oriented products. Our ability to be successful with our line of consumer oriented products will depend on a number of factors, including whether:

- we can achieve and maintain customer acceptance of our new consumer oriented products;
- we can rapidly develop and successfully introduce large numbers of new consumer oriented products in response to changing consumer preferences, the introduction of new consumer electronics products (such as new mobile phone models) that our EnerPlex™ products are designed to extend their battery life, and the introduction of new products by competing manufacturers;
- we can maintain an adequate level of product quality over multiple consumer oriented products which must be designed, manufactured and introduced rapidly to keep pace with changing consumer preferences and competitive factors;
- we can successfully manage our third party contract manufacturers located outside the U.S. on whom we are heavily dependent for the production of our consumer oriented products;

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we can successfully distribute our consumer oriented products through distributors, wholesalers, internet retailers and traditional retailers (many of whom distribute products from competing manufacturers) on whom we are heavily dependent; and

we can successfully manage the substantial inventory and other asset risks associated with the manufacture and sale of consumer electronic products, given the rapid and unpredictable pace of product obsolescence in such consumer markets.

Our business is based on a new technology, and if our PV modules or processes fail to achieve the performance and cost metrics that we expect, then we may be unable to develop demand for our PV modules and generate sufficient revenue to support our operations.

Our CIGS on flexible plastic substrate technology is a relatively new technology. Our business plan and strategies assume that we will be able to achieve certain milestones and metrics in terms of throughput, uniformity of cell efficiencies, yield, encapsulation, packaging, cost and other production parameters. We cannot assure you that our technology will prove to be commercially viable in accordance with our plan and strategies. Further, we or our strategic partners and licensees may experience operational problems with such technology after its commercial introduction that could delay or defeat the ability of such technology to generate revenue or operating profits. If we are unable to achieve our targets on time and within our planned budget, then we may not be able to develop adequate demand for our PV modules, and our business, results of operations and financial condition could be materially and adversely affected.

Our failure to further refine our technology and develop and introduce improved PV products could render our PV modules uncompetitive or obsolete and reduce our net sales and market share.

Our success requires us to invest significant financial resources in research and development to keep pace with technological advances in the solar energy industry. However, research and development activities are inherently uncertain, and we could encounter practical difficulties in commercializing our research results. Our expenditures on research and development may not be sufficient to produce the desired technological advances, or they may not produce corresponding benefits. Our PV modules may be rendered obsolete by the technological advances of our competitors, which could harm our results of operations and adversely impact our net sales and market share.

Failure to expand our manufacturing capability successfully at our facilities, through our strategic alliances, or our Joint Venture with Suqian, would adversely impact our ability to sell our products into our target markets and would materially and adversely affect our business, results of operations and financial condition.

Our growth plan calls for production and operation at our facility, our Joint Venture with Suqian and at contract manufacturers in Asia. Successful operations will require substantial engineering and manufacturing resources and are subject to significant risks, including risks of cost overruns, delays and other risks, such as geopolitical unrest that may cause us not be able to successfully operate in other countries. Furthermore, we may never be able to operate our production processes in high volume or at the volumes projected, make planned process and equipment improvements, attain projected manufacturing yields or desired annual capacity, obtain timely delivery of components, or hire and train the additional employees and management needed to scale our operations. Failure to meet these objectives on time and within our planned budget could materially and adversely affect our business, results of operations and financial condition.

We may be unable to manage the expansion of our operations and strategic alliances effectively.

We will need to significantly expand our operations and form beneficial strategic alliances in order to reduce manufacturing costs through economies of scale and partnerships, secure contracts of commercially material amounts with reputable customers and capture a meaningful share of our target markets. To manage the expansion of our operations and alliances, we will be required to improve our operational and financial systems, oversight, procedures and controls and expand, train and manage our growing employee base. Our management team will also be required to maintain and cultivate our relationships with partners, customers, suppliers and other third parties and

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attract new partners, customers and suppliers. In addition, our current and planned operations, personnel, facility size and configuration, systems and internal procedures and controls, even when augmented through strategic alliances, might be inadequate or insufficient to support our future growth. If we cannot manage our growth effectively, we may be unable to take advantage of market opportunities, execute our business strategies or respond to competitive pressures, resulting in a material and adverse effect to our business, results of operations and financial condition. We depend on a limited number of third party suppliers for key raw materials, and their failure to perform could cause manufacturing delays and impair our ability to deliver PV modules to customers in the required quality and quantity and at a price that is profitable to us.

Our failure to obtain raw materials and components that meet our quality, quantity and cost requirements in a timely manner could interrupt or impair our ability to manufacture our products or increase our manufacturing cost. Most of our key raw materials are either sole sourced or sourced by a limited number of third party suppliers. As a result, the failure of any of our suppliers to perform could disrupt our supply chain and impair our operations. Many of our suppliers are small companies that may be unable to supply our increasing demand for raw materials as we implement our planned expansion. We may be unable to identify new suppliers in a timely manner or on commercially reasonable terms. Raw materials from new suppliers may also be less suited for our technology and yield PV modules with lower conversion efficiencies, higher failure rates and higher rates of degradation than PV modules manufactured with the raw materials from our current suppliers.

Our continuing operations may require additional capital which we may not be able to obtain on favorable terms, if at all or without dilution to our stockholders.

Since inception, we have incurred significant losses. We expect to continue to incur net losses in the near term. For the year ended December 31, 2013, our cash used in operations was \$20.3 million. At December 31, 2013, we had cash and cash equivalents of approximately \$3.3 million. For the year ended December 31, 2014, our cash used in operations was \$28.1 million. At December 31, 2014, we had cash and equivalents of \$3.3 million.

Although we have commenced production at our manufacturing facility, we do not expect that sales revenue and cash flows will be sufficient to support operations and cash requirements until we have fully implemented our new consumer products strategy. Additional projected product revenues are not anticipated to result in a positive cash flow position for the year 2015 overall. As a result of our issuance of the Notes, Warrants and shares of Series D Preferred Stock, we believe that we will have sufficient capital to continue our current level of operations through the end of 2015. The Company may need to raise additional capital in order to continue our current level of operations throughout 2016.

To the extent that we may need to raise additional capital in the future, there is no assurance that we will be able to raise additional capital on acceptable terms or at all. If we raise additional funds through the issuance of equity or convertible debt securities, the percentage ownership of our existing stockholders could be significantly diluted, and these newly issued securities may have rights, preferences or privileges senior to those of existing stockholders. If we raise additional funds through debt financing, which may involve restrictive covenants, our ability to operate our business may be restricted. If adequate funds are not available or are not available on acceptable terms, if and when needed, our ability to fund our operations, take advantage of unanticipated opportunities, develop or enhance our products, expand capacity or otherwise respond to competitive pressures could be significantly limited, and our business, results of operations and financial condition could be materially and adversely affected.

In addition, the terms of a loan we obtained from the Colorado Housing and Finance Authority (“CHFA”) in connection with our purchase and improvement of our Thornton, Colorado facility contain covenants that limit our ability, without the consent of CHFA, to create or incur additional indebtedness (other than obligations created or incurred in the ordinary course of business such as working capital financing); merge or consolidate with any other entity; or make loans or advances to our officers, shareholders, directors or employees. The presence of these covenants gives CHFA the ability to bar us from engaging in certain transactions in the future that we may determine are necessary or advisable to meet our business objectives, including debt offerings and acquisitions of or by other

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companies. If CHFA were to withhold its written consent under these or other circumstances, we could be forced to prepay such loans at a premium, which could adversely affect our business, results of operations and financial condition.

Our products may never gain sufficient market acceptance, in which case we would be unable to sell our products or achieve profitability.

Demand for our products may never develop sufficiently, and our products may never gain market acceptance, if we fail to produce products that compare favorably against competing products on the basis of cost, quality, weight, efficiency and performance. Demand for our products also will depend on our ability to develop and maintain successful relationships with key partners, including distributors, retailers, OEMs, system integrators and value added resellers. If our products fail to gain market acceptance as quickly as we envision or at all, our business, results of operations and financial condition could be materially and adversely affected.

We are targeting emerging markets for a significant portion of our planned product sales. These markets are new and may not develop as rapidly as we expect, or may not develop at all.

Our target markets include consumer electronics, portable power, defense, transportation, space and near space, and building applied photovoltaic (“BAPV”) and building integrated photovoltaic (“BIPV”) markets. Although certain areas of these markets have started to develop, some of them are in their infancy. We believe these markets have significant long term potential; however, some or all of these markets may not develop and emerge as we expect. If the markets do develop as expected, there may be other products that could provide a superior product or a comparable product at lower prices than our products. If these markets do not develop as we expect, or if competitors are better able to capitalize on these markets our revenues and product margins may be negatively affected.

Failure to consummate strategic relationships with key partners in our various target market segments, such as consumer electronics, defense and portable power, transportation, space and near space, and the respective implementations of the right strategic partnerships to enter these various specified markets, could adversely affect our projected sales, growth and revenues.

We intend to sell thin-film PV modules for use in consumer electronics, portable power systems, defense and portable power systems, transportation, space and near space solar panel applications. Our marketing and distribution strategy is to form strategic relationships with distributors, retailers and value added resellers as well as direct to consumer kiosks and e-commerce to provide a foothold in these target markets. If we are unable to successfully establish working relationships with such market participants or if, due to cost, technical or other factors, our products prove unsuitable for use in such applications; our projected revenues and operating results could be adversely affected. If sufficient demand for our products does not develop or takes longer to develop than we anticipate, we may be unable to grow our business, generate sufficient revenue to attain profitability or continue operations.

The solar energy industry is at a relatively early stage of development, and the extent to which PV modules, including our own, will be widely adopted is uncertain. While pure PV solutions is not our short term primary market, if PV technology proves unsuitable for widespread adoption or if demand for PV modules fails to develop sufficiently, long term we may be unable to grow our business, generate sufficient sales to attain profitability or continue operations. Many factors, of which several are outside of our control, may affect the viability of widespread adoption of PV technology and demand for PV modules.

We face intense competition from other manufacturers of thin-film PV modules and other companies in the solar energy industry.

The solar energy and renewable energy industries are both highly competitive and continually evolving as participants strive to distinguish themselves within their markets and compete with the larger electric power

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industry. We believe our main sources of competition are other thin film PV manufacturers and companies developing other solar solutions, such as solar thermal and concentrated PV technologies.

Many of our existing and potential competitors have substantially greater financial, technical, manufacturing and other resources than we do. A competitor's greater size provides them with a competitive advantage because they often can realize economies of scale and purchase certain raw materials at lower prices. Many of our competitors also have greater brand name recognition, established distribution networks and large customer bases. In addition, many of our competitors have well-established relationships with our current and potential partners and distributors and have extensive knowledge of our target markets. As a result of their greater size, these competitors may be able to devote more resources to the research, development, promotion and sale of their products or respond more quickly to evolving industry standards and changes in market conditions than we can. Our failure to adapt to changing market conditions and to compete successfully with existing or future competitors could materially and adversely affect our business, results of operations and financial condition.

Problems with product quality or performance may cause us to incur warranty expenses, damage our market reputation and prevent us from maintaining or increasing our market share.

If our products fail to perform as expected while under warranty, or if we are unable to support the warranties, sales of our products may be adversely affected or our costs may increase, and our business, results of operations and financial condition could be materially and adversely affected.

We may also be subject to warranty or product liability claims against us that are not covered by insurance or are in excess of our available insurance limits. In addition, quality issues can have various other ramifications, including delays in the recognition of revenue, loss of revenue, loss of future sales opportunities, increased costs associated with repairing or replacing products, and a negative impact on our goodwill and reputation. The possibility of future product failures could cause us to incur substantial expenses to repair or replace defective products. Furthermore, widespread product failures may damage our market reputation and reduce our market share causing sales to decline. The interests of our largest stockholder, TFG Radiant, may conflict with our interests or your interests now or in the future.

As of April 27, 2015, TFG Radiant beneficially owned approximately 17.02% of our common stock. As a result of its large holding of our shares, TFG Radiant may have the ability to prevent any transaction that requires the approval of stockholders regardless of whether other stockholders believe any such transaction is in their own best interests, with the exception of certain agreements TFG Radiant has made pursuant to the Amended and Restated Stockholders Agreement between us and TFG Radiant. TFG Radiant also has certain registration rights that could impact shareholders. Additionally, TFG Radiant currently holds two seats on our Board of Directors, which affords TFG Radiant greater control and influence over matters affecting our business.

On February 1, 2012, Mr. Victor Lee was appointed by our Board as our President and Chief Executive Officer. Mr. Lee is the managing director of Tertius Financial Group Pte Ltd, the joint venture partner with Radiant Group in TFG Radiant.

TFG Radiant may from time to time acquire and hold interests in businesses that compete directly or indirectly with us. TFG Radiant also may pursue opportunities (including by acquisition) that may be adverse to, or be in direct or indirect competition with us. Additionally, our potential customers may be competitors of TFG Radiant and our interests in selling to those customers could be divergent from TFG Radiant's competitive interests. So long as TFG Radiant continues to own a significant amount of the outstanding shares of our common stock and Mr. Lee is President and Chief Executive Officer, TFG Radiant may be able to strongly influence or effectively control our decisions.

Currency translation risk may negatively affect our net sales, cost of equipment, cost of sales, gross margin or profitability and could result in exchange losses.

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Although our reporting currency is the U.S. dollar, we may conduct business and incur costs in the local currencies of other countries in which we operate, make sales or buy equipment or materials. As a result, we are subject to currency translation risk. Our future contracts and obligations may be exposed to fluctuations in currency exchange rates, and, as a result, our capital expenditures or other costs may exceed what we have budgeted. Further, changes in exchange rates between foreign currencies and the U.S. dollar could affect our net sales and cost of sales and could result in exchange losses. We cannot accurately predict future exchange rates or the overall impact of future exchange rate fluctuations on our business, results of operations and financial condition.

A significant increase in the price of our raw materials could lead to higher overall costs of production, which would negatively affect our planned product margins, or make our products uncompetitive in the PV market.

Our raw materials include high temperature plastics and various metals. Significant increases in the costs of these raw materials may impact our ability to compete in our target markets at a price sufficient to produce a profit.

Our intellectual property rights or our means of enforcing those rights may be inadequate to protect our business, which may result in the unauthorized use of our products or reduced sales or otherwise reduce our ability to compete.

Our business and competitive position depends upon our ability to protect our intellectual property rights and proprietary technology, including any PV modules that we develop. We attempt to protect our intellectual property rights, primarily in the United States, through a combination of patent, trade secret and other intellectual property laws, as well as licensing agreements and third party nondisclosure and assignment agreements. Because of the differences in foreign patent and other laws concerning intellectual property rights, our intellectual property rights may not receive the same degree of protection in foreign countries as they would in the United States. Our failure to obtain or maintain adequate protection of our intellectual property rights, for any reason, could have a materially adverse effect on our business, results of operations and financial condition. Further, any patents issued in connection with our efforts to develop new technology for PV modules may not be broad enough to protect all of the potential uses of our technology.

We also rely on unpatented proprietary technology. It is possible others will independently develop the same or similar technology or otherwise obtain access to our unpatented technology. To protect our trade secrets and other proprietary information, we require our employees, consultants and advisors to execute proprietary information and invention assignment agreements when they begin working for us. We cannot assure these agreements will provide meaningful protection of our trade secrets, unauthorized use, misappropriation or disclosure of trade secrets, know how or other proprietary information. Despite our efforts to protect this information, unauthorized parties may attempt to obtain and use information that we regard as proprietary. If we are unable to maintain the proprietary nature of our technologies, we could be materially adversely affected.

In addition, when others control the prosecution, maintenance and enforcement of certain important intellectual property, such as technology licensed to us, the protection and enforcement of the intellectual property rights may be outside of our control. If the entity that controls intellectual property rights that are licensed to us does not adequately protect those rights, our rights may be impaired, which may impact our ability to develop, market and commercialize our products. Further, if we breach the terms of any license agreement pursuant to which a third party licenses us intellectual property rights, our rights under that license may be affected and we may not be able to continue to use the licensed intellectual property rights, which could adversely affect our ability to develop, market and commercialize our products.

If third parties claim we are infringing or misappropriating their intellectual property rights, we could be prohibited from selling our PV products, be required to obtain licenses from third parties or be forced to develop non-infringing alternatives, and we could be subject to substantial monetary damages and injunctive relief.

The PV industry is characterized by the existence of a large number of patents and frequent litigation based on allegations of patent infringement. We are aware of numerous issued patents and pending patent applications owned

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by third parties that may relate to current and future generations of solar energy. The owners of these patents may assert the manufacture, use or sale of any of our products infringes one or more claims of their patents. Moreover, because patent applications can take many years to issue, there may be currently pending applications, unknown to us, which may later result in issued patents that materially and adversely affect our business. Third parties could also assert claims against us that we have infringed or misappropriated their intellectual property rights. Whether or not such claims are valid, we cannot be certain we have not infringed the intellectual property rights of such third parties. Any infringement or misappropriation claim could result in significant costs or substantial damages to our business or an inability to manufacture, market or sell any of our PV modules found to infringe or misappropriate. Even if we were to prevail in any such action, the litigation could result in substantial cost and diversion of resources that could materially and adversely affect our business. The large number of patents, the rapid rate of new patent issuances, the complexities of the technology involved and uncertainty of litigation increase the risk of business assets and management's attention being diverted to patent litigation. Even if obtaining a license were feasible, it could be costly and time consuming. We might be forced to obtain additional licenses from our existing licensors in the event the scope of the intellectual property we have licensed is too narrow to cover our activities, or in the event the licensor did not have sufficient rights to grant us the license(s) purportedly granted. Also, some of our licenses may restrict or limit our ability to grant sub-licenses and/or assign rights under the licenses to third parties, which may limit our ability to pursue business opportunities.

Our future success depends on retaining our Chief Executive Officer and existing management team and hiring and assimilating new key employees and our inability to attract or retain key personnel would materially harm our business and results of operations.

Our success depends on the continuing efforts and abilities of our executive officers, including Mr. Victor Lee, our President and Chief Executive Officer, our other executive officers, and key technical personnel. Our future success also will depend on our ability to attract and retain highly skilled employees, including management, technical and sales personnel. The loss of any of our key personnel, the inability to attract, retain or assimilate key personnel in the future, or delays in hiring required personnel could materially harm our business, results of operations and financial condition.

Our PV modules contain limited amounts of cadmium sulfide, and claims of human exposure or future regulations could have a material adverse effect on our business, results of operations and financial condition.

Our PV modules contain limited amounts of cadmium sulfide, which is regulated as a hazardous material due to the adverse health effects that may arise from human exposure, and is banned in certain countries. We cannot assure you human or environmental exposure to cadmium sulfide used in our PV modules will not occur. Any such exposure could result in third party claims against us, damage to our reputation and heightened regulatory scrutiny of our PV modules. Future regulation relating to the use of cadmium in various products could force us to seek regulatory exemptions or impact the manufacture and sale of our PV modules and could require us to incur unforeseen environmental related costs. The occurrence of future events such as these could limit our ability to sell and distribute our PV modules, and could have a material adverse effect on our business, results of operations and financial condition.

Environmental obligations and liabilities could have a substantial negative impact on our financial condition, cash flows and profitability.

We are subject to a variety of federal, state, local and foreign laws and regulations relating to the protection of the environment, including those governing the use, handling, generation, processing, storage, transportation and disposal of, or human exposure to, hazardous and toxic materials (such as the cadmium used in our products), the discharge of pollutants into the air and water, and occupational health and safety. We are also subject to environmental laws which allow regulatory authorities to compel, or seek reimbursement for, cleanup of environmental contamination at sites now or formerly owned or operated by us and at facilities where our waste is or has been disposed. We may incur significant costs and capital expenditures in complying with these laws and regulations. In addition, violations of, or liabilities under, environmental laws or permits may result in restrictions being imposed on our operating activities or in our being subjected to substantial fines, penalties, criminal

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proceedings, third party property damage or personal injury claims, cleanup costs or other costs. Also, future developments such as more aggressive enforcement policies, the implementation of new, more stringent laws and regulations, or the discovery of presently unknown environmental conditions or noncompliance may require expenditures that could have a material adverse effect on our business, results of operations and financial condition. Further, greenhouse gas emissions have increasingly become the subject of international, national, state and local attention. Although future regulations could potentially lead to an increased use of alternative energy, there can be no guarantee that such future regulations will encourage solar technology. Given our limited history of operations, it is difficult to predict future environmental expenses.

We currently anticipate having substantial international operations that will subject us to a number of risks, including potential unfavorable political, regulatory, labor and tax conditions in foreign countries.

We expect to expand our operations abroad in the future and, as a result, we may be subject to the legal, political, social and regulatory requirements and economic conditions of for our investments in non-marketable investment securities on a cost basis. Since a significant amount of our assets are comprised of non-marketable investment securities, any future impairment charges from the write down in value of these securities will most likely have a material adverse affect on our financial condition.

Risks related to our common stock

Our common stock is subject to price volatility.

The market price of our common stock has been, and is likely to continue to be, highly volatile. Our stock price could be subject to wide fluctuations in response to various factors beyond our control, including:

- actual or anticipated quarterly variations in operating results;
 - announcements of technological innovations, new products or pricing by our competitors;
 - the rate of adoption by hospitals of SurgiCount Medical technology in targeted markets;
 - the timing and extent of technological advancements, patent and regulatory approvals;
 - the impact of acquisitions, strategic alliances, and other significant corporate events;
 - anything other than unqualified reports by our outside auditors;
 - the sales of our common stock by affiliates or other shareholders with large holdings; and
- general economic and market conditions, including the recent instability in the financial markets and global economy.

Our future operating results may fall below the expectations of securities industry analysts or investors. Any such shortfall could result in a significant decline in the market price of our common stock. In addition, the stock market has at times experienced significant price and volume fluctuations that have affected the market prices of the stock of many medical device companies that often have been unrelated to the operating performance of such companies. These broad market fluctuations may directly influence the market price of our common stock.

Our common stock is subject to the "penny stock" rules of the SEC, which would make transactions in our common stock cumbersome and may reduce the value of an investment in our stock.

The SEC has adopted Rule 3a51-1 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, Rule 15g-9 require:

- that a broker or dealer approve a person's account for transactions in penny stocks; and

- the broker or dealer receive from the investor, a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.
 - In order to approve a person's account for transactions in penny stocks, the broker or dealer must:
 - obtain financial information and investment experience objectives of the person; and
- make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the SEC relating to the penny stock market, which, in highlight form:

- sets forth the basis on which the broker or dealer made the suitability determination; and
- that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

We depend upon our SurgiCount Medical product line, which is in its early stages of market acceptance.

Our future is dependent upon the success of the SurgiCount Medical product line and similar products that are based on the same core technology. The market for these products is in a relatively early stage of development, less than 1% penetrated, and may never fully develop as we expect. The long-term commercial success of the SurgiCount Medical product line requires widespread acceptance of our products as safe, efficient and cost-effective. Widespread acceptance would represent a significant change in medical practice patterns.

The capital markets are currently experiencing a period of dislocation and instability, which has had and could continue to have a negative impact on the availability and cost of capital.

The general disruption in the U.S. capital markets has impacted the broader financial and credit markets and reduced the availability of debt and equity capital for the market as a whole. These conditions could persist for a prolonged period of time or worsen in the future. Our ability to access the capital markets may be restricted at a time when we would like, or need, to access those markets, which could have an impact on our flexibility to react to changing economic and business conditions. The resulting lack of available credit, lack of confidence in the financial sector, increased volatility in the financial markets and reduced business activity could materially and adversely affect our business, financial condition, results of operations and our ability to obtain and manage our liquidity. In addition, the cost of debt financing and the proceeds of equity financing may be materially adversely impacted by these market conditions.

To service or retire our debt when and as due, we will require a significant amount of cash. Our ability to generate cash depends on many factors beyond our control.

Our ability to service our debt and to fund our operations and planned capital expenditures will depend on our operating performance. This, in part, is subject to prevailing economic conditions and to financial, business and other factors beyond our control. If our cash flow from operations is insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures, sell assets, obtain additional equity capital or indebtedness or refinance or restructure our debt. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. In the absence of such operating results and resources, we could face substantial cash flow problems and might be required to sell material assets or operations to meet our debt service and other obligations. We cannot assure you as to the timing of such sales or the proceeds that we could realize from such sales or if additional debt or equity financing would be available on acceptable terms, if at all.

Our quarterly operating results frequently vary due to factors outside our control.

We have experienced and expect to continue to experience fluctuations in quarterly operating results due to a number of factors. We cannot control many of these factors, which include the following:

- the timing and number of new competing product introductions;
- the market acceptance of, and changes in demand for our products;
- the impact of any changes in generally accepted accounting principles;
- the loss of, or ordering delays by any of our strategic partners;
 - product returns or bad debt write-offs;
 - changes in pricing policies by our competitors;
 - The timing of customer orders and shipments;

Accordingly, you should not rely on period-to-period comparisons of our financial results as indications of future results.

Our future financial results could be adversely impacted by asset impairments or other charges.

Statement of Financial Accounting Standards (“SFAS”) No. 142, “Goodwill and Other Intangible Assets” requires that we test goodwill and other intangible assets determined to have indefinite lives for impairment on an annual, or on an interim basis if certain events occur or circumstances change that would reduce the fair value of a reporting unit below its carrying value or if the fair value of intangible assets with indefinite lives falls below their carrying value. In addition, under SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, long-lived assets with finite lives are tested for impairment whenever events or changes in circumstances indicate that its carrying value may not be recoverable. A significant decrease in the fair value of a long-lived asset, an adverse change in the extent or manner in which a long-lived asset is being used or in its physical condition or an expectation that a long-lived asset will be sold or disposed of significantly before the end of its previously estimated life are among several of the factors that could result in an impairment charge.

We evaluate intangible assets determined to have indefinite lives for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. These events or circumstances could include a significant change in the business climate, legal factors, operating performance indicators, competition, sales or disposition of a significant portion of the business, or other factors such as a decline in our market value below our book value for an extended period of time.

We evaluate the estimated lives of all intangible assets on an annual basis, to determine if events and circumstances continue to support an indefinite useful life or the remaining useful life, as applicable, or if a revision in the remaining period of amortization is required. The amount of any such annual or interim impairment charge could be significant, and could have a material adverse effect on reported financial results for the period in which the charge is taken.

We will need additional capital, which may be unavailable.

The commercialization of our current product line, acquisition of complementary technologies and the development and commercialization of any additional products may require greater expenditures than expected in our current business plan. Our capital requirements will depend on numerous factors, including:

- our rate of sales growth—fast growth may actually increase our need for additional capital to hire additional staff, purchase additional inventory, and finance the increase in accounts receivable;
- the level of resources that we devote to the development, manufacture and marketing of our products—any decision we make to improve, expand, acquire complementary technologies or simply change our process, products or technology may require increased funds;

- facilities requirements—as we grow we need additional manufacturing, warehousing and administration facilities and the costs of the facilities will be borne before substantially increased revenue from growth would occur;
- market acceptance and demand for our products—although growth may increase our capital needs, the lack of growth and continued losses would also increase our need for capital; and
- customer financing strategies—our attempt to accelerate the purchasing processes by offering internal financing programs and by providing purchasers with extended payment terms would consume additional capital.

We may be unable to predict accurately the timing and amount of our capital requirements. We may be required to raise additional funds through public or private financing, bank loans, collaborative relationships or other arrangements earlier than expected. As a result, additional funding may not be available at attractive terms, or at all. If we cannot obtain additional capital when needed, we may be forced to agree to unattractive financing terms, to change our method of operation or to curtail our operations.

Technological change is difficult to predict and new product transitions are difficult to manage.

Our product line has required, and any future products will require, substantial development efforts and compliance with governmental clearance or approval requirements. We may encounter unforeseen technological or scientific problems that force abandonment or substantial change in the development of a specific product or process. In addition, as we introduce new products and product enhancements, we may not be able to effectively segregate or transition from existing products which could negatively impact revenue, gross margin and overall profitability.

We depend on management and other key personnel.

We are dependent on a limited number of key management, sales and technical personnel. The loss of one or more of our key employees may hurt our business if we are unable to identify other individuals to provide us with similar services. We do not maintain “key person” insurance on any of our employees. We face intense competition in our recruiting activities and may not be able to attract or retain qualified personnel. We have historically used stock options or shares of restricted stock as key components of our total employee compensation program. In recent periods, many of our employee stock options have had exercise prices in excess of our stock price, which reduces their value to employees and could affect our ability to retain and attract present and prospective employees. In addition, the implementation of SFAS No. 123 (revised 2004), Share-Based Payment (“SFAS 123R”), has required us to record a charge to earnings for employee stock option grants and other equity incentives which has changed our compensation strategy. Our ability to retain our existing personnel and attract additional highly qualified personnel may impact our future success.

We must maintain and develop strategic relationships with third parties to increase market penetration of our product lines.

We distribute our products through distributors and through our direct sales force. We may enter into similar agreements with other companies and establish technology partnerships with other medical product, distribution and technology companies. Successfully managing the interaction of our direct sales force and strategic distribution partners is a complex process. Widespread acceptance of our SurgiCount Medical products may be dependent on our establishing and maintaining these strategic relationships with third parties and on the successful distribution efforts of third parties. Many aspects of our relationships with third parties, and the success with which third parties promote distribution of our products, are beyond our control. We may be unsuccessful in maintaining our existing strategic relationships and in identifying and entering into future development and distribution agreements with third parties.

If market conditions cause us to reduce the selling price of our products, our margins and operating results will decrease.

The selling price of our product are subject to market conditions. Market conditions that could impact these aspects of our operations include:

- changes in the reimbursement policies of government and third-party payers;
 - hospital budgetary constraints;
 - the introduction of competing products;
 - price reductions by our competitors;
- tightening of credit for hospitals desiring to finance their purchase of our equipment;

- development of more effective products by our competitors; and
- lengthening of buying or selling cycles.

If such conditions force us to sell our products and systems at lower prices, or if we are unable to effectively develop and market competitive products, our market share, margins and operating results will likely decrease.

We are subject to stock exchange and government regulation.

The Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley Act”) and SEC and stock exchange regulations have increased financial reporting and disclosure requirements, corporate governance and internal control requirements, and have significantly increased the administrative costs of documenting and auditing internal processes, gathering data, and reporting information. The need to commit substantial resources and management attention in these areas impacts our ability to deploy those same resources to other areas of our business. If the regulations substantially increase or we are unable to comply with the requirements, it could significantly impact our market valuation.

We may not have adequate intellectual property protection.

Our patents and proprietary technology may not be sufficient to protect our intellectual property rights. In addition, if our actions to enforce our patents are found to be a violation of laws related to unlawful tying or restraint of trade, we may be required to pay damages to third parties, which could be costly and could harm our business. The validity and breadth of claims in medical technology patents involve complex legal and factual questions. There can be no assurance that pending patent applications will result in issued patents, that future patent applications will be issued, that patents issued to or licensed by us will not be challenged or circumvented by competitors or that such patents will be found to be valid or sufficiently broad to protect our technology or to provide us with a competitive advantage. Our patents may be found to be invalid and other companies may claim rights in or ownership of the patents and other proprietary rights held or licensed by us. Also, our existing patents may not cover products that we develop in the future. Moreover, when our patents expire, the inventions will enter the public domain.

We also rely on nondisclosure and noncompetition agreements with employees, consultants and other parties to protect trade secrets and other proprietary technology. There can be no assurance that these agreements will not be breached, that we will have adequate remedies for any breach, that others will not independently develop equivalent proprietary information or that third parties will not otherwise gain access to our trade secrets and proprietary knowledge.

We face competition from other companies and technologies.

We compete with other companies that are developing and marketing. Many of these companies or their distributors may have more established and larger marketing and sales organizations, significantly greater financial and technical resources and a larger installed base of customers than we do.

The introduction by others of products embodying new technologies and the emergence of new industry standards may render our products obsolete and unmarketable. In addition, other technologies or products may be developed that have an entirely different approach or means of accomplishing the intended purposes of our products. Accordingly, the life cycles of our products are difficult to estimate. To compete successfully, we must develop and introduce new products that keep pace with technological advancements, respond to evolving consumer requirements and achieve market acceptance. We may be unable to develop new products that address our competition.

We may not be able to manage growth successfully.

If successful, we will experience a period of growth that could place a significant strain upon our managerial, financial and operational resources. Our infrastructure, procedures, controls and information systems may not be adequate to support our operations and to achieve the rapid execution necessary to successfully market our products. Our future operating results will also depend on our ability to continually upgrade our information systems, expand our direct sales force and our internal sales, marketing and support staff. If we are unable to manage future expansion effectively, our business, results of operations and financial condition will suffer, our senior management will be less effective, and our revenues and product development results may decrease.

Our limited order backlog makes it difficult to predict sales and plan manufacturing requirements, which can lead to lower revenues, higher expenses and reduced margins.

Our customers typically order products on a purchase order basis, in limited circumstances, customer orders may be cancelled, changed or delayed on short notice. Lack of significant order backlog makes it difficult for us to forecast future sales with certainty. Varying sales cycles with our customers make it difficult to accurately forecast component and product requirements. These factors expose us to a number of risks:

- If we overestimate our requirements we may be obligated to purchase more components or third-party products than is required;
- If we underestimate our requirements, our third-party manufacturers and suppliers may have an inadequate product inventory, which could interrupt manufacturing of our products and result in delays in shipments and revenues;
- We may also experience shortages of product components from time to time, which also could delay the manufacturing of our products; and
- Over or under production can lead to higher expense, lower than anticipated revenues, and reduced margins.

We depend on third parties for development and manufacturing services.

Our strategy for development and commercialization of our products depends upon entering into various arrangements with third parties and upon the subsequent success of these parties in performing their obligations. We may not be able to negotiate acceptable arrangements in the future, and our existing arrangements may not be successful. We rely on third parties to manufacture our SurgiCount Medical scanners and we currently have our products manufactured by a limited number of manufacturers. Therefore, we are dependent on these manufacturers. If we experience a termination, modification or disruption of any of our manufacturing arrangements, we may be unable to deliver products to our customers on a timely basis, which may lead to customer dissatisfaction and damage to our reputation.

We have a history of losses and may experience continued losses.

We have experienced losses every year because we have expended more money in the course of developing our products and establishing and maintaining our sales, marketing and administrative organizations than we have generated in revenues. We expect that our operating expenses will continue at current levels and eventually increase in the foreseeable future as we increase our sales and marketing activities, expand our operations and continue to develop our technology. It is possible that we will not be able to achieve the revenue levels required to achieve and sustain profitability.

We may not continue to receive necessary FDA or other regulatory clearances or approvals.

Our products and activities are subject to ongoing regulation by the Food and Drug Administration and other governmental authorities. Delays in receipt of, or failure to obtain or maintain, regulatory clearances and approvals, or any failure to comply with regulatory requirements, could delay or prevent our ability to market or distribute our product line.

We do not intend to pay dividends in the foreseeable future.

We do not intend to pay any cash dividends on our common stock in the foreseeable future.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

We do not own any real estate or other physical properties materially important to our operation. Our headquarters are located at 43460 Ridge Park Drive, Suite 140, Temecula, CA 92590. We are responsible for paying approximately \$10 thousand per month for the lease expense associated with our headquarters. Our office space is currently approximately 4 thousand square feet.

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Item 3. Legal Proceedings.

On July 28, 2005, Jeffrey A. Leve and Jeffrey Leve Family Partnership, L.P. filed a lawsuit in the Superior Court of the State of California for the county of Los Angeles, Central District against us and five other defendants affiliated with Winstar Communications, Inc. The plaintiffs are attempting to collect a default judgment of \$5.0 million entered against Winstar Global Media, Inc. (“WGM”) by a federal court in New York, by attempting to enforce the judgment against us and the other defendants, none of whom are judgment debtors. Further, the plaintiffs are attempting to enforce their default judgment against us when their initial lawsuit in federal court against us was dismissed on the merits. The Court granted plaintiffs leave to amend the current Complaint after twice granting our motions to dismiss. Plaintiffs made some changes to their Complaint and dropped two other defendants. On April 18, 2007, we filed our Answer setting forth our numerous defenses. On January 29, 2009 the Superior Court of California issued a preliminary ruling in the Company’s favor.

Item 4. Submission of Matters to a Vote of Security Holders.

None for the year ended December 31, 2008

Executive Officers of the Registrant

The following is a list of the executive officers of the Company as of June 30, 2009:

Name	Age	Position	Served as an Officer Since
Steven H. Kane	56	President and Chief Executive Officer	2009
Mary A. Lay	52	Interim Chief Financial Officer, Principal Accounting Officer and Secretary	2008
Brian E. Stewart	37	Vice President Business Development	2009

Executive Officers

Steven H. Kane, age 56, has served as the Company’s President and Chief Executive Officer since May 2009, and has served as a director of the Company since November 26, 2007 and was appointed Chairman February 7, 2008. Before joining the Company as President and Chief Executive Officer in May 2009, Mr. Kane was the President, Chief Executive Officer and Director of Protalex, Inc. (OTCBB: PRTX) from 2002 to 2009 and has over 30 years experience in the health care industry. From April 1997 to August 2000, Mr. Kane served as Vice President of North American Sales & Field Operations for Aspect Medical. While at Aspect, he helped guide the company to a successful initial public offering in January 2000. Prior to Aspect, Mr. Kane was Eastern Area Vice President for Pyxis Corporation, where he was instrumental in positioning the company for its successful initial public offering in 1992. Pyxis later was acquired by Cardinal Health for \$1 billion. Prior to that, Mr. Kane worked in sales management with Eli-Lilly and Becton Dickinson.

Mary A. Lay, age 52, Interim Chief Financial Officer and Principal Accounting Officer, Secretary. Prior to joining the Company, from 2005 to 2008, Ms. Lay served as the Chief Financial Officer of Meret Optical Communications, Inc. a privately held manufacturer of RF Subsystems; from 2002 to 2004 as Vice President of Finance and Acting Chief Financial Officer of Sorrento Networks Corporation a mid-market manufacturer of intelligent optical networking solutions listed on the NASDAQ Global Market; from 1999 to 2002 as Chief Financial Officer for a

dot.com development stage company and a golf publication and manufacturing company. Ms. Lay earned a MBA from the University of Phoenix and a BA of Business with emphasis in Financial Accounting from National University. She received her CPA certification in Maryland.

Brian E. Stewart, age 37, Co-Founder of SurgiCount Medical, Inc., Vice President Business Development. Prior to returning to SurgiCount in January 2009, Mr. Stewart worked in the investment banking division of Credit Suisse from 2007 to 2009 and CIBC World Markets from 2002 to 2007. In addition to his investment banking and entrepreneurial experience, Mr. Stewart's previous experience includes Strome Investment Management, a hedge fund in Santa Monica, CA. Mr. Stewart received his MBA from The Anderson School at UCLA and his BA in Economics from UCLA where he graduated Phi Beta Kappa and Summa Cum Laude.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Stock Transfer Agent

Transfer Online, Inc., 317 SW Alder Street, 2nd Floor, Portland, OR 97204 (Telephone (503) 227-2950) serves as transfer agent for the Company's common stock. Certificates to be transferred should be mailed directly to the transfer agent, preferably by registered mail.

Market Prices

The Company's common stock has been quoted on the OTC Bulletin Board since February 16, 2007 under the symbol PSTX. Prior thereto, the Company's common stock was traded on the American Stock Exchange under the symbol "PST." The following table sets forth the range of the high and low selling price of the Company's common stock for the periods indicated below, as reported by the American Stock Exchange and OTC Bulletin Board.

Year Ended December 31, 2008	Market Price	
	High	Low
Fourth Quarter	\$ 0.96	\$ 0.33
Third Quarter	1.25	0.50
Second Quarter	1.49	0.95
First Quarter	1.50	0.85

Year Ended December 31, 2007	Market Price	
	High	Low
Fourth Quarter	\$ 1.75	\$ 0.90
Third Quarter	1.52	0.85
Second Quarter	1.85	1.36
First Quarter	2.50	1.01

Our common stock is subject to Rules 15g-1 through 15g-9 under the Securities Exchange Act of 1934, as amended, which impose certain sales practice requirements on broker-dealers who sell our common stock to persons other than established customers and "accredited investors" (generally, individuals with a net worth in excess of \$1.0 million or an annual income exceeding \$200 thousand individually or \$300 thousand together with their spouses). For transactions covered by this rule, a broker-dealer must make a special suitability determination for the purchaser and have received the purchaser's written consent to the transaction prior to the sale.

Dividends

The Company paid \$77 thousand and \$38 thousand in dividends to preferred stockholders during 2008 and 2007, respectively, and has not paid any dividends to common stockholders. Dividends to preferred stockholders are cumulative and paid at the rate of 7% a year. We currently have no intention of paying dividends on our common stock.

Stockholders

As of March 31, 2009, there were approximately 613 holders of record of the Company's common stock. The Company has 25.0 million shares of common stock authorized, of which 17.2 million were issued and outstanding at March 31, 2009. The Company has 1.0 million shares of convertible preferred stock authorized, of which 11 thousand were issued and outstanding at March 31, 2009.

Equity Compensation Plans

The information pertaining to our equity compensation plans under which the Company's common stock is authorized for issuance as of the fiscal year ended December 31, 2008 is incorporated herein by reference to the Company's Definitive proxy Statement (which will be filed with the SEC pursuant to Regulation 14A under the Exchange Act) relating to the 2009 Annual Meeting under the captions, "Equity Compensation Plan Information.

Recent Sales of Unregistered Securities

Between January 1, 2007 and April 6, 2007, the Company issued 79 thousand shares of Common Stock to various employees, directors, consultants and creditors. The Common Stock was issued for services and payment of accrued interest. The Common Stock was valued at approximately \$127 thousand. These shares were issued in reliance upon the exemption provided by Section 4(2) of the Securities Act.

On January 29, 2007, the Company entered into a subscription agreement and sold an aggregate of 800 thousand shares of its Common Stock and warrants to purchase an aggregate of up to 300 thousand shares of its Common Stock in a private placement transaction to A Plus, an accredited investor. The warrants are exercisable for a period of five years, have an exercise price equal to \$2.00, and 50% of the warrants are callable upon the occurrence of any one of a number of specified events when, after any such specified occurrence, the average closing price of the Company's common stock during any period of five consecutive trading days exceeds \$4.00 per share. The Company received gross proceeds of \$500 thousand in cash and a \$500 thousand deposit against future shipments. The deposit was fully utilized at December 31, 2007. These securities were sold in reliance upon the exemption provided by Section 4(2) of the Securities Act and the safe harbor of Rule 506 under Regulation D promulgated under the Securities Act. No advertising or general solicitation was employed in offering the securities, the sales were made to a limited number of persons, all of whom represented to the Company that they are accredited investors, and transfer of the securities is restricted in accordance with the requirements of the Securities Act.

On January 29, 2007, the Company entered into a subscription agreement with several unaffiliated accredited investors in a private placement exempt from the registration requirements of the Securities Act. The Company issued and sold to these accredited investors an aggregate of 104 thousand shares of its common stock and warrants to purchase an additional 52 thousand shares of its common stock. The warrants are exercisable for a period of five years, have an exercise price equal to \$2.00, and 50% of the warrants are callable upon the occurrence of any one of a number of specified events when, after any such specified occurrence, the average closing price of the Company's common stock during any period of five consecutive trading days exceeds \$4.00 per share. These issuances resulted in aggregate gross proceeds to the Company of \$130 thousand. These securities were sold in reliance upon the exemption provided by Section 4(2) of the Securities Act and the safe harbor of Rule 506 under Regulation D promulgated under the Securities Act. No advertising or general solicitation was employed in offering the securities, the sales were made to a limited number of persons, all of whom represented to the Company that they are accredited investors, and transfer of the securities is restricted in accordance with the requirements of the Securities Act.

On January 30, 2007, the Company issued 8 thousand warrants to purchase shares of common stock at \$2.00 per share to the Company's Placement Agent. The warrants vested immediately and have a five-year life. The warrants were valued at approximately \$8 thousand and were expensed at the time of issuance. These securities will be issued pursuant to Section 4(2) of the Securities Act of 1933. These warrants were issued in reliance upon the exemption provided by Section 4(2) of the Securities Act.

Between March 7, 2007 and April 5, 2007, the Company entered into subscription agreements with several accredited investors in a private placement exempt from the registration requirements of the Securities Act. The Company issued and sold to these accredited investors an aggregate of 2.0 million shares of its common stock and warrants to purchase

an additional 1.0 million shares of its common stock. The warrants are exercisable for a period of five years, have an exercise price equal to \$2.00, and 50% of the warrants are callable upon the occurrence of any one of a number of specified events when, after any such specified occurrence, the average closing price of the Company's common stock during any period of five consecutive trading days exceeds \$4.00 per share. These issuances resulted in aggregate gross proceeds to the Company of \$2.5 million. We were required to file a registration statement within 120 days after April 5, 2007 (the "Closing Date"). The registration statement was not filed until November 16, 2007 and we therefore issued, as liquidated damages, to the purchasers of the 2.0 million shares of our Common Stock and the warrants to purchase 1.0 million shares of our Common Stock, warrants with a term of five years and an exercise price of \$2.00 per share to purchase 200 thousand shares of our Common Stock. We recognized \$193 thousand in expense as a result of these liquidated damages. We used the net proceeds from this private placement transaction primarily for general corporate purposes and repayment of existing liabilities. These securities were sold in reliance upon the exemption provided by Section 4(2) of the Securities Act and the safe harbor of Rule 506 under Regulation D promulgated under the Securities Act. No advertising or general solicitation was employed in offering the securities, the sales were made to a limited number of persons, all of whom represented to the Company that they are accredited investors, and transfer of the securities is restricted in accordance with the requirements of the Securities Act.

On April 5, 2007, the Company issued 90 thousand warrants to purchase shares of common stock at \$2.00 per share to the Company's Placement Agent. The warrants vested immediately and have a five-year life. The warrants were valued at approximately \$81 thousand and were expensed at the time of issuance. These securities will be issued pursuant to Section 4(2) of the Securities Act of 1933. These warrants were issued in reliance upon the exemption provided by Section 4(2) of the Securities Act.

On April 26, 2007, upon the occurrence of default of Maroon Creek Capital, LP's ("Maroon"), a California limited partnership, \$81 thousand promissory note, the Company issued 10 thousand warrants to purchase shares of common stock at \$2.00 per share to Maroon. The warrants vested immediately and have a five-year life. The warrants were valued at \$9 thousand and were expensed at the time of issuance. These warrants were issued in reliance upon the exemption provided by Section 4(2) of the Securities Act.

Between May 9, 2007 and June 28, 2007, the Company issued 220 thousand shares of Common Stock to various employees, directors, consultants and creditors. The Common Stock was issued for services and payment of accrued interest. The Common Stock was valued at approximately \$392 thousand. These shares were issued in reliance upon the exemption provided by Section 4(2) of the Securities Act.

On June 7, 2007, the Company entered into a subscription agreement with several accredited investors in a private placement exempt from the registration requirements of the Securities Act. The Company issued and sold to these accredited investors an aggregate of 48 thousand shares of its common stock and warrants to purchase an additional 24 thousand shares of its common stock. The warrants are exercisable for a period of five years, have an exercise price equal to \$2.00, and 50% of the warrants are callable upon the occurrence of any one of a number of specified events when, after any such specified occurrence, the average closing price of the Company's common stock during any period of five consecutive trading days exceeds \$4.00 per share. These issuances resulted in aggregate gross proceeds to the Company of \$60 thousand. We used the net proceeds from this private placement transaction primarily for general corporate purposes. These securities were sold in reliance upon the exemption provided by Section 4(2) of the Securities Act and the safe harbor of Rule 506 under Regulation D promulgated under the Securities Act. No advertising or general solicitation was employed in offering the securities, the sales were made to a limited number of persons, all of whom represented to the Company that they are accredited investors, and transfer of the securities is restricted in accordance with the requirements of the Securities Act.

Pursuant to the February 2005 Agreement and Plan of Merger and Reorganization (the "Merger") between the Company and SurgiCount, in the event that prior to the fifth anniversary of the closing of the Merger the cumulative gross revenues of SurgiCount exceed \$500 thousand, the Company is obligated to issue an additional 50 thousand shares of the Company's common stock to certain SurgiCount founders. Should the cumulative gross revenues exceed \$1.0 million during the five-year period, the additional shares would be increased by 50 thousand, for a total of 100 thousand additional shares. During the year ended December 31, 2007, cumulative gross revenues of SurgiCount exceeded \$1.0 million and as such the Company issued 100 thousand shares to the SurgiCount founders. The Company recorded \$145 thousand of goodwill as a result of these issuances.

On June 28, 2007, the Company issued 337 thousand shares of its common stock to Ault Glazer Capital Partners, LLC. The shares were issued in satisfaction of the unpaid principal and accrued interest of \$422 thousand owed to Ault Glazer Capital Partners pursuant to a Revolving Line of Credit Agreement entered into on March 7, 2006. The amount due under the Revolving Line of Credit, which was in default, was converted into shares of the Company's common stock at a conversion price of \$1.25 per share.

On July 23, 2007, the Company issued 25 thousand warrants to purchase shares of common stock at \$1.75 per share to a consultant. The warrants vested immediately and have a five-year life. The warrants were valued at \$27 thousand and were expensed at the time of issuance. These warrants were issued in reliance upon the exemption provided by

Section 4(2) of the Securities Act.

Between August 1, 2007 and October 12, 2007, the Company issued 102 thousand shares of Common Stock to an employee, director, and creditors of the Company. The Common Stock was issued for services and payment of accrued interest. The Common Stock was valued at approximately \$133 thousand. These shares were issued in reliance upon the exemption provided by Section 4(2) of the Securities Act.

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On October 17, 2007, the Company entered into a securities purchase agreement with Francis Capital Management, LLC (“Francis Capital”), an accredited investor, in a private placement exempt from the registration requirements of the Securities Act. The Company issued and sold to Francis Capital an aggregate of 1.3 million shares of its common stock and warrants to purchase an additional 763 thousand shares of its common stock. Additionally, pursuant to the terms of the securities purchase agreement with Francis Capital, the Company issued warrants to purchase 400 thousand shares of its common stock to two consultants that provided services in connection with the financing. The services provided included investor relations and an evaluation of and oversight responsibilities over completion of the transaction the warrants are exercisable for a period of five years at an exercise price equal to \$1.40 per share. These issuances resulted in aggregate gross proceeds to the Company of \$1.5 million in cash and the extinguishment of \$90 thousand in existing debt owed to Francis Capital by the Company. We were required to file a registration statement and to use our best efforts to cause the registration statement to become effective within 120 calendar day from November 16, 2007 (the “Filing Date”) or, in the event of a full review by the Securities and Exchange Commission, within 150 calendar days from the Filing Date (collectively the “Effectiveness Date”). The registration statement was declared effective on December 21, 2008. We intend to use the net proceeds from this private placement transaction primarily for general corporate purposes and repayment of existing liabilities. These securities were sold in reliance upon the exemption provided by Section 4(2) of the Securities Act and the safe harbor of Rule 506 under Regulation D promulgated under the Securities Act. No advertising or general solicitation was employed in offering the securities, the sales were made to a limited number of persons, all of whom represented to the Company that they are accredited investors, and transfer of the securities is restricted in accordance with the requirements of the Securities Act.

On December 31, 2007, the Company issued 32 thousand shares of Common Stock to a creditor of the Company. The Common Stock was issued for payment of accrued interest. The Common Stock was valued at approximately \$45 thousand. These shares were issued in reliance upon the exemption provided by Section 4(2) of the Securities Act.

On May 27, 2008 the Company entered into subscription agreements with several accredited investors in a private placement exempt from the registration requirements of the Securities Act. The Company issued and sold to these accredited investors an aggregate of 2.1 million shares of its common stock and warrants to purchase an additional 1.3 million shares of its common stock. The warrants are exercisable for a period of five years, have an exercise price equal to \$1.40. These issuances resulted in aggregate gross proceeds to the Company of \$2.2 million and the extinguishment of \$426 thousand in existing debt. We used the net proceeds from this private placement transaction primarily for general corporate purposes and repayment of existing liabilities. These securities were sold in reliance upon the exemption provided by Section 4(2) of the Securities Act and the safe harbor of Rule 506 under Regulation D promulgated under the Securities Act. No advertising or general solicitation was employed in offering the securities, the sales were made to a limited number of persons, all of whom represented to the Company that they are accredited investors, and transfer of the securities is restricted in accordance with the requirements of the Securities Act.

Between April 2008 and June 2008, the Company issued 1.7 million warrants to officers, directors and consultants of the Company. The warrants were issued in place of prior issuances of stock options with exercise prices well above market price that were cancelled. The exercise prices of the warrants were \$1.25 and \$1.75 and vested over four years. During this same time period, 263 thousand warrants were issued to directors and consultants with an exercise price of \$1.25 and \$1.75 that vested upon grant. These shares were issued in reliance upon the exemption provided by Section 4(2) of the Securities Act.

On July 31, 2008, the Company issued 153 thousand shares of its common stock to Ault Glazer Capital Partners, LLC. The shares were issued in satisfaction of unpaid accrued interest of \$103 thousand due on the senior secured promissory note held by Ault Glazer Capital Partners and prepaid interest of \$127 thousand. The accrued interest paid, which was in default, was converted into shares of the Company’s common stock at a conversion price of \$1.50

per share. These shares were issued in reliance upon the exemption provided by Section 4(2) of the Securities Act.

On August 1, 2008 the Company entered into subscription agreements with several accredited investors in a private placement exempt from the registration requirements of the Securities Act. The Company issued and sold to these accredited investors an aggregate of 2.0 million shares of its common stock and warrants to purchase an additional 1.2 million shares of its common stock. The warrants are exercisable for a period of five years, have an exercise price equal to \$1.40. These issuances resulted in aggregate gross proceeds to the Company of \$2.5 million. We used the net proceeds from this private placement transaction primarily for general corporate purposes and repayment of existing liabilities. These securities were sold in reliance upon the exemption provided by Section 4(2) of the Securities Act and the safe harbor of Rule 506 under Regulation D promulgated under the Securities Act. No advertising or general solicitation was employed in offering the securities, the sales were made to a limited number of persons, all of whom represented to the Company that they are accredited investors, and transfer of the securities is restricted in accordance with the requirements of the Securities Act.

Between September 12, 2008 and November 6, 2008 the Company issued 800 thousand shares of common stock to Ault Glazer Capital Partners, LLC. The shares were issued in partial satisfaction of the senior secured promissory note held by Ault Glazer Capital Partners. The principal amount paid, for book purposes only, was converted into shares of the Company's common stock at a conversion price equal to the closing price of our common stock on date of issuance. The contract conversion price is approximately \$1.60 per share. These shares were issued in reliance upon the exemption provided by Section 4(2) of the Securities Act.

On December 29, 2008, we issued 25 thousand shares of common stock to Herbert Langsam, currently a director of the Company. The shares were issued, in return for a maturity date extension, on two loans held by Mr. Langsam. Prior to December 29, 2008 the loans had been in default. These shares were issued in reliance upon the exemption provided by Section 4(2) of the Securities Act.

Item 6. Selected Financial Data.

As a Smaller Reporting Company as defined by Rule 12b-2 of the Exchange Act and in item 10(f)(1) of Regulation S-K, we are electing scaled disclosure reporting obligations and therefore are not required to provide the information requested by this Item.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our financial statements and the related notes thereto contained elsewhere in this Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties. All statements regarding future events, our future financial performance and operating results, our business strategy and our financing plans are forward-looking statements. In many cases, you can identify forward-looking statements by terminology, such as "may," "should," "expects," "intends," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the ne terms and other comparable terminology. These statements are only predictions. Known and unknown risks, uncertainties and other factors could cause our actual results to differ materially from those projected in any forward-looking statements. In evaluating these statements, you should specifically consider various factors, including, but not limited to, those set forth under "Item 1A. Risk Factors" and elsewhere in this report on Form 10-K.

The following "Overview" section is a brief summary of the significant issues addressed in Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A"). Investors should read the relevant sections of the MD&A for a complete discussion of the issues summarized below. The entire MD&A should be read in conjunction with Item 6. Selected Financial Data and Item 8. Financial Statements and Supplementary Data appearing elsewhere in this Form 10-K.

Overview

Patient Safety Technologies, Inc. is a Delaware corporation. The Company's operations are conducted through its wholly-owned operating subsidiary, SurgiCount Medical, Inc., a California corporation.

The Company's primary focus is development, manufacturing and distribution of products and services focused primarily in the health care and medical products field, particularly the patient safety markets. SurgiCount's Safety-Sponge System is designed to reduce the number of retained sponges and towels unintentionally left in patients during surgical procedures by allowing faster and more accurate counting of surgical sponges. The SurgiCount Safety-Sponge System is a patented turn-key line of modified surgical sponges, SurgiCounter™ scanners, and software file and database elements integrated to form a comprehensive counting and documentation system. Our business model consists of selling our unique surgical sponge products and selling or renting the scanners and

software to hospitals. We use an exclusive supplier to manufacture our sponge products and we sell through a direct sales force for initial hospital conversions and through distributor organizations for the ongoing supply of sponge products to customers.

The Safety-Sponge System works much like a grocery store checkout process: Every surgical sponge and towel is affixed with a unique inseparable two-dimensional data matrix bar code and used with a SurgiCounter™ to scan and record the sponges during the initial and final counts during a surgical procedure. Because each sponge is identified with a unique code, a SurgiCounter™ will not allow the same sponge to be counted more than one time. When counts have been completed at the end of a procedure, the system stores a documented electronic record of all sponges used and removed and can output records to a hospital electronic records system. The Safety-Sponge System is the first FDA 510k approved computer assisted sponge counting system.

Our management considers several variables associated with the ongoing operations of our business, including market demand, product life cycle, manufacturing, inventory levels, head count and expenses related to research and development. We are currently focused on increasing our market penetration, the size and effectiveness of our sales force, marketing activities, research and development efforts, inventory management and our corporate infrastructure.

Results of Operations

Operating Segments

Patient Safety Technologies, Inc. currently conducts business solely through its wholly owned subsidiary, SurgiCount Medical, Inc. During the 2007 period ending August 13, 2007, the company operated a subsidiary called Automotive Services Group, Inc., which was previously reported as a separate operating segment pursuant to Statement of Financial Accounting Standards No. 131. Based on the sale of all assets of this subsidiary in 2007, we now report as one operating segment. The results of the former Automotive Services Group segment are reported as “discontinued operations” within the Consolidated Statements of Operations.

Revenue and Expense Components

The following is a description of the primary components of our revenues and expenses:

Revenues. We derive our revenue primarily from the sale of our SurgiCount sponges and the related hardware. Our revenues are generated by our direct sales force and independent distributors. Our products are typically ordered directly by the hospitals through our distributors who ship and bill directly. We expect that once an institution adopts our system, they will be committed to its use and therefore provide a recurring source of revenues for sales of the safety sponge.

- **Surgical Sponge Revenues:** Revenues related to the sale of sponges are recognized in accordance with SAB 104. Generally revenues from the sale of sponges are recognized upon shipment, as most sponge sales are sold FOB shipping point. In the event that terms of the sale are FOB customer, revenue is recognized at the time delivery to the customer has been completed.
- **Hardware, Software and Maintenance Agreement Revenues:** For the hardware and software elements, revenues are recognized on delivery, considered to be at the time of shipment where terms are FOB shipping point, and upon receipt by the customer when terms of the sale are FOB destination. As the software included in the scanner is not incidental to the product being sold, the sale of the software falls within the scope of SOP 97-2. The scanner is considered to be a software-related element, as defined in SOP 97-2, since the software is essential to the functionality of the scanner, and the maintenance agreement, which provides for product support including unspecified product upgrades and enhancements developed by the Company during the period covered by the agreement is considered to be post-contract customer support (“PCS”) as defined in SOP 97-2. These items are considered to be separate deliverables within a multiple-element arrangement, and accordingly, the total price of this arrangement is allocated to each respective deliverable, and recognized as revenue as each element is delivered. Delivery with respect to the initial one-year maintenance agreement is considered to occur on a monthly basis over the term of the one year period, and revenues related to this element are recognized on a pro-rata basis during this period.

Cost of revenues. Cost of revenues consist of direct product costs billed from our contract manufacturers.

Research and development. Research and development expense consists of costs associated with the design, development, testing and enhancement of our products. Research and development costs also include salaries and

related employee benefits, research-related overhead expenses and fees paid to external service providers.

Sales and marketing. Our sales and marketing expense consists primarily of salaries and related employee benefits, sales commissions and support cost, professional service fees, travel, education, trade show and marketing costs.

General and administrative. Our general and administrative expense consists primarily of salaries and related employee benefits, professional service fees, legal costs and expenses related to being a public entity.

Other income (expense). Total other income (expense) includes interest income, interest expense, change in fair value of warrant liability, realized gain (loss) on assets held for sale and unrealized loss on assets held for sale.

Income tax (benefit) provision. The income tax (benefit) expense for 2008 and 2007 consisted primarily of incomes taxes and the tax effect of changes in deferred tax liabilities associated with goodwill.

Year Ended December 31, 2008 Compared to the Year Ended December 31, 2007

Revenues. Revenues increased \$1.7 million, or 155%, to \$2.8 million for fiscal year ended December 31, 2008 from \$1.1 million for the fiscal year ended December 31, 2007. Revenues for the twelve months ended December 31, 2008 consisted of sales from the Safety-Sponge of \$2.4 million and sales from hardware and related supplies of \$357 thousand, respectively. Revenues for the twelve months ended December 31, 2007 consisted of sales from the Safety-Sponge of \$873 thousand and sales from hardware and related supplies of \$216 thousand, respectively. Although hardware sales are not considered a recurring item, we expect that once an institution adopts our system, they will be committed to its use and therefore provide a recurring source of revenues from the sales of the safety sponge.

We attribute a significant amount of the increase in sales generated by our Safety-Sponge™ System to increased product awareness and demand. We have had several major institutions adopt the Safety-Sponge™ System and expect this trend to continue. The Safety-Sponge™ System is currently being evaluated by a large number of medical institutions, the adoption by any one of which would have a material impact on our revenues. We expect that each of the smaller sized medical institutions which adopt the Safety-Sponge™ System will produce approximately \$100 thousand in annual revenue whereas each of the larger institutions could produce annual recurring revenues of \$400 thousand or more.

Cost of revenue. Cost of revenues increased \$1.1 million, or 152% to \$1.8 million for the fiscal year ended December 31, 2008 compared to \$716 thousand for fiscal year ended December 31, 2007. This reflects an increase in sales of our Safety-Sponge™ System and an inventory write down for obsolete inventory returned from a distributor of \$87 thousand.

Research and development. Research and development costs were \$271 thousand and \$133 thousand, for the fiscal years ended December 31, 2008 and 2007, respectively. The increase is primarily due to an increase in software development costs associated with our system hardware.

Sales and marketing. We had sales and marketing expenses of \$2.5 million and \$1.8 million for the fiscal years ended December 31, 2008 and 2007, respectively. The increase is primarily due to the addition of sales and clinical representatives in the field and the associated salary, commission, benefits and travel expenses.

General and administration. General and administrative costs were \$5.2 million and \$3.7 million for the fiscal years ended December 31, 2008 and 2007, respectively. The decrease is due to a decrease in stock based compensation relating to stock option forfeitures that were recorded during the twelve months ended December 31, 2008. This decrease was partially off-set by an increase in legal fees, salaries and officers severance.

Total other income (expense), net. Other income and expenses increased to income of \$2.2 million from an expense of \$1.7 million for the fiscal years ended December 31, 2008 and 2007, respectively. This increase was mainly due to a decrease in the fair market value of our warrant derivative liability resulting in a gain of \$2.6 million and a decrease in

interest expense of \$1.2 million, partially off-set by a realized loss of \$91 thousand on assets held for sale.

Interest expense. We had interest expense of 333thousand and \$1.5 million for the fiscal years ended December 31, 2008 and 2007, respectively. The decrease in interest expense for the fiscal year ended December 31, 2008 when compared to December 31, 2007 is primarily attributable to the non-cash interest charges incurred in fiscal year 2007 as a result of the debt discount amortization associated with our short-term debt financings. These charges resulted from the issuance of debt that either had conversion prices on the date of issuance that were below the fair market value of the underlying common stock or required the issuance of warrants to purchase shares of our common stock, which required us to record an expense based on the estimated fair value of the warrants. We recorded \$167 thousand and \$1.1 million in non-cash interest charges for the fiscal years ended December 31, 2008 and 2007, respectively.

Realized gains (losses) on investments, net. We recorded a realized loss on investments of \$91 thousand and a realized gain of \$22 thousand for the fiscal years ended December 31, 2008 and 2007, respectively. The realized loss for fiscal year 2008 was the result of a sale of approximately 0.61 acres of undeveloped land in Springfield, Tennessee. The realized losses in fiscal year 2007 were a result of the sale of certain non-operating assets for a gain of \$22 thousand.

Unrealized loss on assets held for sale, net. We recorded unrealized losses on assets held for sale of zero and \$25 thousand for fiscal years ended December 31, 2008 and 2007, respectively. During the year ended December 31, 2007, we recognized unrealized loss due to a write-down to fair value of approximately 8.5 acres of undeveloped land in Heber Springs, Arkansas. In March 2008, the Company completed the sale of this real property for net proceeds of \$226 thousand.

Loss from discontinued operations. During the fiscal year ended December 31, 2007, we recorded a loss from our discontinued car wash segment of \$166 thousand. Consistent with our decision to focus our business exclusively on the patient safety medical products field, we completed the divestiture of ASG in August 2007. We did not incur a loss from discontinued operations for the fiscal year ended December 31, 2008.

Income tax (benefit) provision. We recorded a tax benefit of \$439 thousand for fiscal year ended December 31, 2008 compared to a tax expense of \$31 thousand for fiscal year ended December 31, 2007. As of December 31, 2008 we had net operating loss carryforward of approximately \$29 million to offset future taxable income for federal income tax purposes. The utilization of the loss carryforwards to reduce any future income taxes will depend on our ability to generate sufficient taxable income prior to the expiration of the net operating loss carryforwards. The carryforward begin expiring in 2016.

Financial Condition, Liquidity and Capital Resources

Our principal sources of cash have included the issuance of equity and debt securities. Principal uses of cash have included cash used in operations, capital expenditures and working capital. We expect that our principal uses of cash in the future will be for operations, working capital, capital expenditures and research and development. We expect that, as our revenues grow, our sales and marketing and research and development expenses will continue to grow and, as a result, we will need to generate significant net revenues to achieve profitability. We do not believe that our current cash and cash equivalents, will be enough to fund our projected operating requirements. In order to ensure the continued viability of the Company, additional financing must be obtained and profitable operations must be achieved in order to repay the existing short-term and long-term debt and to provide a sufficient source of operating capital. The sale of additional equity or convertible debt securities could result in dilution to our stockholders. If additional funds are raised through the issuance of equity or debt securities, these securities could have rights senior to those associated with our common stock and could contain covenants that would restrict our operations. Any additional financing may not be available in amounts or on terms acceptable to us, or at all. If we are unable to obtain this additional financing, we may be required to reduce the scope of our planned product development and marketing efforts.

Our cash and cash equivalents balance was \$296 thousand as of December 31, 2008 compared to \$405 thousand at December 31, 2007. Total current liabilities were \$6.8 million and \$3.1 million for the fiscal years ended December 31, 2008 and 2007, respectively. As of December 31, 2008 we had a working capital deficit of approximately \$5.7 million. Since we continue to have recurring losses, we have relied upon private placements of equity and debt securities. Our existing cash and cash equivalents balance are not expected to meet our anticipated funding requirements during the next twelve months.

2008 Private Placements

During the period May 20, 2008 to August 29, 2008, we sold to accredited investors in our private placements, as reflected below, \$5.1 million in equity securities.

Between May 20, 2008 and June 19, 2008, the Company entered into a securities purchase agreement with several accredited investors, in a private placement exempt from the registration requirements of the Securities Act. The Company issued and sold to these investors an aggregate of 2.1 million shares of its common stock and warrants to purchase an additional 1.2 million shares of its common stock.

Between August 1, 2008 and August 29, 2008, the Company entered into securities purchase agreements with several accredited investors, in a private placement exempt from the registration requirements of the Securities Act. The Company issued and sold to these investors an aggregate of 2.0 million shares of its common stock and warrants to purchase an additional 1.3 million shares of its common stock.

2007 Private Placements

During 2007 we sold to accredited investors in our private placements, as reflected below, \$5.3 million in equity securities.

Between January 29, 2007 and June 8, 2007, we entered into various subscription agreements with accredited investors in private placements exempt from the registration requirements of the Securities Act. We issued and sold to these accredited investors an aggregate of 3.0 million shares of our common stock and warrants to purchase an additional 1.4 million shares of our common stock.

On October 17, 2007, we entered into a securities purchase agreement with Francis Capital Management, LLC, an accredited investor, in a private placement exempt from the registration requirements of the Securities Act. We issued and sold to Francis Capital an aggregate of 1.3 million shares of our common stock and warrants to purchase an additional 763 thousand shares of our common stock. The warrants are exercisable for a period of five years at an exercise price equal to \$1.40 per share. These issuances resulted in aggregate gross proceeds to us of \$1.5 million in cash and the extinguishment of \$90 thousand in existing debt.

Promissory Notes

In addition to our private placements, we have also received funding from Ault Glazer Capital Partners, LLC (the "Fund"). AG Management is the managing member of the Fund. The managing member of AG Management is The Ault Glazer Group, Inc. ("The AG Group"). The Company's former Chairman and former Chief Executive Officer, Milton "Todd" Ault, III, is Chairman, Chief Executive Officer and President of The AG Group. At December 31, 2008 the outstanding principal balance of the loan that we entered into with the Fund was \$1.4 million.

At September 30, 2008 we had additional outstanding promissory notes in the aggregate principal amount of \$1.2 million. Between February 28, 2008 and March 20, 2008, Catalysis Offshore, Ltd. and Catalysis Partners, LLC (collectively "Catalysis"), which are parties related to one another, loaned us an aggregate of \$500 thousand. As consideration for the loans, we issued Catalysis promissory notes in the aggregate principal amount of \$500 thousand (the "Catalysis Notes"). The Catalysis Notes accrue interest at the rate of 8% per annum and has maturity dates of October 31, 2008. The other outstanding promissory notes were entered into during 2006.

During the period from June 29, 2007 to August 13, 2007, Automotive Services Group sold all the assets held by ASG thereby completing the liquidation of Automotive Services Group. We received net proceeds, after expenses of the sales, of \$3.2 million which resulted in a gain of \$10 thousand. The majority of the proceeds from the sales were used to repay existing debt.

Operating activities

We used net cash of \$4.6 million in operating activities for the year ended December 31, 2008. During this period net cash used in operating activities primarily consisted of a net loss of \$4.4 million including a \$2.6 million non-cash, unrealized gain on our warrant derivative liability caused by the decrease in the value of our common stock, an increase of \$200 thousand in inventory to support implementations scheduled for the first quarter, an increase of \$314 thousand in accounts receivable, a decrease of \$7 thousand in prepaids and other assets, offset by a \$766 thousand

increase in accounts payable and accrued liabilities, \$1.7 million in stock based compensation and \$461 thousand in non-cash costs including amortization, depreciation and deferred income taxes.

We used net cash of \$3.8 million in operating activities for the year ended December 31, 2007. During this period net cash used in operating activities primarily consisted of a net loss of \$7.0 million, a decrease in accounts payable of \$587 thousand offset by a decrease in prepaid expenses of \$474 thousand, and increase of accrued liabilities of \$320 thousand and non-cash costs including \$1.1 million in stock based compensation, \$1.1 million in amortization of debt discount and \$557 thousand in non-cash costs including amortization and depreciation and deferred income taxes.

Investing activities

We used net cash of \$33 thousand in investing activities for the year ended December 31, 2008 primarily on \$282 thousand for the purchase of property and equipment used to expand our operations offset by \$315 thousand received on the sale of our real estate holdings.

We generated net cash of \$3.0 million provided by investing activities during the year ended December 31, 2007 primarily from the sale of our assets from our automotive group and undeveloped land in Alabama for \$3.2 million and the proceeds from selling one-third of our investment in Alacra Series F Preferred stock for \$333 thousand. This was partially offset by capitalized costs of \$561 thousand related to the purchase of property and equipment including the ongoing development of purchased software related to our Safety-SpongeSystem.

Financing activities

Cash provided by financing activities during the year ended December 31, 2008 of \$4.4 million, resulted primarily from net proceeds from the issuance of common stock and warrants of \$4.6 million and \$650 thousand in notes payable, offset by repayments of notes payable of \$722 thousand and preferred dividends of \$77 thousand.

Cash provided by financing activities during the year ended December 31, 2007, of \$1.2 million resulted primarily from net proceeds from the issuance of common stock and warrants of \$4.5 million offset by the repayment of the notes payable in the amount of \$3.4 million.

Investments

Our investment portfolio, which is valued at \$667 thousand, is reflected below. At December 31, 2008, our investment portfolio includes our investment in Alacra Corporation, our only remaining investment security. At December 31, 2007, our investment portfolio also consisted of certain real property located in Arkansas and Tennessee.

(in thousands)	December 31, 2008	December 31, 2007
Alacra Corporation	\$ 667	\$ 667
Investments in Real Estate	—	406
	\$ 667	\$ 1,073

Alacra Corporation

At December 31, 2008, we had an investment in Alacra Corporation (“Alacra”), valued at \$667 thousand, which represents 8.4% and 8.2% of our total assets, at December 31, 2008 and 2007, respectively. On April 20, 2000, we purchased \$1.0 million worth of Alacra Series F Convertible Preferred Stock. We have the right, subject to Alacra having the available cash, to have the preferred stock redeemed by Alacra over a period of three years for face value plus accrued dividends beginning on December 31, 2006. Pursuant to this right, in December 2006 we informed management of Alacra that we were exercising our right to put back one-third of our preferred stock. Alacra completed the initial redemption of one-third of our preferred stock in December 2007. We received proceeds of \$333 thousand, which accounted for the entire amount of the decrease in value of our Alacra investment. In December 2007, we continue to exercise our right to put back our remaining preferred stock to Alacra. In December 2008 Alacra informed the Company that their Board of Directors had authorized the preferred stock redemption for the second one-third of our preferred stock and that they expected the redemption to occur in the second or third quarter of 2009. As there is no readily determinable fair value for the shares of Alacra’s Series F Convertible Preferred Stock we

account for the investment under the cost method.

Real Estate Investments

At December 31, 2007, we had two real estate investments, valued in the aggregate at \$406 thousand. The real estate investments, consisting of approximately 8.5 acres of undeveloped land in Heber Springs, Arkansas and 0.61 acres of undeveloped land in Springfield, Tennessee. During 2008, we completed the sale of the undeveloped land net proceeds of approximately \$315 thousand, which resulted in a realized loss of \$91 thousand.

Off-Balance Sheet arrangements

As of December 31, 2008, other than our office lease and employment agreements with key executive officers, we had no commitments other than the liabilities reflected in our consolidated financial statements. We are not a party to off-balance sheet arrangements and are not a party to any transaction with persons or activities that derive benefits, except as disclosed herein, from their non-independent relationships with the Company.

Critical accounting policies and estimates

The below discussion and analysis of our financial condition and results of operations is based upon the accompanying financial statements. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements. Critical accounting policies are those that are both important to the presentation of our financial condition and results of operations and require management's most difficult, complex, or subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Our most critical accounting policy relates to the valuation of our investments in non-marketable equity securities, valuation of our intangible assets and stock based compensation.

Valuation of Intangible Assets

We assess the impairment of intangible assets when events or changes in circumstances indicate that the carrying value of the assets or the asset grouping may not be recoverable. Factors that we consider in deciding when to perform an impairment review include significant under-performance of a product line in relation to expectations, significant negative industry or economic trends, and significant changes or planned changes in our use of the assets. Recoverability of intangible assets that will continue to be used in our operations is measured by comparing the carrying amount of the asset grouping to our estimate of the related total future net cash flows. If an asset grouping's carrying value is not recoverable through the related cash flows, the asset grouping is considered to be impaired. The impairment is measured by the difference between the asset grouping's carrying amount and its fair value, based on the best information available, including market prices or discounted cash flow analysis. Impairments of intangible assets are determined for groups of assets related to the lowest level of identifiable independent cash flows. Due to our limited operating history and the early stage of development of some of our intangible assets, we must make subjective judgments in determining the independent cash flows that can be related to specific asset groupings. To date we have not recognized impairments on any of our intangible assets related to the Safety-Sponge™ System.

Stock-Based Compensation

We have adopted the provisions of SFAS No. 123(R), Share-Based Payment, effective January 1, 2005, using the modified retrospective application method as provided by SFAS 123(R) and accordingly, financial statement amounts for the prior periods in which the Company granted employee stock options have been restated to reflect the fair value method of expensing prescribed by SFAS 123(R). The fair value of each option grant, nonvested stock award and shares issued under the employee stock purchase plan were estimated on the date of grant using the Black-Scholes option pricing model and various inputs to the model. Expected volatilities were based on historical volatility of our stock. The expected term represents the period of time that grants and awards are expected to be outstanding. The risk-free interest rate approximates the U.S. treasury rate corresponding to the expected term of the option, and dividends were assumed to be zero. These inputs are based on our assumptions, which include complex and subjective variables. Other reasonable assumptions could result in different fair values for our stock-based awards.

Stock-based compensation expense, as determined using the Black-Scholes option pricing model, is recognized on a straight line basis over the service period, net of estimated forfeitures. Forfeiture estimates are based on historical

data. To the extent actual results or revised estimates differ from the estimates used, such amounts will be recorded as a cumulative adjustment in the period that estimates are revised.

New Accounting Pronouncements

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, Fair Value Measurements. SFAS 157 does not require new fair value measurements but rather defines fair value, establishes a framework for measuring fair value and expands disclosure of fair value measurements. SFAS 157 is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. We adopted SFAS 157 on January 1, 2008 and in connection with its adoption, there was no impact on our consolidated financial statements.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, The Fair Value Option for Financial Assets and Financial Liabilities - Including an amendment to FASB Statement No. 115. This statement permits companies to choose to measure many financial instruments and other items at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. This statement is expected to expand the use of fair value measurement of accounting for financial instruments. The fair value option established by this statement permits all entities to measure eligible items at fair value at specified election dates with the resulting unrealized gains and losses, if any, reported in earnings. We adopted SFAS 159 on January 1, 2008 and in connection with its adoption, there was no impact on our consolidated financial statements.

Staff Accounting Bulletin 110 issued by the SEC was effective for us beginning in the first quarter of 2008. SAB 110 amends the SEC's views discussed in Staff Accounting Bulletin 107 regarding the use of the simplified method in developing estimates of the expected lives of share options in accordance with SFAS No. 123(R), Share-Based Payment. We will continue to use the simplified method until we have the historical data necessary to provide reasonable estimates of expected lives in accordance with SAB 107, as amended by SAB 110.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141(R), Business Combinations. This statement requires the acquiring entity in a business combination to record all assets acquired and liabilities assumed at their respective acquisition-date fair values, changes the recognition of assets acquired and liabilities assumed arising from contingencies, changes the recognition and measurement of contingent consideration, and requires the expensing of acquisition-related costs as incurred. SFAS 141(R) also requires additional disclosure of information surrounding a business combination, such that users of the entity's financial statements can fully understand the nature and financial impact of the business combination. We will implement SFAS No. 141(R) on January 1, 2009 and will apply prospectively to business combinations completed on or after that date. The Company does not expect an impact on our financial position or results of operations.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 160, Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB 51. SFAS 160 establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the noncontrolling interest, changes in a parent's ownership interest and the valuation of retained noncontrolling equity investments when a subsidiary is deconsolidated. SFAS 160 also established reporting requirements that provide sufficient disclosures that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owner. We will implement SFAS No. 160 on January 1, 2009. As of May 20, 2009, we did not have any minority interests. Therefore, we do not expect the adoption of this standard will have a material impact on our income statement, financial position or cash flows.

In March 2008, the FASB issued Statement of Financial Accounting Standards No. 161, Disclosures about Derivative Instruments and Hedging Activities—an amendment of FASB Statement No. 133. The standard requires additional quantitative disclosures (provided in tabular form) and qualitative disclosures for derivative instruments. The required disclosures include how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows; relative volume of derivative activity; the objectives and strategies for using derivative instruments; the accounting treatment for those derivative instruments formally designated as the hedging instrument in a hedge relationship; and the existence and nature of credit-related contingent features for derivatives. SFAS No. 161 does not change the accounting treatment for derivative instruments. SFAS No. 161 is effective for us in the first quarter of fiscal year 2009. The Company does not expect that the adoption of this standard will have a material impact on our financial position or results of operations.

In April 2008, the FASB issued FSP FAS 142-3, Determination of Useful Life of Intangible Assets. FSP FAS 142-3 amends the factors that should be considered in developing the renewal or extension assumptions used to determine the useful life of a recognized intangible asset under FAS 142, "Goodwill and Other Intangible Assets." FSP FAS 142-3 also requires expanded disclosure related to the determination of intangible asset useful lives. FSP FAS 142-3 is effective for fiscal years beginning after December 15, 2008. Earlier adoption is not permitted. We do not expect FSP FAS 142-3 will have a material impact on our financial statements.

In May 2008, the FASB issued FASB Staff Position APB 14-1, Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement). FSP APB 14-1 requires recognition of both the liability and equity components of convertible debt instruments with cash settlement features. The debt component is required to be recognized at the fair value of a similar instrument that does not have an associated equity component. The equity component is recognized as the difference between the proceeds from the issuance of the note and the fair value of the liability. FSP APB 14-1 also requires an accretion of the resulting debt discount over the expected life of the debt. Retrospective application to all periods presented is required and a cumulative-effect adjustment is recognized as of the beginning of the first period presented. This standard is effective for us in the first quarter of fiscal year 2009. We are currently evaluating the impact of FSP APB 14-1.

In May 2008, the FASB issued Statement of Financial Accounting Standards No. 162. The Hierarchy of Generally Accepted Accounting Policies, which reorganizes the GAAP hierarchy. The purpose of the new standard is to improve financial reporting by providing a consistent framework for determining what accounting principles should be used when preparing the U.S. GAAP financial statements. The standard is effective 60 days after the SEC's approval of the PCAOB's amendments to AU Section 411. The adoption of SFAS 162 will not have an impact on our financial position or results of operations.

In June 2008, the FASB issued FSP No. EITF 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities, which requires entities to apply the two-class method of computing basic and diluted earnings per share for participating securities that include awards that accrue cash dividends (whether paid or unpaid) any time common shareholders received dividends and those dividends do not need to be returned to the entity if the employee forfeits the award. FSP EITF 03-6-1 will be effective for the Company on January 1, 2009 and will require retroactive disclosure. We are currently evaluating the impact of adopting FSP EITF 03-6-1 on our consolidated financial position, cash flows and results of operations.

In June 2008, the FASB ratified EITF Issue No. 07-5, "Determining whether an Instrument (or Embedded Feature) is indexed to an Entity's Own Stock" ("EITF 07-5"). EITF07-5 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early application is not permitted. Paragraph 11(a) of SFAS No. 133 – specifies that a contract that would otherwise meet the definition of a derivative but is both (a) indexed to the Company's own stock and (b) classified in stockholders' equity in the statement of financial position would not be considered a derivative financial instrument. EITF 07-5 provides a new two-step model to be applied in determining whether a financial instrument or embedded feature is indexed to an issuer's own stock and thus able to qualify for the SFAS No. 133 paragraph 11(a) scope exception. The Company has outstanding warrants to purchase common stock that have been preliminarily evaluated as ineligible for equity classification under EITF 07-5 because of certain provisions that may result in an adjustment to the exercise price of the warrants. Accordingly, the adjustment feature may cause the warrant to fail to be indexed solely to the Company's stock. The warrants would therefore be classified as liabilities and re-measured at fair value with changes in the fair value recognized in operating results. The Company has not completed our analysis of these instruments nor determined the effects of pending adoption, if any, on our consolidated financial statements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

As a Smaller Reporting Company as defined by Rule 12b-2 of the Exchange Act and in item 10(f)(1) of Regulation S-K, we are electing scaled disclosure reporting obligations and therefore are not required to provide the information requested by this Item.

Item 8. Financial Statements and Supplementary Data.

PATIENT SAFETY TECHNOLOGIES, INC.
INDEX TO FINANCIAL STATEMENTS

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The schedules for which provision is made in the applicable regulation of the Securities and Exchange Commission are not required under the related instruction or are inapplicable and, therefore, have been omitted

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
Patient Safety Technologies, Inc.

We have audited the accompanying consolidated balance sheets of Patient Safety Technologies, Inc. as of December 31, 2008 and 2007, and the related consolidated statements of operations, stockholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company was not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that were appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Patient Safety Technologies, Inc. as of December 31, 2008 and 2007, and the results of their operations and their cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has incurred significant recurring net losses and negative cash flows from operating activities through December 31, 2008. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans as to these matters are described in Note 3. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

As more fully described in Notes 2 and 18 to the accompanying financial statements, the Company has restated its December 31, 2007 consolidated financial statements and certain December 31, 2006 account balances.

/s/ SQUAR, MILNER, PETERSON, MIRANDA & WILLIAMSON, LLP

San Diego, California

April 15, 2009 (except for the fifth paragraph of this report, as to which the date is June 16, 2009)

PATIENT SAFETY TECHNOLOGIES, INC. AND SUBSIDIARY
Consolidated Balance Sheets
(In thousands, except par value)

	For the Year Ending December 31,	
	2008	2007 (Restated)
Assets		
Current assets:		
Cash and cash equivalents	\$ 296	\$ 405
Accounts receivable	418	104
Inventories	200	0
Prepaid expenses	188	105
Total current assets	1,102	614
Restricted certificate of deposit	94	88
Notes receivable	121	121
Property and equipment, net	622	663
Assets held for sale, net	0	406
Goodwill	1,832	1,832
Patents, net	3,439	3,764
Long-term investment	667	667
Other assets	37	19
Total assets	\$ 7,914	\$ 8,174
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	\$ 909	\$ 709
Current portion of convertible debentures	1,425	572
Current portion of notes payable	1,100	600
Accrued liabilities	3,358	1,193
Total current liabilities	6,792	3,074
Long-term convertible debentures, less current portion	51	2,531
Deferred tax liabilities	1,042	1,500
Total liabilities	7,885	7,105
Stockholders' (deficit) equity:		
Convertible preferred stock, \$1.00 par value, cumulative 7% dividend: 1,000 shares authorized; 11 issued and outstanding at December 31, 2008 and 2007 (Liquidation preference of \$1.2 million at December 31, 2008 and 2007)		
	11	11
Common stock, \$0.33 par value: 25,000 shares authorized; 17,198 shares issued and outstanding at December 31, 2008; 12,055 shares issued and outstanding at December 31, 2007		
	5,675	3,978
Additional paid-in capital	36,034	34,320
Accumulated deficit	(41,691)	(37,240)
Total stockholders' equity	29	1,069
Total liabilities and stockholders' equity	\$ 7,914	\$ 8,174

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

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PATIENT SAFETY TECHNOLOGIES, INC. AND SUBSIDIARY
Consolidated Statements of Operations
(In thousands, except per share data)

	For the Year Ending December 31,	
	2008	2007 (Restated)
Revenues	\$ 2,780	\$ 1,089
Cost of revenue	1,802	716
Gross profit	978	373
Operating expenses:		
Research and development	271	133
Sales and marketing	2,516	1,811
General and administrative	5,206	3,730
Total operating expenses	7,993	5,674
Operating loss	(7,015)	(5,301)
Other income (expenses):		
Liquidated damages	—	(194)
Interest expense	(333)	(1,496)
Change in fair value of warrant liability	2,582	—
Realized gain (loss) assets held for sale, net	(91)	22
Unrealized loss on assets held for sale, net	—	(25)
Other income	44	(3)
Total other income (expense)	2,202	(1,696)
Loss from continuing operations before income taxes	(4,813)	(6,997)
Income tax provision	439	(31)
Loss from continuing operations	(4,374)	(7,028)
Loss from discontinued operations	—	(166)
Net loss	(4,374)	(7,194)
Preferred dividends	(77)	(77)
Net loss applicable to common shareholders	\$ (4,451)	\$ (7,271)
Basic and diluted per common share:		
Continuing operations	\$ (0.31)	\$ (0.70)
Discontinued operations	\$ —	\$ (0.02)
Net income (loss)	\$ (0.31)	\$ (0.72)
Weighted average common shares outstanding:		
Basic and diluted	14,452	10,067

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

PATIENT SAFETY TECHNOLOGIES, INC. AND SUBSIDIARY
Consolidated Statements of Cash Flows
(In thousands)

	For the Year Ending December 31,	
	2008	2007 (Restated)
Operating activities:		
Net loss	\$ (4,374)	\$ (7,194)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	352	206
Amortization of patents	325	325
Non-cash interest	167	1,112
Issuance of common stock for loan fees	15	—
Forgiveness of debt	(37)	—
Unrealized gain on marketable securities	—	25
Stock-based compensation to consultants	—	57
Stock-based compensation to liquidated damages	—	193
Stock-based compensation to employees and directors	1,666	1,113
Unrealized gain on warrant derivative liability	(2,582)	—
Loss on investments, net	—	(33)
Loss on sale of property	91	—
Change in deferred tax liability	(452)	31
Changes in operating assets and liabilities:		
Accounts receivable	(314)	(6)
Inventories	(200)	43
Prepaid expenses	20	474
Other assets	(13)	8
Accounts payable	251	(587)
Accrued liabilities	515	467
Net cash used in operating activities	(4,570)	(3,766)
Investing activities:		
Purchase of property and equipment	(282)	(561)
Proceeds from sale of property and equipment	—	43
Proceeds from sale of assets held for sale, net	315	3,178
Proceeds from sale of long term investments	—	333
Net cash provided by investing activities	33	2,993
Financing activities:		
Proceeds from issuance of common stock and warrants	4,577	4,484
Proceeds from notes payable	650	100
Payments and decrease on notes payable	(722)	(3,372)
Payments of preferred dividends	(77)	(38)
Net cash provided by financing activities	4,428	1,174
Net increase in cash and cash equivalents	(109)	401
Cash and cash equivalents at beginning of period	405	4
Cash and cash equivalents at end of period	\$ 296	\$ 405

Supplemental disclosures of cash flow information:

Cash paid during the period for interest	\$	75	\$	255
Cash paid during the period for interest	\$	1	\$	1
Non cash investing and financing activities:				
Dividends accrued	\$	77	\$	77
Forgiveness of debt	\$	37		—
Issuance of common stock in connection with contingent payment with SurgiCount acquisition	\$	—	\$	145
Issuance of common stock for a prepaid expense	\$	103		—
Issuance of common stock for an accrued liability	\$	141		—
Issuance of common stock for accounts payable	\$	50		—
Issuance of common stock in payment of notes payable and accrued interest	\$	1,162	\$	696
Issuance of common stock for inventory	\$	—	\$	500
Payment of accrued liability with long-term investments	\$	—	\$	11
Reclassification of accrued interest to notes payable, less current portion - net	\$	—	\$	349
Reclassification of long term investments to assets held for sale	\$	—	\$	431
Reclassification of warrant derivative liability from equity	\$	4,343	\$	—

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

PATIENT SAFETY TECHNOLOGIES, INC. AND SUBSIDIARY
Consolidated Statements of Stockholders' Equity
(In thousands)

	Preferred Stock Shares	Preferred Stock Amount	Common Stock Issued Shares	Common Stock Issued Amount	Paid - In Capital	Accumulated Deficit	Treasury Stock Shares	Treasury Stock Amount	TOTAL Stockholders' Equity
BALANCES, December 31, 2006 (Restated)	11	11	7,489	2,471	29,654	(29,970)	(614)	(1,109)	1,058
Net Loss	-	-	-	-	-	(7,194)	-	-	(7,194)
Preferred Dividends	-	-	-	-	-	(77)	-	-	(77)
Issuance of Common for:									
Cash			3,640	1,201	2,828		584	1,055	5,084
Contingent payment due to SurgiCount acquisition	-	-	100	33	112		-	-	145
Service	-	-	33	11	39		-	-	50
Payment of Debt	-	-	551	182	514		-	-	696
Compensation expense due to warrant issuances	-	-	-	-	211		-	-	211
Compensation expense due to restricted stock	-	-	242	80	289		30	54	423
Compensation expense due to stock option issuances	-	-	-	-	674		-	-	674
BALANCES, December 31, 2007 (Restated)	11	11	12,055	3,978	34,320	(37,240)	-	-	1,069
Net Loss	-	-	-	-	-	(4,374)	-	-	(4,374)
Preferred Dividends	-	-	-	-	-	(77)	-	-	(77)
Issuance of Common for:									
Cash	-	-	3,662	1,208	3,369	-	-	-	4,577

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Payment of AP	-	-	136	45	140	-	-	-	185
Payment of Debt	-	-	1,294	427	885	-	-	-	1,312
Note Extension	-	-	25	8	7	-	-	-	15
Services	-	-	26	9	24	-	-	-	33
Warrant derivative liability reclassification	-	-	-	-	(4,344)	-	-	-	(4,344)
Compensation expense due to restricted stock	-	-	-	-	713	-	-	-	713
Compensation expense due to stock option issuances	-	-	-	-	920	-	-	-	920
BALANCES, December 31, 2009	11	11	17,198	5,675	36,034	(41,691)	-	-	29

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

Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

1. DESCRIPTION OF BUSINESS

Patient Safety Technologies, Inc. ("PST" or the "Company") is a Delaware corporation. The Company's operations are conducted through its wholly-owned operating subsidiary, SurgiCount Medical, Inc. ("SurgiCount"), a California corporation. Operations of the Company's subsidiary, Automotive Services Group, Inc., were discontinued during 2007.

The Company's operating focus is the development, marketing and sales of products and services focused in the medical patient safety markets. The SurgiCount Safety-Sponge™ System is a patented turn-key system of bar-coded surgical sponges, SurgiCounter™ scanners and software applications which integrate together to form a comprehensive accounting and documentation system to avoid unintentionally leaving sponges in patients during surgical procedures.

2. PRIOR PERIOD CORRECTION OF ERROR

As more fully described at Note 18, during 2008 the Company determined that it had understated expenses and accrued liabilities in 2006 and 2007 in connection with its failure to properly report and account for withholding amounts and related taxes on stock grants to certain employees and consultants.

In accordance with SFAS No. 154, "Accounting for Changes and Error Corrections", the Company has accounted for this as a correction of errors in prior periods. As shown below, the cumulative effect of these errors on prior periods is being recorded through an adjustment to the opening balance of retained earnings and the carrying amount of accrued liabilities as of the beginning of the first period presented. Further, the financial statements for each individual prior period presented have been adjusted to reflect the correction of the error.

The correction of these errors required the following adjustments:

- Restatement of the opening balances as of January 1, 2007 reflecting a decrease in the opening balance retained earnings and an increase in the opening balance of accrued liabilities in the amount of \$486 thousand.
- Restatement of financial statements for the year ended December 31, 2007 to reflect additional expenses and related net loss in the amount of \$187 thousand, and an additional increase to accrued liabilities in the amount of \$ 187 thousand as of December 31, 2007.

3. LIQUIDITY AND GOING CONCERN

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. At December 31, 2008, the Company has an accumulated deficit of approximately \$41.7 million and a working capital deficit of approximately \$5.7 million. For the year ended December 31, 2008, the Company incurred a loss of approximately \$4.5 million and incurred negative cash flow from operating activities of approximately \$4.6 million. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

We believe that existing cash resources, combined with projected cash flow from operations, will not be sufficient to fund our working capital requirement for the next twelve months, and that in order to continue to operate as a going concern it will be necessary to raise additional capital. Management plans to raise the additional required capital through debt and/or equity financing transactions. In this regard, the Company received proceeds of \$2.0 million in January 2009 through a debt financing transaction (see Note 21).

The Company believes that it will be successful in raising additional new capital, as required. However no assurances can be made that it will be successful obtaining a sufficient amount of financing to continue to fund its operations or that the Company will achieve profitable operations and positive cash flow. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

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Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

4. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The accompanying consolidated financial statements for 2008 include the accounts of the Company and its subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. These estimates and assumptions include, but are not limited to, assessing the following: the valuation of accounts receivable and inventory, impairment of goodwill and other intangible assets, the fair value of stock-based compensation and derivative liabilities, valuation allowance related to deferred tax assets, warranty obligations, provisions for returns and allowances and the determination of assurance of the collection of revenue arrangements.

Revenue Recognition

The Company recognizes revenue from the sale of products to end-users, distributors and strategic partners when persuasive evidence of a sale exists, the product is complete, tested and has been shipped which coincides with transfer of title and risk of loss, the sales price is fixed and determinable, collection of the resulting receivable is reasonably assured, there are no material contingencies and the Company does not have significant obligations for future performance. When collectability is not reasonably assured, we defer the revenue over the cash collection period. Provisions for estimated future product returns and allowances are recorded in the period of the sale based on the historical and anticipated future rate of returns. Revenue is recorded net of any discounts or trade-in allowances given to the buyer.

We derive our revenue primarily from the sale of our SurgiCount sponges and the related hardware. Our revenues are generated by our direct sales force and independent distributors. Our products are ordered directly by the hospitals through our distributors and shipped and billed directly. Although hardware sales are not considered a recurring item, we expect that once an institution adopts our system, they will be committed to its use and therefore provide a recurring source of revenues for sales of our safety sponges.

- **Hardware, Software and Maintenance Agreement Revenues:** As the software included in the scanner is not incidental to the product being sold, the sale of the software falls within the scope of SOP 97-2. The scanner is considered to be a software-related element, as defined in SOP 97-2, since the software is essential to the functionality of the scanner, and the maintenance agreement, which provides for product support including unspecified product upgrades and enhancements developed by the Company during the period covered by the agreement is considered to be post-contract customer support ("PCS") as defined in SOP 97-2. These items are considered to be separate deliverables within a multiple-element arrangement, and accordingly, the total price of this arrangement is allocated to each respective deliverable, and recognized as revenue as each element is delivered. For the hardware and software elements, delivery is generally considered to be at the time of shipment where terms are FOB shipping point. In the event that terms of the sale are FOB customer, the delivery is considered to occur at the time that delivery to the customer has been completed. Delivery with respect to the initial one-year maintenance

agreement is considered to occur on a monthly basis over the term of the one-year period, and revenues related to this element are recognized on a pro-rata basis during this period.

- Surgical Sponge Revenues: As the disposable surgical sponges are sold separately from the hardware and software described above, the sponges are not considered to be part of a multiple-element arrangement. Accordingly, revenues related to the sale of sponges are recognized in accordance with SAB 104. Generally revenues from the sale of sponges are recognized upon shipment as most sponge sales are sold FOB shipping point. In the event that terms of the sale are FOB customer, revenue is recognized at the time delivery to the customer has been completed.

Provisions for estimated future product returns and allowances are recorded in the period of the sale based on the historical and anticipated future rate of returns. The Company records shipping and handling costs charged to customers as revenue and shipping and handling costs to cost of sales as incurred. Revenue is reduced for any discounts or trade in allowances given to the buyer.

Financial Instruments

The carrying amounts of financial instruments such as cash and cash equivalents, restricted cash, accounts receivable and accounts payable approximate their fair values because of the short-term nature of these financial instruments. Note receivable arrangements include a market rate of interest and their carrying values approximates fair value. Convertible debentures and note payable arrangements are based on borrowing rates currently available to the Company for loans with similar terms and maturities, are reported at their carrying values, which the Company believes approximates fair value. Warrants classified as derivative liabilities are reported at their estimated fair value, with changes in fair value being report in current period earnings (loss).

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Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

Cash and Cash Equivalents

Cash equivalents are short-term, highly liquid investments with maturities of three months or less at the time of purchase. These investments generally consist of money market funds and commercial paper and are stated at cost, which approximates fair market value.

Concentration of Credit Risk

From time to time, the Company maintains its cash balances at a financial institution that exceeds the Federal Deposit Insurance Corporation coverage of \$250 thousand. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk related to its cash and cash equivalents.

At December 31, 2008 and 2007, due to our distribution agreement with Cardinal Health, we had one individual customer whose receivable balance outstanding represented 61% and 62% of the gross account receivable balance, respectively. During 2008 Cardinal Health represented in excess of 80% our net revenue for the 2008 reporting period.

We rely primarily on A Plus International to supply our sponge products, but also rely on a number of third parties to manufacture certain of our products. If any of our third-party manufacturers cannot, or will not, manufacture our products in the required volumes, on a cost-effective basis, in a timely manner, or at all, we will have to secure additional manufacturing capacity. Any interruption or delay in manufacturing could have a material adverse effect on our business and operating results.

Accounts Receivable

Accounts receivable are recorded at the invoice amount and do not bear interest. Historically, the Company has not incurred any credit losses on extended credits. An allowance for bad debts has not been recorded and is not considered necessary due to the nature of the Company's customer base and the lack of historical write offs. If customer payment timeframes were to deteriorate, additional allowances for doubtful accounts would be required.

Inventories

Inventories, consisting primarily of hand held scanners at December 31, 2008, are stated at the lower of cost or market on the first-in, first-out basis. The Company evaluates inventory on hand against historical and planned usage to determine appropriate provisions for obsolete, slow-moving and sales demonstration inventory. Inventory includes material, labor and overhead costs. While the Company believes the manufacturing capacity of A Plus will be sufficient to meet expected demand, in the event A Plus cannot meet requirements, the agreement allows the Company to retain additional providers of the Safety-Sponge™ products.

SurgiCount entered into an agreement on August 17, 2005 for A Plus to be the exclusive manufacturer and provider of the Safety-Sponge™ products, which includes bar coded gauze sponges, bar coded laparotomy sponges, bar coded O.R. towels and bar coded specialty sponges. Services to be provided by A Plus include manufacturing, packaging, sterilization, logistics and all related quality and regulatory compliance. During the term of the agreement, A Plus agreed not to manufacture, distribute or otherwise supply any bar coded sponges for any third party. While the Company believes the manufacturing capacity of A Plus will be sufficient to meet expected demand, in the event A Plus cannot meet requirements, the agreement allows the Company to retain additional providers of the Safety-Sponge™ products.

On January 29, 2007, the Company entered into an Exclusive License and Supply Agreement (the "Supply Agreement") with A Plus. Pursuant to the Supply Agreement, A Plus was granted the exclusive, world-wide license to manufacture and import SurgiCount's products, including the right to sublicense to the extent necessary to carry out the grant. The pricing schedule shall remain at its current price for the first three (3) years of the Supply Agreement; thereafter, the pricing schedule shall be based upon the Cotlook Index and the RMB exchange rate. The term of Supply Agreement is eight years.

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Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

In conjunction with entering into the Supply Agreement the Company also entered into a subscription agreement with A Plus, in which the Company sold to A Plus 800 thousand shares of Common Stock and a warrant to purchase 300 thousand shares of common stock. The Warrant has a term of five (5) years and has an exercise price equal to \$2.00 per share. The Company received gross proceeds of \$500 thousand in cash and will receive \$500 thousand in product over the course of the next twelve (12) months. Pursuant to the subscription agreement with A Plus, the Company appointed Wayne Lin, the President and Founder of A Plus, to our Board of Directors.

Property, Plant and Equipment

Property, plant and equipment are recorded at cost. Property, plant and equipment acquired under capital leases are recorded at the present value of future minimum lease payments. Leasehold improvements are amortized using the straight-line method over the shorter of the remaining lease term or the estimated useful life of the improvement. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. When assets are sold, or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts and any gain or loss is recorded.

Goodwill and Intangible Assets

In accordance with Statement of Financial Accounting Standards (“SFAS”) No. 142, Goodwill and Other Intangible Assets, goodwill is tested for impairment annually or more frequently if an event or circumstances indicates that impairment has occurred. The Company performs impairment reviews at the reporting unit level and uses both a discounted cash flow model, based on management’s judgment and assumptions, and a market capitalization model, comparing to other similar public company’s revenues and enterprise values, to determine the initial estimated fair value of our single reporting unit. An impairment loss generally would be recognized when the carrying amount of the reporting unit exceeds the estimated fair value of the reporting unit. Impairment testing indicated that the estimated fair value of our single reporting unit exceeded its corresponding carrying amount, as such; no impairment exists as of December 31, 2008 or 2007.

Gains (Losses) on Sale of Investments

Amounts reported as realized gains (losses) are measured by the difference between the proceeds of sale or exchange and the cost basis of the investment. Gains (losses) are considered realized when sales or dissolution of investments are consummated.

Long-Lived Assets

In accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, long-lived assets with finite lives are tested for impairment whenever events or changes in circumstances indicate that their carrying value may not be recoverable. A significant decrease in the fair value of a long-lived asset, an adverse change in the extent or manner in which a long-lived asset is being used or in its physical condition or an expectation that a long-lived asset will be sold or disposed of significantly before the end of its previously estimated life are among several of the factors that could result in an impairment charge.

Recoverability of assets to be held and used in operations is measured by a comparison of the carrying amount of an asset to the future net cash flows expected to be generated by the assets. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the

fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less selling costs. As of December 31, 2008 and 2007, there was no impairment recorded.

Research and Development

Research and development costs are expensed in the period incurred. Research and development expenses for the years ended December 31, 2008 and 2007 were \$271 thousand and \$133 thousand, respectively.

Advertising

Advertising costs are expensed in the period incurred and reported under sales and marketing expenses. Advertising costs applicable to continuing operations, including trade show expenses, amounted to \$834thousand and \$991 thousand in 2008 and 2007, respectively.

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Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry-forwards. 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. To the extent that available evidence about future taxable earnings indicates that it is more likely than not that the tax benefit associated with the deferred tax assets will not be realized, a valuation allowance is established.

Derivative Financial Instruments

The Company reviews the terms of convertible debt and equity instruments it issues to determine whether there are embedded derivative instruments, including the embedded conversion option, that are required to be bifurcated and accounted for separately as a derivative financial instrument. In circumstances where the convertible instrument contains more than one embedded derivative instrument, including the conversion option, that is required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument. Also, in connection with the sale of convertible debt and equity instruments, the Company may issue freestanding warrants that may, depending on their terms, be accounted for as derivative instrument liabilities, rather than as equity.

Derivative instruments are initially recorded at fair value and are then revalued at each reporting date with changes in the fair value reported as charges or credits to income. When the convertible debt or equity instruments contain embedded derivative instruments that are to be bifurcated and accounted for as liabilities, the total proceeds allocated to the convertible host instruments are first allocated to the fair value of all the bifurcated derivative instruments. The remaining proceeds, if any, are then allocated to the convertible instruments themselves, usually resulting in those instruments being recorded at a discount from their face amount.

The discount from the face value of the convertible debt, together with the stated interest on the instrument, is amortized over the life of the instrument through periodic charges to income, using the effective interest method.

Stock-Based Compensation

The Company adopted SFAS No. 123(R), Share-Based Payment, as of January 1, 2005 using the modified retrospective application method as provided by SFAS 123(R) and accordingly, financial statement amounts for the prior periods in which the Company granted employee stock options have been restated to reflect the fair value method of expensing prescribed by SFAS 123(R). During the years ended December 31, 2008, and 2007, the Company had stock-based compensation expense of \$1.7 million and \$1.1 million, respectively. The total amount of stock-based compensation for the year ended December 31, 2008, included common stock valued at \$33 thousand, warrants at \$713 thousand, and stock options valued at \$920 thousand. The total amount of stock-based compensation for the year ended December 31, 2007 of \$1.1 million included restricted stock grants valued at \$423 thousand and stock options valued at \$674 thousand.

During the years ended December 31, 2008, and 2007, the Company had stock-based compensation expense, from issuances of restricted stock and warrants to consultants of the Company of \$0 and \$57 thousand, respectively.

Beneficial Conversion Feature of Convertible Notes Payable

The convertible feature of certain notes payable provides for a rate of conversion that is below market value. Such feature is normally characterized as a Beneficial Conversion Feature (“BCF”). Pursuant to EITF Issue No. 98-5, Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratio, EITF No. 00-27, Application of EITF Issue No. 98-5 To Certain Convertible Instruments and APB 14, Accounting for Convertible Debt and Debt Issued with Stock Purchase Warrants, the estimated fair value of the BCF is recorded in the consolidated financial statements as a discount from the face amount of the notes. Such discounts are amortized to accretion of convertible debt discount over the term of the notes (or conversion of the notes, if sooner).

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Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

Warrant Derivative Liability

The Company accounts for warrants issued in connection with financing arrangements in accordance with EITF Issue No. 00-19, Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock ("EITF 00-19"). Pursuant to EITF 00-19, an evaluation of specifically identified conditions is made to determine whether warrants issued are required to be classified as either equity or a liability. If the classification required under EITF 00-19 changes as a result of events during a reporting period, the instrument is reclassified as of the date of the event that caused the reclassification. In the event that this evaluation results in a partial reclassification, our policy is to first reclassify warrants with the latest date of issuance. The estimated fair value of warrants classified as derivative liabilities is determined using the Black-Scholes option pricing model. The fair value of warrants classified as derivative liabilities is adjusted for changes in fair value at each reporting period, and the corresponding non-cash gain or loss is recorded in current period earnings (loss). There is no limit on the number of times a contract may be reclassified.

Net Loss per Common Share

Loss per common share is based on the weighted average number of common shares outstanding. The Company complies with SFAS No. 128, Earnings Per Share, which requires dual presentation of basic and diluted earnings per share on the face of the consolidated statements of operations. Basic loss per common share excludes dilution and is computed by dividing loss attributable to common stockholders by the weighted-average common shares outstanding for the period. Diluted loss per common share reflects the potential dilution that could occur if convertible preferred stock or debentures, options and warrants were to be exercised or converted or otherwise resulted in the issuance of common stock that then shared in the earnings of the entity.

Since the effects of outstanding options, warrants and the conversion of convertible preferred stock and convertible debt are anti-dilutive in all periods presented, shares of common stock underlying these instruments have been excluded from the computation of loss per common share, as shown below (in thousands):

	FY 2008	FY2007
Convertible Debentures	543	1,471
Convertible Preferred Stock	246	246
Warrants	10,725	6,115
Stock Options	1,627	1,650
Total	13,141	9,842

Recent Accounting Pronouncements

In September 2006, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 157, Fair Value Measurements ("SFAS 157"). This statement defines fair value, establishes a framework for measuring fair value in U.S. GAAP, and expands disclosures about fair value measurements. This statement applies in those instances where other accounting pronouncements require or permit fair value measurements and the board of directors has previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. Accordingly, this statement does not require any new fair value measurements. However for some entities, the application of this Statement will change the current practice. In February 2008, the FASB issued FSP FAS 157-2 which defers the effective date of SFAS 157 for all non-financial assets and liabilities, except those items recognized or disclosed at fair value on an annual or more frequent recurring basis until years beginning after November 15, 2008. The Company's adoption of SFAS 157 for its financial assets and liabilities on January 1, 2008

did not have a material impact on the Company's financial position, cash flows, or results of operations. The Company is currently reviewing the adoption requirements related to our nonfinancial assets and liabilities and has not yet determined the impact, if any, this will have on our financial position, cash flows, or results of operations.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, The Fair Value Option for Financial Assets and Financial Liabilities - Including an amendment to FASB Statement No. 115. This statement permits companies to choose to measure many financial instruments and other items at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. This statement is expected to expand the use of fair value measurement of accounting for financial instruments. The fair value option established by this statement permits all entities to measure eligible items at fair value at specified election dates with the resulting unrealized gains and losses, if any, reported in earnings. We adopted SFAS 159 on January 1, 2008 and in connection with its adoption, there was no impact on our consolidated financial statements.

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Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

Staff Accounting Bulletin 110 issued by the SEC was effective for us beginning in the first quarter of 2008. SAB 110 amends the SEC's views discussed in Staff Accounting Bulletin 107 regarding the use of the simplified method in developing estimates of the expected lives of share options in accordance with SFAS No. 123(R), Share-Based Payment. We will continue to use the simplified method until we have the historical data necessary to provide reasonable estimates of expected lives in accordance with SAB 107, as amended by SAB 110.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141(R), Business Combinations ("SFAS 141(R)"). This statement requires the acquiring entity in a business combination to record all assets acquired and liabilities assumed at their respective acquisition-date fair values, changes the recognition of assets acquired and liabilities assumed arising from contingencies, changes the recognition and measurement of contingent consideration, and requires the expensing of acquisition-related costs as incurred. SFAS 141(R) also requires additional disclosure of information surrounding a business combination, such that users of the entity's financial statements can fully understand the nature and financial impact of the business combination. We will implement SFAS No. 141(R) on January 1, 2009 and will apply prospectively to business combinations completed on or after that date. The Company does not expect an impact on our financial position or results of operations.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 160, Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB 5 ("SFAS 160"). SFAS 160 establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the noncontrolling interest, changes in a parent's ownership interest and the valuation of retained noncontrolling equity investments when a subsidiary is deconsolidated. SFAS 160 also established reporting requirements that provide sufficient disclosures that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owner. We will implement SFAS No. 160 on January 1, 2009. As of May 20, 2009, we did not have any minority interests. Therefore, we do not expect the adoption of this standard will have a material impact on our income statement, financial position or cash flows.

In March 2008, the FASB issued Statement of Financial Accounting Standards No. 161, Disclosures about Derivative Instruments and Hedging Activities—an amendment of FASB Statement No. 133 ("SFAS 161"). The standard requires additional quantitative disclosures (provided in tabular form) and qualitative disclosures for derivative instruments. The required disclosures include how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows; relative volume of derivative activity; the objectives and strategies for using derivative instruments; the accounting treatment for those derivative instruments formally designated as the hedging instrument in a hedge relationship; and the existence and nature of credit-related contingent features for derivatives. SFAS No. 161 does not change the accounting treatment for derivative instruments. SFAS No. 161 is effective for us in the first quarter of fiscal year 2009. The Company does not expect that the adoption of this standard will have a material impact on our financial position or results of operations.

In April 2008, the FASB issued FSP FAS 142-3, Determination of Useful Life of Intangible Assets. FSP FAS 142-3 amends the factors that should be considered in developing the renewal or extension assumptions used to determine the useful life of a recognized intangible asset under FAS 142, "Goodwill and Other Intangible Assets." FSP FAS 142-3 also requires expanded disclosure related to the determination of intangible asset useful lives. FSP FAS 142-3 is effective for fiscal years beginning after December 15, 2008. Earlier adoption is not permitted. We do not expect FSP FAS 142-3 will have a material impact on our financial statements.

In May 2008, the FASB issued FASB Staff Position APB 14-1, Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement). FSP APB 14-1 requires recognition of both the liability and equity components of convertible debt instruments with cash settlement features. The debt

component is required to be recognized at the fair value of a similar instrument that does not have an associated equity component. The equity component is recognized as the difference between the proceeds from the issuance of the note and the fair value of the liability. FSP APB 14-1 also requires an accretion of the resulting debt discount over the expected life of the debt. Retrospective application to all periods presented is required and a cumulative-effect adjustment is recognized as of the beginning of the first period presented. This standard is effective for us in the first quarter of fiscal year 2009. We are currently evaluating the impact of FSP APB 14-1.

In May 2008, the FASB issued Statement of Financial Accounting Standards No. 162. The Hierarchy of Generally Accepted Accounting Principles (“SFAS 162”), which reorganizes the GAAP hierarchy. The purpose of the new standard is to improve financial reporting by providing a consistent framework for determining what accounting principles should be used when preparing the U.S. GAAP financial statements. The standard is effective 60 days after the SEC’s approval of the PCAOB’s amendments to AU Section 411. The adoption of SFAS 162 will not have an impact on our financial position or results of operations.

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Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

In June 2008, the FASB issued FSP No. EITF 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities, which requires entities to apply the two-class method of computing basic and diluted earnings per share for participating securities that include awards that accrue cash dividends (whether paid or unpaid) any time common shareholders received dividends and those dividends do not need to be returned to the entity if the employee forfeits the award. FSP EITF 03-6-1 will be effective for the Company on January 1, 2009 and will require retroactive disclosure. We are currently evaluating the impact of adopting FSP EITF 03-6-1 on our consolidated financial position, cash flows and results of operations.

In June 2008, the FASB ratified EITF Issue No. 07-5, "Determining whether an Instrument (or Embedded Feature) is indexed to an Entity's own Stock" ("EITF 07-5). EITF 07-5 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early application is not permitted. Paragraph 11(a) of SFAS No. 133 – specifies that a contract that would otherwise meet the definition of a derivative but is both (a) indexed to the Company's own stock and (b) classified in stockholders' equity in the statement of financial position would not be considered a derivative financial instrument. EITF 07-5 provides a new two-step model to be applied in determining whether a financial instrument or an embedded feature is indexed to an issuer's own stock and thus able to qualify for the SFAS No. 133 paragraph 11(a) scope exception. The Company has outstanding warrants to purchase common stock that have been preliminarily evaluated as ineligible for equity classification under EITF 07-5 because of certain provision that may result in an adjustment to the exercise price of the warrants. Accordingly, the adjustment feature may cause the warrant to fail to be indexed solely to the Company's stock. The warrants would therefore be classified as liabilities and re-measured at fair value with changes in the fair value recognized in operating results. The Company has not completed our analysis of these instruments nor determined the effects of pending adoption, if any, on our consolidated financial statements.

5. DISCONTINUED OPERATIONS

During 2007 the Company discontinued the operations of its Automotive Services Group subsidiary.

The following sets forth the discontinued operations for the years ended December 31, 2008 and 2007 related to the Automotive Services Group (in thousands):

	Years Ended December 31,	
	2008	2007
Operating revenues	\$ —	\$ 309
Operating expenses	—	262
Depreciation and amortization	—	22
Goodwill impairment	—	—
Interest expense	—	201
Gain (loss) on sale of assets	—	10
Loss from discontinued operations	\$ —	\$ (166)

6. RESTRICTED CERTIFICATE OF DEPOSIT

At December 31, 2008, the Company had a restricted certificate of deposit of \$94 thousand, including accrued interest income of \$6 thousand, held by a financial institution securing a letter of credit. This restricted certificate of deposit is held to cover a portion of the security deposit related to a lease on the Company's prior corporate offices that runs

through January 2012.

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Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

7. PROPERTY AND EQUIPMENT

Property and equipment at December 31, 2008 and 2007 are comprised of the following (in thousands):

	December 31, 2008	December 31, 2007
Computer software and equipment	\$ 1,086	\$ 767
Furniture and equipment	215	215
Other	—	—
Property and equipment, gross	1,301	982
Less: accumulated depreciation	(679)	(319)
Property and equipment, net	\$ 622	\$ 663

Depreciation expense for the years ended December 31, 2008 and 2007 was \$352 thousand and \$206 thousand, respectively.

8. GOODWILL AND PATENTS

The Company recorded goodwill in the amount of \$1.7 million in connection with its acquisition of SurgiCount Medical, Inc. in February 2005. During the year ended December 31, 2007, cumulative gross revenues of SurgiCount exceeded \$1.0 million and as such the Company issued 100 thousand shares of common stock, valued at \$145 thousand to the SurgiCount founders, as contingent consideration, which was recorded as additional goodwill. In addition, in connection with the SurgiCount acquisition, the Company recorded patents acquired that were valued at \$4.7 million.

We perform our annual impairment analysis of goodwill in the fourth quarter of each year according to the provisions of SFAS 142, Goodwill and Other Intangible Assets (“SFAS 142”). This statement requires that we perform a two-step impairment test on goodwill. In the first step, we compare the fair value of each reporting unit to its carrying value. If the fair value of the reporting unit exceeds the carrying value of the net assets assigned to the reporting unit, goodwill is not impaired and we are not required to perform further testing. If the carrying value of the net assets assigned to the reporting unit exceeds the fair value of the reporting unit, then we must perform the second step of the impairment testing to determine the implied fair value of the reporting unit’s goodwill. The implied fair value of goodwill is calculated by deducting the fair value of all tangible and intangible assets of the reporting unit, excluding goodwill, from the fair value of the reporting unit as determined in the first step. If the carrying value of a reporting unit’s goodwill exceeds its implied fair value, then we record an impairment loss equal to the difference.

During 2008 the Company conducted its annual test for impairment, at year-end and determined that no impairment of goodwill was required.

Goodwill as of December 31, 2008 and 2007 is as follows (in thousands):

	Goodwill	
Balance as of December 31, 2007	\$	1,832
Balance as of December 31, 2008	\$	1,832

Patents, net, as of December 31, 2008 and 2007 are composed of the following (in thousands):

	December 31, 2008	December 31, 2007
Patents	\$ 4,685	\$ 4,685
Accumulated amortization	(1,246)	(921)
	\$ 3,439	\$ 3,764

The patents are subject to amortization over their estimated useful life of 14.4 years. Amortization expense was \$325 thousand for the years ended December 31, 2008 and 2007. The following table presents estimated amortization expense for each of the succeeding five calendar years and thereafter(in thousands).

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Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)\

2009	\$	325
2010		325
2011		325
2012		325
2013		325
Thereafter		1,814
Total	\$	3,439

9. LONG-TERM INVESTMENTS AND ASSETS HELD FOR SALE

Long-term investments at December 31, 2008 and December 31, 2007 are comprised of the following (in thousands):

	December 31, 2008	December 31, 2007
Alacra Corporation	\$ 667	\$ 667
Investments in Real Estate	—	406
	\$ 667	\$ 1,073

Alacra Corporation

At December 31, 2008, the Company had an investment in shares of Series F convertible preferred stock of Alacra Corporation (“Alacra”), recorded at its cost of \$667 thousand. The Company has the right, to the extent that Alacra has sufficient available capital, to have the Series F convertible preferred stock redeemed by Alacra for face value plus accrued dividends beginning on December 31, 2006. During the year ended December 31, 2008, Alacra redeemed one-third of the Series F convertible preferred stock. Alacra, based in New York, is a global provider of business and financial information.

Investments in Real Estate

During the year ended December 31, 2008, all real estate investments were sold and for net proceeds of \$315 thousand, which resulted in a loss on sale in the amount of \$91 thousand. At December 31, 2007, the Company’s real estate investments, which were classified as “Assets Held for Sale” in accordance with SFAS No. 144, consisted of approximately 8.5 acres of undeveloped land in Heber Springs, Arkansas and 0.61 acres of undeveloped land in Springfield, Tennessee, which were recorded at their cost of \$406 thousand.

10. CONVERTIBLE DEBENTURES & NOTES PAYABLE

Convertible Debentures

Convertible debentures at December 31, 2008 and 2007 are comprised of the following (in thousands):

	December 31, 2008	December 31, 2007
Ault Glazer Capital Partners, LLC (a) *	\$ 1,425	\$ 2,531
Charles Kalina III (b)	—	400
James Sveinson (c)	—	101
Michael Sedlak (d)	—	71
David Spiegel (e)	65	—

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Total convertible debentures		1,490		3,103
Less: unamortized discount		(14)		-
		1,476		3,103
Less: current portion		(1,425)		(572)
Convertible debentures - long term portion	\$	51	\$	2,531

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Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

Maturities of the convertible debentures at December 31, 2008 are as follows (in thousands):

Years Ending December 31,		
2009	\$	1,425
2010		65
Thereafter		—
Total	\$	1,490

* Related Party (See Note 10)

(a) As of December 31, 2006, Ault Glazer Capital Partners, LLC loaned \$1.5 million to ASG in addition to the ASG Note. The loans were advanced to ASG, pursuant to the terms of a Real Estate Note dated July 27, 2005, as amended (the "Real Estate Note"). The Real Estate Note had an interest rate of 3% above the Prime Rate as published in the Wall Street Journal. All unpaid principal, interest and charges under the Real Estate Note were due in full on July 31, 2010. The Real Estate Note was collateralized by a mortgage on certain real estate owned by ASG pursuant to the terms of a Future Advance Mortgage Assignment of Rents and Leases and Security Agreement dated July 27, 2005 between ASG and the Fund. During the year ended December 31, 2007 the Company incurred interest expense of \$70,000 on the Real Estate Note.

On March 7, 2006, the Company entered into a line of credit agreement with Ault Glazer Capital Partners pursuant to a Revolving Line of Credit Agreement (the "Revolving Line of Credit"). The Revolving Line of Credit allowed the Company to request advances of up to \$500 thousand. Each advance under the Revolving Line of Credit was evidenced by a secured promissory note and a security agreement. The secured promissory notes issued pursuant to the Revolving Line of Credit required repayment with interest at the Prime Rate plus 1% within 60 days from issuance. The outstanding principal balance of \$394 thousand and accrued interest of \$28 thousand, which was in default, was converted into 337 thousand shares of the Company's common stock at a conversion price of \$1.25 per share on May 31, 2007. During the year ended December 31, 2007 the Company incurred interest expense of \$15 thousand on the Revolving Line of Credit.

Effective June 1, 2007, the entire unpaid principal and interest under the ASG Note and Real Estate Note were restructured into a new Convertible Secured Promissory Note (the "AG Capital Partners Convertible Note") in the principal amount of \$2.5 million with an effective date of June 1, 2007. The AG Partners Convertible Note bears interest at the rate of 7% per annum and is due on the earlier of December 31, 2010, or the occurrence of an event of default. During the year ended December 31, 2007, the Company incurred interest expense of \$103 thousand on the AG Capital Partners Convertible Note.

On September 5, 2008, the Company entered into an Amendment and Early Conversion of the Secured Convertible Promissory Note (the "Amendment"). The Amendment allowed for the conversion, prior to the maturity date, of the outstanding principal balance of the Note into 1,300,000 shares of Patient Safety common stock and \$450,000 in cash prepayments. According to the Amendment, after the prepayments were made, the Note could be converted into 1,300,000 shares of common stock upon Ault Glazer's satisfaction of certain conditions. During the fiscal year ended December 31, 2008, the Company incurred interest expense of \$127 thousand on the AG Capital Convertible Partners Note.

On September 12, 2008, the parties executed an Agreement for the Advancement of Common Stock Prior to close of the Amendment and Early Conversion of Secured Convertible Promissory Note, dated September 5, 2008 ("Advancement").

Ault Glazer failed to satisfy the conditions by the deadline stated in the Advancement. Although the conditions remained unsatisfied, the Company made two additional issuances of shares to Ault Glazer pursuant to the Amendment. The Company issued another 250,000 shares on October 10, 2008 and another 250,000 shares on November 6, 2008. As of this date, there remain 500,000 shares issuable to Ault Glazer upon Ault Glazer meeting the conditions of the Amendment.

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Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

- (b) On July 12, 2006 the Company, executed a Convertible Promissory Note in the principal amount of \$250 thousand in favor of Charles J. Kalina, III, an existing shareholder of the Company. On November 3, 2006 the balance due under the \$250 thousand Convertible Promissory Note was added to a new Convertible Promissory Note in the principal amount of \$400 thousand (the“Kalina Note”), pursuant to which the Company received proceeds of approximately \$150 thousand. The Kalina Note accrued interest at the rate of 12% per annum and was due on January 31, 2008. On May 20, 2008, the principal and accrued interest on the Kalina Note, in the aggregate amount of \$426 thousand, was exchanged for equity in the Company. Mr. Kalina received 341 thousand shares of the Company’s common stock and a warrant to purchase 205 thousand shares of the Company’s common stock at \$1.40 per share. During the fiscal years ended December 31, 2008 and 2007, the Company incurred interest expense, excluding amortization of debt discount of \$19 thousand and \$46 thousand, respectively, on the Kalina Note. At December 31, 2007 accrued interest on the Kalina Note totaled \$8 thousand.
- (c) On November 1, 2006 we entered into a Convertible Promissory Note with James Sveinson in the principal amount of \$101 thousand (the“Sveinson Note”). The Sveinson Note was repaid in full as of December 31, 2008. During the fiscal years ended December 31, 2008 and 2007, the Company incurred interest expense, excluding amortization of debt discount of \$2 thousand and \$12 thousand, respectively, on the Sveinson Note.
- (d) On November 1, 2006 we entered into a Convertible Promissory Note with Michael G. Sedlak in the principal amount of \$71 thousand (the“Sedlak Note”). The Sedlak Note was repaid in full as of December 31, 2008. During the fiscal years ended December 31, 2008 and 2007, the Company incurred interest expense, excluding amortization of debt discount of \$9 thousand and \$8 thousand, respectively, on the Sedlak Note.
- (e) On October 27, 2008 we entered into a Discount Convertible Debenture with David Spiegel in the principal amount of \$65 thousand (the“Spiegel Note”) with a 9% original issue discount of \$15 thousand. The Note is convertible at any time, in whole or in part, into common stock of the Company at a conversion price of \$1.50 per common share at the option of the holder. During the fiscal year ended December 31, 2008, the Company incurred interest expense and amortization of the debt discount of \$1 thousand on the Spiegel Note.

Notes Payable

Notes payable at December 31, 2008 and 2007 are comprised of the following (in thousands):

	December 31, 2008	December 31, 2007
Herb Langsam (a)*	\$ 600	\$ 600
Catalysis Offshore (b)*	250	—
Catalysis Partners (b)*	250	—
Total notes payable	1,100	600
Less: current portion	(1,100)	(600)
Notes payable - long term portion	\$ —	\$ —

Maturities of the notes payable at December 31, 2008 at are as follows (in thousands):

Years Ending December 31,	
2009	1,100
Thereafter	—
Total	\$ 1,100

* Related party (see Note 10)

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Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

(a) On May 1, 2006, Herbert Langsam, a Class II Director of the Company, loaned the Company \$500 thousand. The loan is documented by a \$500 thousand Secured Promissory Note (the “Langsam Note”) payable to the Herbert Langsam Irrevocable Trust. The Langsam Note accrues interest at the rate of 12% per annum and had a maturity date of November 1, 2006. This note was not repaid by the scheduled maturity and to date has not been extended, therefore the Langsam Note is recorded in current liabilities. Accordingly, the note is currently in default and therefore accruing interest at the rate of 16% per annum. Pursuant to the terms of a Security Agreement dated May 1, 2006, the Company granted the Herbert Langsam Revocable Trust a security interest in all of the Company’s assets as collateral for the satisfaction and performance of the Company’s obligations pursuant to the Langsam Note.

On November 13, 2006, Mr. Langsam loaned the Company an additional \$100 thousand. The loan is documented by a \$100 thousand Secured Promissory Note (the “Second Langsam Note”) payable to the Herbert Langsam Irrevocable Trust. The Second Langsam Note accrues interest at the rate of 12% per annum and had a maturity date of May 13, 2007. The Company is in the process of restructuring the debt that is owed to Mr. Herbert Langsam. Mr. Langsam received warrants to purchase 50 thousand shares of the Company’s common stock at an exercise price of \$1.25 per share as additional consideration for entering into the loan agreement. The Company recorded debt discount in the amount of \$17 thousand as the estimated value of the warrants. The debt discount was amortized as non-cash interest expense over the term of the debt using the effective interest method. During fiscal years ended December 31, 2008 and 2007, interest expense of \$0 and \$12 thousand, respectively, was recorded from the debt discount amortization. Pursuant to the terms of a Security Agreement dated November 13, 2006, the Company granted the Herbert Langsam Revocable Trust a security interest in all of the Company’s assets as collateral for the satisfaction and performance of the Company’s obligations pursuant to the Second Langsam Note.

On December 29, 2008 Mr. Langsam received 25 thousand shares of the Company’s common stock to extend the maturity dates of both loans to June 30, 2009.

During the year ended December 31, 2008 and 2007, the Company incurred interest expense, excluding amortization of debt discount, of \$96 thousand and \$88 thousand, respectively, on the Langsam Notes. At December 31, 2008 and 2007, accrued interest on the Langsam Notes totaled \$186 thousand and \$138 thousand, respectively.

(b) Between February 28, 2008 and March 20, 2008, Catalysis Offshore, Ltd. and Catalysis Partners, LLC (collectively “Catalysis”), related parties, each loaned \$250 thousand to the Company. As consideration for the loans, the Company issued Catalysis promissory notes in the aggregate principal amount of \$500 thousand (the “Catalysis Notes”). The Catalysis Notes accrue interest at the rate of 8% per annum and had maturity dates of May 31, 2008. The managing partner of Catalysis is Francis Capital Management, LLC (“Francis Capital”), an investment management firm. John Francis, a director of the Company and President of Francis Capital, has voting and investment control over the securities held by Catalysis. Francis Capital, including shares directly held by Catalysis, beneficially owns 1.3 million shares of the Company’s common stock and warrants for purchase of 808 thousand shares of the Company’s common stock. During the fiscal year ended December 31, 2008, the Company incurred interest expense of \$50 thousand on the Catalysis Notes. At December 31, 2008 accrued interest on the Catalysis Notes totaled \$50 thousand.

11. ACCRUED LIABILITIES

Accrued liabilities at December 31, 2008 and 2007 are comprised of the following (in thousands):

2008	2007
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Accrued interest	\$	237	\$	168
Accrued lease liability		56		—
Accrued derivative liability		1,766		—
Accrued dividends on preferred stock		134		134
Accrued salaries		17		212
Accrued officer severance		268		—
Accrued director's fees		145		—
Contingent tax liability		701		673
Other		34		6
Total accrued liabilities	\$	3,358	\$	1,193

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Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

12. EQUITY TRANSACTIONS

Convertible Preferred Stock

The convertible preferred stock has a cumulative 7% quarterly dividend and is convertible into the number of shares of common stock by dividing the purchase price for the convertible preferred stock by conversion price in effect, currently \$4.44. The convertible preferred stock has anti-dilution provisions, which can change the conversion price in certain circumstances. In the event the Company subdivides its outstanding shares of common stock into a greater number of shares of common stock the conversion price in effect would be reduced, thereby increasing the total number of shares of common stock that the convertible preferred stock is convertible into. The holder has the right to convert the shares of convertible preferred stock at any time until February 22, 2010 into common stock. Upon liquidation, dissolution or winding up of the Company, the stockholders of the convertible preferred stock are entitled to receive \$100 per share plus any accrued and unpaid dividends before distributions to any holder of the Company's common stock.

Common Stock

On January 29, 2007, the Company entered into a subscription agreement with A Plus, pursuant to which the Company sold to A Plus 800 thousand shares of its common stock and warrants to purchase an additional 300 thousand shares of its common stock. The Company received gross proceeds of \$500 thousand in cash and a \$500 thousand deposit against future shipments. The deposit was fully utilized at December 31, 2007. The warrants have a term of five (5) years and an exercise price equal to \$2.00 per share.

Between January 29, 2007 and June 7, 2007, the Company entered into a subscription agreement with several accredited investors in a private placement exempt from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"). The Company issued and sold to the investors an aggregate of 2.2 million shares of its common stock and warrants to purchase an additional 1.1 million shares of its common stock. The warrants are exercisable for a period of three to five years, have an exercise price equal to \$2.00, and 50% of the warrants are callable upon the occurrence of any one of a number of specified events when, after any such specified occurrence, the average closing price of the Company's common stock during any period of five consecutive trading days exceeds \$4.00 per share. These issuances resulted in aggregate gross proceeds to the Company of \$2.7 million. The Company was required to file a registration statement within 120 days after April 5, 2007 covering the resale of 2.0 million shares of our Common Stock purchased in these private placements. The registration statement was not filed until November 16, 2007 and we therefore issued, as liquidated damages, warrants with a term of five years and an exercise price of \$2.00 per share to purchase 200 thousand shares of our Common Stock. We recognized \$193 thousand in expense as a result of these liquidated damages.

Pursuant to the Merger between the Company and SurgiCount, in the event that prior to the fifth anniversary of the closing of the Merger the cumulative gross revenues of SurgiCount exceed \$1.0 million, the Company is obligated to issue an additional 100 thousand shares of the Company's common stock to certain SurgiCount founders. As discussed in Note 7, cumulative gross revenues of SurgiCount exceeded \$1.0 million and therefore the Company issued an additional 100 thousand shares of the Company's common stock, valued at \$145 thousand. Between June 2007 and December 2007 the Company recorded \$145 thousand of goodwill as a result of these issuances, based on the estimated fair value of the shares.

On October 17, 2007, the Company sold, in a private placement exempt from the registration requirements of the Securities Act, 1.3 million shares of the Company's common stock at \$1.25 price per share and issued five-year warrants to purchase 763 thousand shares of common stock at an exercise price of \$1.40 per share, pursuant to a

Securities Purchase Agreement entered into with Francis Capital Management, LLC, (“Francis Capital”) an accredited investor. The investor paid \$1.5 million in cash and agreed to extinguish \$90 thousand in existing debt owed to it by the Company.

On May 27, 2008 the Company entered into a subscription agreement with several accredited investors in a private placement exempt from the registration requirements of the Securities Act. The Company issued and sold to these accredited investors an aggregate of 2.1 million shares of its common stock and warrants to purchase an additional 1.3 million shares of its common stock. The warrants are exercisable for a period of five years, have an exercise price equal to \$1.40. These issuances resulted in aggregate gross proceeds to the Company of \$2.2 million and the extinguishment of \$426 thousand in existing debt. We used the net proceeds from this private placement transaction primarily for general corporate purposes and repayment of existing liabilities.

Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

Between April 2008 and June 2008, the Company issued 1.7 million warrants to officers, directors and consultants of the Company. The warrants were issued in place of prior issuances of stock options with exercise prices well above market price that were cancelled. The exercise prices of the warrants were \$1.25 and \$1.75 and vested over four years. During this same time period, 263 thousand warrants were issued to directors and consultants with an exercise price of \$1.25 and \$1.75 that vested upon grant.

On July 31, 2008, the Company issued 153 thousand shares of its common stock to Ault Glazer Capital Partners, LLC. The shares were issued in satisfaction of unpaid accrued interest of \$103 thousand due on the senior secured promissory note held by Ault Glazer Capital Partners and prepaid interest of \$128 thousand. The accrued interest paid, which was in default, was converted into shares of the Company's common stock at a conversion price of \$1.50 per share.

On August 1, 2008 the Company entered into a subscription agreement with several accredited investors in a private placement exempt from the registration requirements of the Securities Act. The Company issued and sold to these accredited investors an aggregate of 2.0 million shares of its common stock and warrants to purchase an additional 1.2million shares of its common stock. The warrants are exercisable for a period of five years, have an exercise price equal to \$1.40. These issuances resulted in aggregate gross proceeds to the Company of \$2.4 million and \$83 thousand in debt extinguishment which included \$50 thousand paid in common stock and \$37 thousand was forgiven. We used the net proceeds from this private placement transaction primarily for general corporate purposes and repayment of existing liabilities.

Between September 12, 2008 and November 6, 2008 the Company issued 800 thousand shares of common stock to Ault Glazer Capital Partners, LLC. The shares were issued in partial satisfaction of the senior secured promissory note held by Ault Glazer Capital Partners. The issuance of the Company's common stock reduced the principal balance.

On December 29, 2008, we issued 25 thousand shares of common stock to Herbert Langsam, currently a director of the Company. The shares were issued, in return for a maturity date extension to June 30, 2009, on two loans held by Mr. Langsam. Prior to December 29, 2008 the loans had been in default.

13. WARRANTS AND WARRANT DERIVATIVE LIABILITY

The following table summarizes warrants to purchase common stock activity for the two years ended December 31, 2008:

	Amount	Range of Exercise Price
Warrants outstanding December 31, 2006	3,274,521	\$1.25 - \$6.05
Issued	2,872,120	\$1.40 - 2.00
Cancelled/Expired	(32,120)	\$3.50
Warrants outstanding December 31, 2007	6,114,521	\$1.25 - \$6.05
Issued	4,617,875	\$1.40 - 2.00
Cancelled/Expired	(12,500)	\$3.55

Warrants outstanding December 31, 2008	10,719,896	\$1.25 - \$6.05
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The warrants issued during the year ended December 31, 2008 and 2007 were issued primary in connection with the various subscription agreements entered into by the Company as well as payments for services and accrued interest. The warrants outstanding as of December 31, 2008 have exercise terms of 3-5 years from the date of issuance and exercise dates ranging from June 2009 through September 2013.

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Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

As discussed in Note 4, EITF 00-19 requires analysis of criteria which must be met in order to classify warrants issued in a Company's own stock as either equity or liabilities. Evaluation of these criteria during, 2008 resulted in the determination that certain outstanding warrants should be classified as derivative liabilities.

Based on this analysis, 5.3 million warrants have been classified as warrant derivative liabilities. As of December 31, 2008, the total fair value of the warrant derivative liabilities is \$1.8 million, which is included as a component of accrued liabilities. Based on the change in fair value of the warrant derivative liability, the Company recorded a non-cash gain of \$2.6 million for the year ending December 31, 2008.

14. FAIR VALUE MEASUREMENTS

We adopted SFAS 157 effective January 1, 2008 for financial assets and liabilities measured on a recurring basis. SFAS 157 defines fair value, establishes a framework for measuring fair value and generally accepted accounting principles and expands disclosures about fair value measurements. This standard applies in situations where other accounting pronouncements either permit or require fair value measurements. SFAS 157 does not require any new fair value measurements.

Fair value is defined in SFAS 157 as the price 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. Fair value measurements are to be considered from the perspective of a market participant that holds the assets or owes the liability. SFAS 157 also establishes a fair value hierarchy which required an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices in active markets for identical or similar assets and liabilities.

Level 2: Quoted prices for identical or similar assets and liabilities in markets that are not active or observable inputs other than quoted prices in active markets for identical or similar assets and liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

At December 31, 2008 the Company had outstanding warrants to purchase common shares of our stock that are classified as warrant derivative liabilities with a fair value of \$1.8 million. The warrants are valued using Level 3 inputs because there are significant unobservable inputs associated with them.

The table below sets forth a summary of changes in the fair value of the Company's Level 3 assets and liabilities for the year ended December 31, 2008.

	January 1, 2008	Transfers into Level 3	Net realized gains included in earnings	December 31, 2008
Warrant derivative liability	- \$	(4,344) \$	2,582 \$	(1,766)

Gains included in earnings for the period ended December 31, 2008, are reported in other income/expense in the amount of \$2.6 million.

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Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

15. STOCK OPTION PLANS

In September 2005, the Board of Directors of the Company approved the Amended and Restated 2005 Stock Option and Restricted Stock Plan (the "2005 SOP") and the Company's stockholders approved the Plan in November 2005. The Plan reserves 2.5 million shares of common stock for grants of incentive stock options, nonqualified stock options, warrants and restricted stock awards to employees, non-employee directors and consultants performing services for the Company. Options granted under the Plan have an exercise price equal to or greater than the fair market value of the underlying common stock at the date of grant and become exercisable based on a vesting schedule determined at the date of grant. The options expire 10 years from the date of grant. Restricted stock awards granted under the Plan are subject to a vesting period determined at the date of grant.

A summary of stock option activity for the year ended December 31, 2008 is presented below (in thousands except exercise price and weighted average):

	Shares Available for Grant	Number of Shares	Weighted Average Exercise Price	Outstanding Options Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value
December 31, 2007	1	1,650	\$ 3.49	8.43	\$ —
Restricted Stock Awards	—				
Grants	(745)	745	\$ 1.53	9.76	
Cancellations	768	(768)	\$ 4.59	8.25	
December 31, 2008	24	1,627	\$ 4.40	8.50	\$ —
Options exercisable at:					
December 31, 2006		833	\$ 4.90	8.54	\$ —
December 31, 2007		783	\$ 4.40	7.83	\$ —
December 31, 2008		1,171	\$ 2.62	8.50	\$ —

The aggregate intrinsic value in the table above represents the total pretax intrinsic value (i.e., the difference between our closing stock price on December 31, 2008 and the exercise price, times the number of shares) that would have been received by the option holders had all option holders exercised their options on December 31, 2008. There have been no options exercised during the year ended December 31, 2008.

A summary of the changes in the Company's non-vested options during the year ended December 31, 2008 is as follows (in thousands, except value):

Nonvested Shares	Shares	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2007	1,166	\$ 1.75

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Granted	745	2.62
Vested	710	2.28
Cancelled and forfeited	(15)	5.48
Nonvested at December 31,2008	1,187	2.62

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Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

All options that the Company granted during 2008 and 2007 were granted at the per share fair market value on the grant date. Vesting of options differs based on the terms of each option. The Company utilized the Black-Scholes option pricing model and the assumptions used for each period are as follows:

	Year Ended December 31,	
	2008	2007
Weighted average risk free interest rate	3.60%	4.50%
Weighted average life (in years)	8.24	5.00
Volatility	113 - 135%	98 - 101%
Expected dividend yield	0%	0%
Weighted average grant-date fair value per share of options granted	\$ 0.95	\$ 1.16

During the year ended December 31, 2008, the Company recorded compensation costs related to stock options of \$920 thousand. As of December 31, 2008, total unrecognized compensation cost related to unvested stock options was \$1.1 million. The cost is expected to be recognized over a weighted average period of 6.3 years.

16. RELATED PARTY TRANSACTIONS

Due from Related Parties

During the three months ended March 31, 2007 and year ended December 31, 2006, the Company paid approximately 25% of the base rent on the corporate offices and The Ault Glazer Group, Inc. ("Ault Glazer") paid the remaining base rent based upon their respective usage of the facilities. The office equipment leases and 25% of the security deposit securing the office lease are in the Company's name. As part of the Ault Glazer Capital Partners LLC ("AG Capital Partners") Secured Promissory Note Amendment, these leases and the security deposit were to be taken out of the Company's name and put into AG Capital Partners name. This has not happened and the equipment leases are currently in default and our shown on our balance sheet as a current liability. The total outstanding balance on the equipment leases as of December 31, 2008 is \$55 thousand.

Together, Milton "Todd" Ault III, former Chairman and Chief Executive Officer of the Company, and Louis Glazer, a former Director of the Company, and Melanie Glazer, the former Manager of our real estate segment, (together, the "Glazers") own a controlling interest in the outstanding capital stock of Ault Glazer. As of December 31, 2008 and 2007, the Glazers beneficially own approximately 98% of the outstanding preferred stock of the Company. As of December 31, 2008 and December 31, 2007, Ault Glazer, Mr. Ault and the Glazers indirectly beneficially owned or controlled greater than 10% and less than 1% of the outstanding common stock of the Company.

Loans

During the year ended December 31, 2007, the Company received loans from Ault Glazer Capital Partners, LLC ("AG Capital Partners"). Ault Glazer & Company Investment Management, LLC is the managing member of AG Capital. The managing member of Ault Glazer & Company Investment Management, LLC is Ault Glazer. Mr. Ault is Chairman, Chief Executive Officer and President of Ault Glazer.

Convertible Debentures and Notes Payable

As of December 31, 2008 and 2007, the Company has convertible debentures and notes payable agreements issued to related parties with aggregate outstanding principal balances of \$2.5 million and \$3.1 million, respectively (See Note 10).

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Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

A Plus International, Inc.

During the years ended December 31, 2008 and 2007, the Company recognized cost of goods sold of \$1.4 million and \$467 thousand, respectively, in connection with surgical sponges provided by A Plus. On April 11, 2008 the Company entered into a \$100 thousand short term note payable to A Plus which was paid in full on May 30, 2008, including \$1 thousand in interest. As part of the May 2008 financing, the Company recorded \$700 thousand in prepaid expenses to be used against inventory ordered from A Plus. As of December 31, 2008 the entire \$700 thousand had been applied to surgical sponge purchases, leaving a balance of zero in prepaid expenses relating to this transaction. Wenchen Lin, a director and significant beneficial owner of the Company is a founder and significant owner of A Plus.

Health West Marketing Inc.

During the years ended December 31, 2008 and 2007 Health West Marketing Incorporated received payments for consulting services, of \$240 thousand annually, from A Plus International, Inc. William Adams the Company's former Chief Executive Officer is the Chief Executive Officer and President of Health West Marketing Inc. The consulting arrangement between A Plus and Health West has been an ongoing agreement between the respective parties. The Company does not recognize this income or expense on their financial statements.

ASG

During the period from June 29, 2007 to August 13, 2007, Automotive Services Group sold its express car wash and underlying real estate and a parcel of undeveloped land located in Birmingham, Alabama to Charles H. Dellaccio and Darrell Grimsley. Mr. Grimsley was the Chairman of the Board and Chief Executive Officer of Automotive Services Group.

17. INCOME TAXES

For financial reporting purposes, income (loss) before income taxes includes the following components for the years ended December 31, 2008 and 2007:

	2008	2007
United States	\$ (4,814)	\$ (6,997)
Foreign	—	
	\$ (4,814)	\$ (6,997)

The (benefits) provisions for income taxes for the years ended December 31, 2008 and 2007 are as follows:

	2008	2007
Current:		
Federal	\$ -	\$ 26
State	18	5
Subtotal current	18	31
Deferred:		
Federal	\$ (428)	-

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State		(28)	-
Subtotal deferred	\$	(456)	-
Total (benefit) provision for income taxes	\$	(439)	31

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Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

For the years ended December 31, 2008 and 2007, a reconciliation of the federal statutory tax rate to the Company's effective tax rate is as follows:

	2008	2007
Federal statutory tax rate	(34.00)%	(34.00)%
Warrant Derivative Liability	(17.95)	-
State and local income taxes, net of federal tax Benefit	(7.02)	0.08
FIN 48 Adjustments	80.74	-
Non deductible items	0.94	-
Incentive Stock Options	11.58	-
Other	5.70	-
Valuation allowance	(48.97)	27.89
Total effective tax rate	(8.99)%	(0.41)%

Deferred income taxes reflect the net tax effects of temporary differences between carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purposes. Significant components of the Company's deferred tax assets as of December 31, 2008 and 2007 are as follows (in thousands):

	2008	2007
Deferred tax assets:		
Payroll related accruals	\$ 329	\$ 268
Intangible assets	-	100
Stock based compensation	-	1,959
Other	25	68
Total deferred tax asset	354	2,395
Deferred tax liability:	(26)	0
Other		
Book and tax basis difference arising from purchased patents	(1,370)	(1,500)
Total net deferred tax (liability) asset	(1,042)	895
Less valuation allowance	-	(2,395)
Net deferred tax liability	\$ (1,042)	\$ (1,500)

The ultimate realization of deferred tax assets depends upon the generation of future taxable income during the periods in which those temporary differences become deductible. As of December 31, 2008, the Company has provided a valuation allowance in the amount of \$0, a decrease of \$2,395. The federal and state net operating losses expire in varying amounts through 2028.

On January 1, 2007 the Company adopted the provisions of the Financial Accounting Standards Board ("FASB") Interpretation No. 48, "Accounting for Uncertainty in Income Taxes—an Interpretation of FASB No. 109" ("FIN No. 48"). FIN No. 48 addresses the determination of how tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under FIN No. 48, the Company must recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements

from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate resolution. The Company did not recognize any additional liabilities for uncertain tax positions as a result of the implementation of FIN No. 48.

As of December 31, 2008, the Company has not yet completed its analysis of the deferred tax assets for federal and state net operating losses of \$30 million and \$29 million, respectively. The Company has not yet completed its analysis of the deferred tax asset for stock compensation of \$3 million issued prior to 2008. As such, these amounts and the offsetting valuation allowance have been removed from the Company's deferred tax assets. The Company will complete an analysis of the net operating losses under Internal Revenue Code §382 regarding the limitation of the net operating losses. Future changes in ownership could further limit the ability to recognize the benefits of its deferred tax assets.

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Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	2008	2007
Gross unrecognized tax benefits at January 1	\$ —	\$ —
Increases for tax positions in current year	—	—
Gross unrecognized tax benefits at December 31	\$ —	\$ —

The Company's uncertain tax positions are related to tax years that remain subject to examination by the relevant taxing authorities. The Company is currently open to audit under the statute of limitations by the Internal Revenue Service for the calendar years ended December 31, 2005 through December 31, 2008. The Company and its subsidiaries' state tax returns are also open to audit under similar statute of limitations for the calendar years ended December 31, 2004 through December 31, 2008. The Company is currently not under examination by any taxing authorities.

The Company accrues interest on unrecognized tax benefits as a component of income tax expense. Penalties, if incurred, would be recognized as a component of income tax expense. The Company had no such accrued interest or penalties included in the accrued liabilities associated with unrecognized tax benefits as of the date of adoption.

Additionally, the Company is subject to tax examinations for payroll, value added, sales-based and other taxes. The Company is currently not under examination by the taxing authorities relating to these other types of taxes. Where appropriate, the Company has made accruals for these matters which are reflected in the Company's consolidated financial statements.

18. COMMITMENTS AND CONTINGENCIES

Operating Lease

During November 2007, the Company entered into an operating agreement for office space for SurgiCount. The lease requires monthly payments of \$10 thousand, subject to an annual increase of 3.5% per year, from January 1, 2008 through December 31, 2010. Future minimum annual rent payments of \$117 thousand and \$121 thousand are due during the years ended December 31, 2009, and 2010 respectively, represent the remaining obligation under the Company's existing operating lease.

Rent expense during the years ended December 31, 2008 and 2007 was \$ 114 thousand and \$79 thousand, respectively.

The Company entered into leases for office equipment at their former location which included telephone equipment and basic office equipment. It was agreed upon that the sub-tenant would continue to pay the lease payment for the use of the equipment. In September 2008, the sub-tenant defaulted on the leases and the Company became obligated to pay for the remaining terms of the lease. The total future payments are approximately \$68 thousand and are included in the number represented below for the year ended December 31, 2009.

The following table sets forth information relating to our commitments and contingencies as of December 31, 2008:

Years ending December 31,	Operating	Capital
2009	\$ 195	\$ —

2010	129	—
2011	5	—
2012	3	—
2013	3	—
Total	\$ 335	\$ —

Contingent Tax Liability

In the process of preparing our federal tax returns for prior years, the Company's management found there had been errors in reporting income related to stock grants made to certain employees and consultants to the recipients and the respective taxing authorities. In addition, the Company determined that required tax withholding relating to these stock grants had not been made or remitted, as required.

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Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

Due to the Company's failure to properly report this income and withhold/remit required amounts, the Company is liable for the amounts that should have been withheld plus related penalties and interest. The Company has estimated its contingent liability based on the estimated required federal and state withholding amounts, the employee and employer portion of social security taxes as well as the possible penalties and interest associated with the error.

Although the Company's liability may ultimately be reduced if it can prove that the taxes due on this income were paid on a timely basis by the recipient, the estimated liability accrued by the Company is based on the assumption that it will be liable for the entire amounts due to the uncertainty with respect to whether or not the recipient made such payments.

As the Company determined that it is probable that it will be held liable for the amounts owed, and as the amount could be reasonably estimated, an accrual for the estimated liability has been included in accrued liabilities as of December 31, 2008. In addition, as indicated in Note 2, the amounts attributable to 2006 have been recorded as adjustments to the respective opening balances as of January 1, 2007, and the amounts attributable to 2007 have been reflected in the restated balances in the financial statements as of, and for the year ended December 31, 2007, herein.

The table below breaks out the estimated liability by year (in thousands):

Year Ended December 31,	Contingent Tax Liability
2006	486
2007	187
2008	28
Total	\$ 701

* Includes interest and penalties

Legal Proceedings

On October 15, 2001, Jeffrey A. Leve and Jeffrey Leve Family Partnership, L.P. filed a lawsuit (the "Leve Lawsuit") against the Company, Sunshine Wireless, LLC ("Sunshine"), and four other defendants affiliated with Winstar Communications, Inc. ("Winstar"). On February 25, 2003, the case against the Company and Sunshine was dismissed, however, on October 19, 2004, Jeffrey A. Leve and Jeffrey Leve Family Partnership, L.P. exercised their right to appeal. The initial lawsuit alleged that the Winstar defendants conspired to commit fraud and breached their fiduciary duty to the plaintiffs in connection with the acquisition of the plaintiff's radio production and distribution business. The complaint further alleged that the Company and Sunshine joined the alleged conspiracy. On June 1, 2005, the United States Court of Appeals for the Second Circuit affirmed the February 25, 2003 judgment of the district court dismissing the claims against the Company.

On July 28, 2005, Jeffrey A. Leve and Jeffrey Leve Family Partnership, L.P. filed a new lawsuit (the "new Leve Lawsuit") against the Company, Sunshine Wireless, LLC ("Sunshine"), and four other defendants affiliated with Winstar Communications, Inc. ("Winstar"). The new Leve Lawsuit attempts to collect a federal default judgment of \$5,014,000 entered against only two entities, i.e., Winstar Radio Networks, LLC and Winstar Global Media, Inc., by attempting to enforce the judgment against a number of additional entities who are not judgment debtors. Further, the new Leve Lawsuit attempts to enforce the plaintiffs default judgment against entities who were dismissed on the merits from the underlying action in which plaintiffs obtained their default judgment. An unfavorable outcome in the

lawsuit may have a material adverse effect on the Company's business, financial condition and results of operations. The Company believes the lawsuit is without merit and intends to vigorously defend itself. These consolidated interim financial statements do not include any adjustments for the possible outcome of this uncertainty. On January 29, 2009 the Superior Court of California issued a preliminary ruling in the Company's favor.

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Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

Employment Agreements

The Company has entered into employment agreements with certain of its executives, which provide for annual base compensation plus, in most cases, bonuses and other benefits. As of December 31, 2008, approximate future annual base compensation under these agreements is as follows(in thousands):

Years ended December 31,		
2009	2010	Total
\$ 230	\$ —	\$ —

19. SEGMENT REPORTING

The Company reports segment information in accordance with SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information. Based on the restructuring of the Company's operations in 2007 to focus solely on its medical products business, the Company only operates within a single industry and as such, segment information is no longer reported.

20. SUBSEQUENT EVENTS

Departure and Election of Officers and Directors

On January 5, 2009, William Adams, resigned as the President and Chief Executive Officer of the Company. Mr. Adams also resigned as an officer and director of the Company's subsidiary to which he served in such capacities, also effective January 5, 2009. Mr. Adams has agreed to stay on with the Company as a consultant.

On January 5, 2009, the Company's Board of Directors appointed David Bruce as its President and Chief Executive Officer, effective immediately. Mr. Bruce was also appointed to the Board of Directors. In connection with this appointment, on January 5, 2009 the Company entered into an employment agreement with Mr. Bruce (the "Agreement").

The Agreement has the following terms: Mr. Bruce will receive an initial annual base salary of \$325,000 and he is eligible to receive an incentive bonus each fiscal year in the amount of not less than 25% of his annual base salary for such year, with the payment of such bonus based on Mr. Bruce's achievement of performance objectives established by the Company's Board of Directors each fiscal year. The Agreement also provides for certain severance arrangements for Mr. Bruce, beginning six months after the effective date of the Agreement. In the event that Mr. Bruce's employment is terminated without cause the Company is required to pay Mr. Bruce (1) all accrued but unpaid compensation; (2) severance payments based on his annual base salary for a period of twelve months; (3) a pro-rated bonus for the year in which termination occurred; and (4) payment of, or reimbursement for, the continuation of his health and welfare benefits coverage pursuant to COBRA for a twelve-month period following such termination or resignation date.

Pursuant to the Agreement, the Company granted Mr. Bruce incentive stock options to purchase 2,000,000 shares of the Company's common stock. The exercise price of the option was set at the average closing price of the Company's common stock for the ten trading days prior to the effective date of the Agreement. Upon the six-month anniversary of the effective date of the Agreement, 250,000 Shares subject to the Option shall vest and become exercisable and

thereafter, the remaining shares will vest over a forty-two month period at the rate of 1/48th of the total shares per month. In addition, upon a change of control of the Company that occurs during his employment, any unvested options shall become fully vested and Mr. Bruce will receive a cash payment of two times his current base salary.

Prior to joining the Company, Mr. Bruce, 49, was the Chief Executive Officer of EP MedSystems, Inc. a developer of electrophysiology devices, which was recently acquired by St. Jude Medical. Mr. Bruce's experience also includes nine years of increasing responsibility at Acuson Corporation and the Ultrasound Division of Siemens, including as General Manager of the intracardiac echo (ICE) catheter. He also served as Vice President, Marketing for EVL, a laser vision correction company. Mr. Bruce received an MBA from the Wharton School and BS in Mechanical Engineering from the University of California, Berkeley.

On January 6, 2009 Richard Bertran, resigned as President of SurgiCount Medical, Inc., the Company's subsidiary, effective immediately.

On March 11, 2009 Mssrs. William Adams and David Augustine resigned from the Company's Board of Directors. Mr. Augustine also resigned his position as Corporate Secretary. Mary Lay, the Company's Interim Financial Officer was appointed to fill the vacancy.

Patient Safety Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)

Financing

On January 29, 2009, the Company entered into a Senior Secured Note and Warrant Purchase Agreement, pursuant to which, the Company sold Senior Secured Promissory Notes (the "Notes") in the principal amount of \$2.6 million and warrants to purchase 1.5 million shares of the Company's common stock (the "Warrant"), to several accredited investors (the "Investors"). The Investors paid \$2.0 million in cash and converted \$550 thousand of existing debt and accrued interest into the new Notes. The Notes accrue interest at 10% per annum, throughout the term of the notes, and unless earlier converted into a Financing Round, have a maturity date of January 29, 2011. The Warrants have an exercise price of \$1.00 and expire on January 29, 2014.

The Note Holders have the option to participate in the next issuance of Securities issued by the Company for cash or the exchange of debt, taking place after the Closing and prior to the Note's maturity date. The Company has the right to prepay the unpaid principal and interest due on the Notes without any prepayment penalty. The Notes are secured by essentially all of the Company's assets including but not limited to the Company's interest in their primary operating subsidiary, SurgiCount Medical Technologies, Inc.

The financing was completed through a debt placement to one or more accredited investors and was exempt from registration under the Securities act of 1933, as amended (the "Securities Act"), pursuant to Section 4(2) thereof and Rule 506 there under. The Warrants and the shares issuable upon exercise of the Warrants have not yet been registered under the Securities Act or any state securities laws. Unless so registered, such securities may not be offered or sold absent an exemption from, or in a transaction not subject to, the registration requirement of the Securities Act and any applicable state securities laws

Legal

On July 28, 2005, Jeffrey A. Leve and Jeffrey Leve Family Partnership, L.P. filed a new lawsuit (the "new Leve Lawsuit") against the Company, Sunshine Wireless, LLC ("Sunshine"), and four other defendants affiliated with Winstar Communications, Inc. ("Winstar"). The new Leve Lawsuit attempts to collect a federal default judgment of \$5,014,000 entered against only two entities, i.e., Winstar Radio Networks, LLC and Winstar Global Media, Inc., by attempting to enforce the judgment against a number of additional entities who are not judgment debtors. Further, the new Leve Lawsuit attempts to enforce the plaintiffs default judgment against entities who were dismissed on the merits from the underlying action in which plaintiffs obtained their default judgment. An unfavorable outcome in the lawsuit may have a material adverse effect on the Company's business, financial condition and results of operations. The Company believes the lawsuit is without merit and intends to vigorously defend itself. These consolidated interim financial statements do not include any adjustments for the possible outcome of this uncertainty. On January 29, 2009 the Superior Court of California issued a preliminary ruling in the Company's favor.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A(T). Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, we conducted an evaluation, under the supervision and with the participation of our chief executive officer and interim chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Based on this evaluation, our chief executive officer and interim chief financial officer have concluded that our disclosure controls and procedures were not effective as of December 31, 2008 at the reasonable assurance level for the reasons discussed below related to identified material weaknesses in our internal controls over financial reporting.

To address the material weakness, we performed additional analysis and other post-closing procedures in an effort to ensure our consolidated financial statement included in this annual report have been prepared in accordance with accounting principles generally accepted in the United States of America. Accordingly, management believes that the financial statements included in this report fairly present all material respects of our financial condition, results of operations and cash flows for the periods presented.

We recognize the importance of internal controls and management is making an effort to mitigate this material weakness to the fullest extent possible. At any time, if it appears that any control can be implemented to continue to mitigate such weakness, it will be immediately implemented.

Management's Report on Internal Control Over Financial Reporting

Under Section 404 of the Sarbanes-Oxley Act of 2002, management is required to assess the effectiveness of the Company's internal control over financial reporting as of the end of each fiscal year and report, based on that assessment, whether the Company's internal control over financial reporting is effective.

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process designed to provide reasonable assurance of the reliability of its financial reporting and of the preparation of its financial statements for external reporting purposes, in accordance with U.S. generally accepted accounting principles.

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

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of the 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 and procedures included in such controls may deteriorate.

The Company's management has assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2008. In making this assessment, the Company used the criteria established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in "Internal Control—Integrated Framework." These criteria are in the areas of control environment, risk assessment, control activities, information and communication, and monitoring. The Company's assessment included extensive documenting, evaluating and testing the design and operating effectiveness of its internal controls over financial reporting.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

Based on management's assessment, we have concluded that, as of December 31, 2008, the Company's internal control over financial reporting was not effective due to the material weaknesses identified below:

1. We have concluded that the Company's General Control Environment was ineffective due to the following identified weaknesses:
 - a. We had not established an adequate tone at the top by management and the board of directors concerning the importance of, and commitment to, internal controls and generally accepted business practices.
 - b. We had not designed and implemented policies and procedures to ensure effective oversight by the Company's board of directors and consistent operation by the board of directors in accordance with committee charters.
 - c. We had not designed and implemented policies and procedures to ensure effective monitoring by management of financial and operational activities and to measure actual results against expected results and planned objectives.

To address these identified weaknesses, the board of directors intends to appoint two additional, independent members to the audit committee, one being a financial expert, and has taken steps to insure compliance with the committee charters. In addition, to correct the weakness related to management, the board hired a new Interim Chief Financial Officer in October 2008 and a new Chief Executive Officer in May 2009, both of whom have relevant public company financial controls experience.

2. We had not designed and implemented policies and procedures to ensure effective risk assessment processes by management and the board of directors designed to identify and mitigate internal and external risks that could impact the Company's ability to achieve its objectives. To correct this weakness, the Company has engaged an internal control specialist to design and help to implement effective risk assessment processes.
3. We hadnot designed and implemented effective internal control policies and procedures relating to equity transactions and share-based payments. To correct these deficiencies the Company has implemented policies and procedures to formalize procedures relating to transactions of this nature and ensure that such transactions are entered into and issued in accordance with board of director approvals. Further, the Company has implemented a software program specifically designed to track and account for share-based payments.
4. We hadnot designed and implemented effective internal control policies and procedures to ensure the proper reporting of income and accounting for payroll taxes related to certain stock grants to employees and consultants. This weakness resulted in the need for a restatement of previously issued financial statements due to the correction of an error for the cumulative effect of the understatement of payroll taxes and the related accrued liability for stock awards issued in 2005 and 2006, as of the beginning of the year ended December 31, 2007, and for the effect of the understatement in these accounts for the year ended December 31, 2007. To correct these deficiencies the Company plans to design and implement policies and procedures to ensure that all reporting obligations and required withholdings related to stock grants to employees and consultants are processed and reported on a timely basis.
5. We hadnot designed and implemented effective internal control policies and procedures to provide reasonable assurance regarding the accuracy and integrity of spreadsheets and other "off system" work papers used in the financial reporting process.

This Annual Report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation requirements by the Company's independent registered public account firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this Annual Report.

Changes in Internal Control Over Financial Reporting

Except for the remediation efforts described above in connection with the identified material weaknesses, we made no changes during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

As of June 30, 2009, our board of directors, or the Board, consisted of seven directors: Steven H. Kane, Howard E. Chase, John P. Francis, Louis Glazer, M.D., Herbert Langsam, Wenchen Lin and Loren L. McFarland.

Set forth below are the names of our directors, their ages, their offices with us, if any, their principal occupations or employment for the past five years, the length of their tenure as directors and the names of other public companies in which such persons hold directorships. Each director is appointed to serve until our next annual meeting of stockholders or the sooner of his resignation or the date when his successor is duly appointed and qualified.

Name	Age	Position (s)
Steven H. Kane (3)	56	Chairman of the Board of Directors, President and Chief Executive Officer
Howard E. Chase (1)(2)(3)	73	Director
John Francis	43	Director
Louis Glazer, M.D., Ph.G.	78	Director
Herbert Langsam (1)(2)	78	Director
Wenchen Lin (3)	53	Director
Loren L. McFarland (1)(2)	50	Director

- (1) Member of our Audit Committee, as of June 30, 2009
- (2) Member of our Compensation Committee, as of June 30, 2009
- (3) Member of our Nominating Committee, as of June 30, 2009

Steven H. Kane, age 56, has served as the Company's President and Chief Executive Officer since May 2009, and has served as a director of the Company since November 26, 2007 and was appointed Chairman February 7, 2008. Before joining the Company as President and Chief Executive Officer in May 2009, Mr. Kane was the President, Chief Executive Officer and Director of Protalex, Inc. (OTCBB: PRTX) from 2002 to 2009 and has over 30 years experience in the health care industry. From April 1997 to August 2000, Mr. Kane served as Vice President of North American Sales & Field Operations for Aspect Medical. While at Aspect, he helped guide the company to a successful

initial public offering in January 2000. Prior to Aspect, Mr. Kane was Eastern Area Vice President for Pyxis Corporation, where he was instrumental in positioning the company for its successful initial public offering in 1992. Pyxis later was acquired by Cardinal Health for \$1 billion. Prior to that, Mr. Kane worked in sales management with Eli-Lilly and Becton Dickinson.

John P. Francis, age 43, has served as a director of the Company since November 26, 2007. Mr. Francis has served as Managing Member of Francis Capital Management, LLC, an investment management firm specializing in small capitalization equities, since 2000. Mr. Francis has over eighteen years of experience in investment management, finance and accounting. Mr. Francis earned his bachelor's degree in economics and MBA from the Anderson School of Business at the University of California, Los Angeles.

Howard E. Chase, age 73, has served as a director of the Company since June 22, 2009. Since December 2001, he has served as President and Chief Executive Officer of The Hollandbrook Group, LLC, which provides advisory, director and executive services to early stage companies. Mr. Chase served as President and Chief Executive Officer of Carret Holdings, Inc. (formerly Matrix Global Investments, Inc.), a holding company for asset management businesses, from June 1999 until December 2001. Mr. Chase served as President and Chief Executive Officer of Trident Rowan Group, Inc., a U.S. public holding company with interests in certain Italian companies and real estate, from September 1993 to March 1998 and served as Chairman of the Board of TRGI from March 1998 to December 1999. From 1984 to August 1995, Mr. Chase was a partner in the law firm of Morrison Cohen Singer & Weinstein, LLP in New York City. Mr. Chase served on the board of Thoatec Corporation from 1986 until May 2009. Mr. Chase currently sits on the board of several companies, including ThinGap LLC, an electrical motor manufacturer, and the Music Academy of the West, a Santa Barbara, California non-profit organization. Mr. Chase earned his bachelor's degree from Harvard University and his law degree from Harvard Law School.

Herbert Langsam, age 78, has served as a Director of the Company since October 22, 2004. Since 1999, Mr. Langsam has also served as president of Medicare Recoveries, Inc., a private company located in Oklahoma City, Oklahoma, focused on providing Medicare claims and recovery services. Mr. Langsam serves as a member of the board of trustees for the Geriatric Research Drug Therapy Institute and as an adjunct professor at the University of Oklahoma Pharmacy School. Previously, Mr. Langsam was the founder, president and chief executive officer of Langsam Health Services, a conglomerate of health care companies that serviced 17,000 long-term care residents, which was acquired by Omnicare, Inc. in 1991. Mr. Langsam also served as the vice president of pharmacy services for Omnicare, Inc. following its acquisition of Langsam Health Services. Mr. Langsam received his B.S. in pharmacy from the University of Oklahoma.

Wenchen Lin, age 53, Lin has served as a Director of the Company since March 28, 2007. Mr. Lin has almost twenty years experience as the President and founder of A Plus International, a manufacturer producing a variety of surgical dressings, film and plastic products and servicing the custom procedural tray industry on cotton textile products. A Plus has established relationships with key market leaders in the industries A Plus services. Mr. Lin began his career serving in executive positions in large trade and shipping companies, such as Trade Diversified, Inc. and Brother Trucking Co. and has substantial knowledge and experience in overseas factories, trade, transport and distribution. Mr. Lin received his MBA from Ohio University and his accounting degree from Taiwan Suzhou University.

Louis Glazer, M.D., Ph.G., age 78, has served as a Director of the Company since October 22, 2004. From 2004 to 2006, Dr. Glazer has served in various positions of the Company, including Chairman of the Board, Chief Executive Officer, Vice-Chairman and Chief Health and Science Officer, overseeing the development of the Company's Safety-Sponge™ system. Until 2002, Dr. Glazer served as the chief anesthesiologist and medical director for the Vitreo-Retinal Clinic in Memphis, Tennessee for over 25 years. Prior to that, Dr. Glazer taught obstetrics anesthesia at the University of Tennessee, while practicing anesthesiology at numerous hospitals in Memphis, Tennessee. Dr. Glazer received his B.S. in pharmacy from the University of Oklahoma and his M.D. from the University of Bologna School of Medicine in Italy. He presently serves on the Executive Council of the Center for Patient Safety Research and Practice at Harvard Medical School and the Brigham and Women's Hospital in Boston, MA. has served as a director of the Company since October 22, 2004. Since October 2004, Dr. Glazer has served in various positions of the Company, including that of Director, Chairman of the Board, CEO, Vice-Chairman and Chief Health and Science Officer, overseeing the development of the Company's Safety-Sponge™ retained sponge incident reducing system. Until 2002, Dr. Glazer served as the chief anesthesiologist and medical director for the Vitreo-Retinal Clinic in Memphis, Tennessee for over 25 years. Prior to that, Dr. Glazer taught obstetrics anesthesia at the University of Tennessee, while practicing anesthesiology at numerous hospitals in Memphis, Tennessee. Dr. Glazer received his B.S. in pharmacy from the University of Oklahoma and his M.D. from the University of Bologna School of Medicine in Italy. He presently serves on the Executive Council of the Center for Patient Safety Research and Practice at Harvard Medical School and the Brigham and Women's Hospital in Boston, MA.

Loren L. McFarland, age 50, has served as a director since June 22, 2009. He is currently an independent consultant providing financial advisory services to start-ups in the medical device industry. He served as Chief Financial Officer and Treasurer of Mentor Corporation, a NYSE listed medical device company from May 2004 to November 2007. From 1985 to 2004 he filled various financial positions at Mentor including Vice President of Finance and Corporate Controller from 2001 to May 2004, Controller from 1989 to 2001, Assistant Controller from 1987 to 1989 and General Accounting Manager from 1985 to 1987. Prior to his employment with Mentor, Mr. McFarland was employed by Touché Ross and Co., a public accounting firm, as a Certified Public Accountant and auditor from 1981 to 1985. Mr. McFarland earned his bachelor's degree in Business Administration and Accounting from the University of North Dakota and a master's degree in Business Administration from the Anderson School at University of California at Los Angeles in 1999. Mr. McFarland recently completed the ISS Director Certification Program at UCLA.

Committees of the Board and Meetings

The Board has three committees: an Audit Committee, a Compensation Committee and a Nominating Committee. The Audit Committee and Compensation Committee operate pursuant to committee charters.

For the year ended December 31, 2008, the compensation earned by each director of the Company varied. Steven H. Kane and David Augustine earned \$125,000 and \$20,000, respectively in director fees. Arnold Spangler received a stock award valued at \$134,750. The other directors were eligible to receive a fee of \$500 plus reimbursement of expenses incurred in attending each board meeting. During 2008, the Company did not compensate Messrs. Langsam, Lin, Francis, Glazer and Adams for serving on the Board of Directors. All compensation earned by Messrs. Kane, Augustine and Spangler is set forth under "Director Compensation" below. All compensation earned by Messrs. Kane and Augustine for fiscal year 2008 was accrued but not paid. Mr. Augustine's accrued directors fees were paid in June 2009.

The Board met seven times during the fiscal year ended December 31, 2007 and eleven times during the fiscal year ended December 31, 2008. Each Board member, with the exception of Mr. Lin attended 90% or more of the aggregate number of meetings of the Board and of the committees on which he or she served that was held during the period for which he or she was a director or committee member, respectively. Mr. Lin, attended 73% of the meeting held. Furthermore, it is the Company's policy to invite, but not require, each of its directors and director nominees to attend the Company's annual meeting of stockholders.

The following table provides membership and meeting information for 2008 and 2007 for each of the Board's committees:

Name	Audit		Nominating		Compensation	
	2008	2007	2008	2007	2008	2007
Louis Glazer, M.D., Ph.G.(1)	—	—	—	—	X	—
Herbert Langsam(2)	—	X	—	—	X	X
Arnold E. Spangler(3)	X	X	—	—	—	—
David Augustine (4)	X	—	X	—	—	X
Wenchen Lin(5)	—	—	X	—	—	—
John P. Francis(6)	—	—	—	—	—	X
Steven H. Kane(7)*	X	—	X	—	X	—
William Adams(8)	—	—	—	—	—	—
Total meetings in fiscal years	-1-	-0-	-0-	-0-	-0-	-0-

* Committee Chairperson.

X Denotes committee member.

(1)Louis Glazer was elected to the Board at the Special Meeting on October 22, 2004 and was also appointed as a member of the respective committees listed above.

(2)Herbert Langsam was elected to the Board at the Special Meeting on October 22, 2004 and was also appointed as a member of the respective committees listed above.

(3)Arnold Spangler was appointed to the Board as of January 6, 2006 and resigned on June 11, 2008. Mr. Spangler currently does not serve on the Board or as an officer.

- (4) David Augustine was appointed to the Board as a director effective January 24, 2007 and resigned March 10, 2009. Mr. Augustine currently does not serve on the Board or as an Officer.
- (5) Wenchen Lin was appointed to the Board as a director effective March 28, 2007.
- (6) John P. Francis was appointed to the Board as a director effective November 26, 2007.
- (7) Steven H. Kane was appointed to the Board as a director effective February 7, 2008.
- (8) William Adams was appointed to the Board as a director effective June 11, 2008 and resigned January 5, 2009. Mr. Adams currently does not serve on the Board or as an Officer.

Below is a description of each committee of the Board. The Board has determined that each member of each committee meets the required applicable rules and regulations regarding “independence” and that each member is free of any relationship that would interfere with his or her individual exercise of independent judgment with regard to the Company. Each of the committees described below has authority to engage legal counsel or other experts or consultants, as it deems appropriate to carry out its responsibilities.

Audit Committee

The Audit Committee operates pursuant to an Amended and Restated Charter of the Audit Committee, which sets forth the responsibilities of the Audit Committee. The primary function of the Audit Committee is to oversee and monitor the Company’s accounting and reporting processes and the audits of the Company’s financial statements.

The Audit Committee members currently are Loren L. McFarland and Howard E. Chase, both of whom are considered independent under Rule 10A-3 under the Exchange Act. Mr. McFarland serves as the Chairman of the Audit Committee.

Nominating Committee

The Nominating Committee recommends prospective nominees for directors to the Board. The Board has the authority to appoint qualified persons to the Board to fill a vacancy when a vacancy arises. The Nominating Committee members currently are Howard E. Chase, Wenchen Lin and Steven H. Kane. Mr. Chase is considered independent under Rule 10A-3 under the Exchange Act. Mr. Chase serves as the Chairman of the Nominating Committee.

Compensation Committee

The Compensation Committee operates pursuant to an Amended and Restated Charter of the Compensation Committee. The Compensation Committee determines and recommends to the Board the compensation to be paid the Company’s executive officers and also reviews the amount of salary and bonus for each of the Company’s other officers and employees. In addition, the Compensation Committee determines and recommends to the Board the terms of stock option grants to be awarded to the Company’s officers, employees, directors and consultants under the Company’s equity incentive plans. The Committee may also determine other individual performance awards for such officers and employees.

The Compensation Committee members currently are Howard E. Chase, Loren L. McFarland and Herbert Langsam. Messrs. Chase, McFarland and Langsam are all considered independent under Rule 10A-3 under the Exchange Act. Each member of the Compensation Committee is a “non-employee director” for purposes of Rule 16b-3 under Section 16 of the Exchange Act. Mr. Chase serves as the Chairman of the Compensation Committee

Nomination of Directors

The Company currently has a separate nominating committee of the Board. The Nominating Committee members participate in the consideration of potential nominations for election to the Board. Once the prospective nominees are selected, the Nominating Committee presents them to the Board for their evaluation and consideration.

To fulfill its responsibility to recruit and recommend to the Board nominees for election as directors, the Nominating Committee’s role is to review, on an annual basis, the appropriate skills and characteristics required of directors in the context of the current make-up of the Board. This assessment of nominees is based upon various criteria, including their integrity, independence, accomplishments, prior or current association with institutions noted for their

excellence, ability to exercise sound business judgment, demonstrated leadership ability, breadth and knowledge about issues affecting the Company, and background and experience in areas important to the operation of the Company.

In the case of incumbent directors whose terms of office are set to expire, the Board reviews such directors' overall service to the Company during their terms, including the number of meetings attended, level of participation and quality of performance. Consideration of new director nominee candidates typically involves a series of internal discussions, review of information concerning candidates and interviews with selected candidates. In identifying potential new director candidates, the Nominating Committee seeks recommendations from members of the Board, members of management, and stockholders. The Nominating Committee may also, if necessary or appropriate, retain a professional search firm in order to assist it in these efforts.

The Nominating Committee considers recommendations for Board candidates submitted by stockholders using the same criteria (described above) that it applies to recommendations from directors and members of management.

After consideration, and consistent with the Board's policies described above, the Board unanimously approved the nominations of Steven H. Kane, John P. Francis, Howard E. Chase, Wenchen Lin, and Loren L. McFarland. Dr. Louis Glazer and Herbert Langsam were nominated by the holders of the Preferred Stock and such nominations were unanimously approved by the Board.

Stockholder Communications With The Board Of Directors

A stockholder who wishes to communicate with the Board or with specific individual directors may send written communications by mail addressed to the Board generally, or to such specific director or directors individually, at: c/o Corporate Secretary, Patient Safety Technologies, Inc., 43460 Ridge Park Drive, Suite 140, Temecula, CA 92590. All communications so addressed will be forwarded to the Board or the individual director or directors, as applicable. Communications will be distributed to the Board, or to any individual director or directors as appropriate, depending on the facts and circumstances outlined in the communications. Items that are unrelated to the duties and responsibilities of the Board may be excluded, such as:

- junk mail and mass mailings;
- resumes and other forms of job inquires;
- surveys; or
- solicitations or advertisement.

In addition, any material that is unduly hostile, threatening, or illegal in nature may be excluded, provided that any communication that is filtered out will be made available to any outside director upon request.

Executive Officers

Set forth below is certain information regarding our principal executive officers who are not also directors. We currently have employment agreements with our executive officers except Mary A. Lay, our Interim Chief Financial Officer.

Name	Age	Position (s)
Mary A. Lay	52	Interim Chief Financial Officer, Principal Accounting Officer and Corporate Secretary
Brian Stewart	37	Vice President, Business Development

Mary A. Lay, age 52, has served as our Interim Chief Financial Officer and Principal Accounting Officer since October 2008 and was appointed Corporate Secretary, March 2009. Prior to joining the Company in July 2008, from 2005 to 2008, Ms. Lay served as the Chief Financial Officer of Meret Optical Communications, Inc. a privately held manufacturer of RF Subsystems; from 2002 to 2004 as Vice President of Finance and Acting Chief Financial Officer of Sorrento Networks Corporation a mid-market manufacturer of intelligent optical networking solutions listed on the NASDAQ Global Market; from 1999 to 2002 as Chief Financial Officer for a dot.com development stage company and a golf publication and manufacturing company. Ms. Lay earned a MBA from the University of Phoenix and a BA

of Business with emphasis in Financial Accounting from National University. She received her CPA certification in Maryland.

Brian E. Stewart, age 37, Co-Founder, has served as our Vice President Business Development since January 2009. Prior to returning to SurgiCount, Mr. Stewart worked in the investment banking division of Credit Suisse from 2007 to 2009 and CIBC World Markets from 2002 to 2007. In addition to his investment banking and entrepreneurial experience, Mr. Stewart's previous experience includes Strome Investment Management, a hedge fund in Santa Monica, CA. Mr. Stewart received his MBA from The Anderson School at UCLA and his BA in Economics from UCLA where he graduated Phi Beta Kappa and Summa Cum Laude.

Item 11. Executive Compensation.

Compensation Committee Interlocks and Insider Participation

During the last fiscal year, no executive officer of the Company served either as: (1) a member of the compensation committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire Board of Directors) of another entity, one of whose executive officers served on the compensation committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire Board of Directors) of the Company; (2) a director of another entity, one of whose executive officers served on the compensation committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire Board of Directors) of the Company; or (3) a member of the compensation committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire Board of Directors) of another entity, one of whose executive officers served as a director of the Company.

Our Compensation Committee did not meet during 2008. As a result, our Board made all compensation decisions for 2008. Our Board has reviewed the Compensation Discussion and Analysis and discussed that analysis with management. Based on its review and discussions with management, our Board has decided that the Compensation Discussion and Analysis will be included in the company's Annual Report on Form 10-K for 2008 and the Company's 2009 proxy statement. This report is provided by the following directors:

Steven H. Kane	Wenchen Lin
John Francis	Dr. Louis Glazer
Herbert Langsam	

COMPENSATION DISCUSSION AND ANALYSIS

For 2009, we have designed the compensation program for our named executive officers to attract, motivate, and retain key executives who drive the Company's success. We seek to employ the best executive talent in our line of business. We want to reward our executives for business achievements and satisfaction of corporate objectives. Additionally, the overall executive compensation program, taken as a whole, should align the interests of the executives with the stockholders' interest. We achieve these objectives through a compensation package that:

- provides competitive total compensation consisting primarily of cash and stock,
- allows our officers to participate in the benefit programs that we offer to all full-time employees,
 - provides certain officers additional fringe benefits,
- differentiates rewards based on the officer's contributions to the Company's performance, and
- encourages our named executive officers to act as owners with an equity interest in Patient Safety.

Determining Executive Compensation

The independent members of the Board approve the compensation of our named executive officers. The Compensation Committee makes a recommendation to the independent directors for annual compensation (including salary, bonus and stock-based compensation) of our named executive officers. These recommendations are based on:

Chief executive officer

- The chief executive officer's historical earnings;
- A market competitive assessment of similar roles at other companies;
- The earnings of other named executive officers; and
- An evaluation of the chief executive officer's performance for the fiscal year.

Named executive officers (other than the chief executive officer).

- The executive's historical earnings;
- A market competitive assessment of similar roles at other companies;
- Internal comparisons to the compensation of other executives;
- Evaluations of performance for the fiscal year; and
- The chief executive officer's recommendations for each named executive officer's base pay, and bonus amounts.

The evaluation is based on the success of the named executive officer in achieving his performance commitments, which include financial, strategic and company culture/leadership goals. The Board approves the named executive officer's salary, bonus and stock-based compensation in the first quarter of the fiscal year after the relevant performance information is available.

The Components of our Executive Compensation Program

Our executive compensation program consists of three elements: (1) base salaries, which provide financial security and recognize individual achievement; (2) annual cash incentives, which are awarded based on achieving yearly performance goals; and (3) long-term equity incentives, which are meant to ensure that the interests of our executives and stockholders are aligned.

We use this mix of programs for a variety of reasons:

- As a whole, the mix of elements allows us to offer compensation packages comparable to those offered by other organizations from which we may seek to recruit executive talent.
- As a package, these particular programs provide both a current and a long-term incentive for our executive officers, and help align the executives' incentives with stockholder interests. In particular, equity incentive awards offer a long term incentive to enhance the value of the Company's Common Stock, while cash bonus programs reward achieving tangible performance targets.
- The incentive programs provide a retention incentive for our executives.

We also provide our named executive officers with a package of fringe benefits that is provided to all full-time benefits eligible employees. These benefits include such items as health insurance and group term life insurance. We provide certain executives with an additional automobile allowance benefit.

We believe that our named executive officers should have formalized employment agreements. The existence of employment agreements helps set clear expectations for the employment relationship. We also believe that the level of security that an employment contract provides to the executive is an important retention tool, and that in many instances we need to offer written employment agreements to compete effectively for executive talent. Certain terms of our current employment agreements with the named executive officers are discussed in the "Employment Agreements" section.

Our Process for Setting Executive Pay

The Compensation Committee's focus is to determine the compensation of the chief executive officer and to review the proposals of the chief executive officer regarding the compensation for other named executive officers. In 2009, the Compensation Committee will present recommendations to the entire Board of Directors for their approval.

Our executive compensation process begins with the chief executive officer's submission of each executive's total pay package to the Compensation Committee for its consideration. We maintain a pay structure with ranges for each type of compensation (base pay, bonus, equity grant) for the named executive officers. We have developed this structure based on our knowledge of our industry.

Our process for determining the value of each component of executive pay has functioned in the following manner for 2009:

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Base pay: Base compensation for all of our named executive officers is provided for in their respective employment agreements, and the Company has the ability to make annual increases to the base pay level. Looking at information from other reporting companies, the chief executive officer makes a recommendation for executive base pay increases to the Compensation Committee. The Compensation Committee reviews the information provided by the chief executive officer and its supporting data, and makes a determination of annual base pay increases.

Annual bonus: Our annual bonus program for executives is administered in the following manner. Our Compensation Committee determines the amount of bonuses, if any, for each of our named executive officers. To the extent bonuses are made they are on a completely discretionary basis at the reasonable and good faith discretion of the Compensation Committee, based upon the financial performance of the Company.

Equity grants: In certain circumstances, the Compensation Committee may award equity grants to named executive officers. The reasons for these grants include:

- an incentive to join the Company, based on compensation that is being forfeited through the termination of previous employment,
 - to encourage retention of critical talent,
- as a strategic investment in someone deemed critical to the Company's leadership, and
 - to reward outstanding performance.

The chief executive officer recommends the equity grant, if any, to a named executive officer. At the time the offer of employment is made, the chief executive officer provides the Compensation Committee with a proposal for equity grants as part of the hiring process. In 2009, the amount of the grant will be based on a grid of equity grant ranges for the position, which the Company maintains. In 2009, the Compensation Committee will consider the chief executive officer's recommendation and make a final decision based on the factors listed above. Equity grants that were made to named executive officers during 2008 were authorized by the full Board in lieu of the Compensation Committee. All of the options granted in 2008 were valued at fair market value as of the date of grant (as further explained below).

We establish the exercise price for our options in the following manner.

For a new hire, the Compensation Committee approves the grant and establishes the price based on the average closing bid and ask price on the day of Compensation committee approval; however, if the executive has not yet started employment as of the date of Compensation Committee approval, the price is set as the average closing bid and ask price on the executive's first day of work.

For a new contract for a current executive, the Compensation Committee approves the grant and establishes the price based on the Company's closing price on the day of Compensation Committee approval.

We believe that the grant of fair market value stock options, even though there is now a financial statement impact before the options are exercised, continues to provide substantial benefits to the Company and the executive. We benefit because the options align the executive's financial interest with the shareholders' interest:

The executives benefit because:

- They can realize additional income if our shares increase in value, and
- They have no personal income tax impact until they exercise the options

We do not maintain any equity ownership guidelines for our named executive officers. We have adopted a corporate policy which expressly prohibits any named executive officer from trading in derivative securities of our Company, short selling our securities, or purchasing our securities on margin at any time. We do not time the granting of our options with any favorable or unfavorable news relating to our Company. Proximity of any awards to an earnings announcement, market event or other event related to us is purely coincidental.

Because we feel that each of our named executive officers provides unique services to us, we do not use a fixed relationship between base pay, short term bonus and equity awards. When the Compensation Committee makes the final decisions about a named executive officer's total compensation package for a particular year, the three elements (base pay, bonus and equity award) are considered both individually and as a complete package. We do not take into account amounts that a named executive officer may have realized in a particular year as a result of short-term bonus awards or stock option exercises, when we establish pay levels and goals for the current year. Overall, we believe that our total compensation program is reasonable while being competitive with market peers.

In 2008, our Compensation Committee did not meet. Due to the financial position of the Company, with the exception of Richard Bertran, our Board set the base salaries of our named executive officers at the same level as 2007. In the case of Mr. Bertran, our Board increased his base salary because of his increased responsibilities with the Company. Our Board also determined that in order to conserve cash no annual bonuses were to be granted or paid in 2008 to our named executive officers. Our Board did make several equity awards to our named executive officers based on each individual's performance during 2008. Our Board did not document its analysis for any of these compensation decisions.

The following table sets forth information concerning the annual and long-term compensation earned by or paid to our Chief Executive Officer and to other persons who served as executive officers at and/or during the fiscal year ended December 31, 2008, who earned compensation exceeding \$100,000 during 2008 and (the "named executive officers"), for services as executive officers for the last two fiscal years.

SUMMARY COMPENSATION TABLE

Name and principal position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)(8)	Option & Warrant Awards (\$)(8)	Non-Equity Incentive Compensation (\$)(9)	Nonqualified Deferred Compensation (\$)(9)	All Other Compensation (\$)(9)	Total (\$)
William B. Horne, Former Chief Executive & Chief Financial Officer (1)	2008	131,429	-	-	469,653	-	-	-	601,082
	2007	218,750	-	30,991	30,896	-	-	-	280,637
William M. Adams, Former President & Chief Executive Officer of SurgiCount (2)	2008	312,500	-	-	646,381	-	-	11,480	970,361
	2007	312,500	-	-	29,148	-	-	-	341,648
Richard Bertran, Former President of SurgiCount(3)	2008	260,417	-	-	421,788	-	-	12,343	694,548
	2007	231,243	-	-	53,329	-	-	-	284,572
Mary A. Lay									

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Interim Chief Financial Officer(4)	2008	77,903	-	-	-	-	-	-	77,903
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Lynne Silverstein, Former Executive Vice President (5)	2007	105,000	-	25,000	-	-	-	-	130,000
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James Schafer, Former Director of Manufacturing of SurgiCount(6)	2007	67,051	-	37,500	-	-	-	-	104,551
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Milton "Todd" Ault III, Former Chief Executive Officer (7)	2007	-	-	26,100	-	-	-	-	26,100
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(1)

Mr. Horne resigned October 13, 2008.

- (2) Mr. Adams resigned January 5, 2009.
- (3) Mr. Bertran resigned January 6, 2009.
- (4) Ms. Lay was appointed Interim Chief Financial Officer on October 13, 2008.
- (5) Ms. Silverstein resigned October 15, 2007.
- (6) Mr. Schafer resigned August 8, 2007.
- (7) Mr. Ault resigned January 5, 2007.

(8) Represents the dollar amount recognized for financial reporting purposes of restricted stock grants, warrant grants, and stock options awarded in 2008 and 2007, respectively, computed in accordance with SFAS 123(R). Discussion of the assumptions made in valuing the Company's stock options and warrants is set forth in the footnotes to the Company's financial statements provided in Item 8 – "Financial Statements and Supplementary Data" of the Company's Annual Report on For 10-K for the year ended December 31, 2008.

- (9) Primarily represents car payments paid by the Company.

The following table sets forth information with respect to the named executive officers concerning equity awards outstanding as of the fiscal year ended December 31, 2008.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

OPTION/WARRANT AWARDS

STOCK AWARDS

Name	OPTION/WARRANT AWARDS			STOCK AWARDS	
	Number of Securities Underlying Unexercised Options/Warrants Exercisable (#)	Option/Warrant Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)
William B. Horne	20,000	2.00	03/05/2012	—	—
	4,000	2.00	11/24/2012	—	—
	191,667	1.75	04/15/2015	—	—
	50,000	1.25	04/23/2015	—	—
	15,625	1.25	04/23/2015	—	—
William M. Adams	300,000	1.25	06/12/2018	—	—
	87,500	1.25	04/24/2015	—	—
	20,000	2.00	03/16/2012	—	—
	4,000	2.00	11/26/2012	—	—
Richard Bertran	175,000	1.25	06/12/2018	—	—
	50,000	1.39	10/02/2017	—	—
	62,500	1.25	04/24/2015	—	—
Mary A. Lay	—	—	—	—	—
Lynne Silverstein	—	—	—	—	—
James Schafer	—	—	—	—	—

Pension Benefits

The Company does not offer a pension benefit plan.

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Non-Qualified Deferred Compensation

The Company does not offer a non-qualified deferred compensation plan.

Compensation of Directors

As of December 31, 2008, the cash compensation earned by each director of the Company varies. Steven H. Kane and David Augustine earned \$125,000 and \$20,000 respectively in fees and Arnold Spangler received stock awards valued at \$134,750. The other directors were eligible to receive a fee of \$500 plus reimbursement of expenses incurred in attending each board meeting. During 2008, the Company did not compensate Messrs. Langsam, Lin, Francis, Glazer and Adams for serving on the Board of Directors. All compensation earned by Messrs. Kane and Augustine is set forth in the "Summary Compensation Table."

Director Compensation

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$ (7))	Option Awards (\$ (7))	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Arnold Spangler(1)	-	134,750	-	-	-	-	134,750
Herbert Langsam	-	-	-	-	-	-	-
David Augustine (2)	20,000	-	-	-	-	-	20,000
Wenchen Lin (3)	-	-	-	-	-	-	-
John Francis (4)	-	-	-	-	-	-	-
Steven H. Kane (5)	125,000	-	-	-	-	-	125,000
Louis Glazer, M.D., Ph.G.,	-	-	-	-	-	-	-
William Adams(6)	-	-	-	-	-	-	-

(1)Mr. Spangler resigned as a director on June 11, 2008 and does not currently serve on the Board or as an Officer.

(2)Mr. Augustine was appointed as a director effective January 24, 2007 and resigned March 10, 2009. The \$20,000 in director's fees were accrued but not paid.

(3) Mr. Lin was appointed as a director effective March 28, 2007.

(4) Mr. Francis was appointed as a director effective November 26, 2007.

(5)Mr. Kane was appointed as a director effective February 7, 2008. The \$125,000 in director's fees were accrued but not paid.

(6) Mr. Adams was appointed as a director effective June 11, 2008 and resigned January 5, 2009.

(7)Represents the dollar amount recognized for financial reporting purposes of restricted stock grants and stock options awarded, computed in accordance with SFAS 123(R).

Securities Authorized for Issuance Under Equity Compensation Plans

As of December 31, 2008, there were 2,500,000 options to purchase shares of Common Stock authorized under the 2004 Plan, with 23,990 options, warrants, or shares of Common Stock available for future issuance under the 2004 Plan. The following table shows information with respect to the 2004 Plan, which is the sole equity compensation plan under which the Company's Common Stock was authorized for issuance as of the fiscal year, ended December 31, 2008.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Number of shares of restricted Common Stock issued (b)	Weighted average exercise price of outstanding options, warrants and rights (c)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a) and (b)) (d)
Equity compensation plans approved by security holders	1,627,000	849,010	\$ 3.49	23,990
Equity compensation plans not approved by security holders	-0-	-0-	-0-	-0-
Total	1,627,000	849,010	-0-	23,990

Employment Contracts and Termination and Change of Control Arrangements

Effective May 7, 2009, the Company entered into an employment agreement with Steven H. Kane as President and Chief Executive Officer. Mr. Kane will receive an initial annual base salary of \$325,000 and he is eligible to receive an incentive bonus each fiscal year in the amount of not less than 25% of his annual base salary for such year, with the payment of such bonus based on Mr. Kane's achievement of performance objectives established by the Company's Board of Directors each fiscal year. In the event that Mr. Kane's employment is terminated without cause, the Company is required to pay Mr. Kane (1) all accrued but unpaid compensation; (2) severance payments based on his annual base salary for a period of twelve months; (3) a pro-rated bonus for the year in which termination occurred; and (4) payment of, or reimbursement for, the continuation of his health and welfare benefits coverage pursuant to COBRA for a twelve-month period following such termination or resignation date.

Pursuant to the Mr. Kane's employment agreement, the Company granted Mr. Kane a non-statutory stock option to purchase 2,000,000 shares of the Company's Common Stock (the "Option"). The exercise price of the option was set at the average closing bid and ask price of the Company's Common Stock on the effective date of the grant, or \$0.75. Upon the six-month anniversary of the effective date of the employment agreement, 250,000 shares subject to the option shall vest and become exercisable, and thereafter the remaining shares will vest over a forty-two month period at the rate of 1/48th of the total shares per month. In addition, if a change of control of the Company that occurs during his employment, any unvested shares shall become fully vested and Mr. Kane will receive a cash payment of two times his current base salary.

Effective January 5, 2009, the Company entered into an employment agreement with Brian Stewart as Vice President of Business Development. Mr. Stewart will receive an initial annual base salary of \$225,000 and he is eligible to receive an incentive bonus each fiscal year in accordance with the terms of the executive bonus plan, which will be determined by the Chief Executive Officer. In the event that Mr. Stewart's employment is terminated without cause the Company is required to pay Mr. Stewart (1) all accrued but unpaid compensation; (2) severance payments based on his annual base salary for a period of up to twelve months; (3) a pro-rated bonus for the year in which termination occurred; and (4) payment of, or reimbursement for, the continuation of his health and welfare benefits coverage pursuant to COBRA for a twelve-month period following such termination or resignation date.

Pursuant to Mr. Stewart's employment agreement, the Company granted Mr. Stewart a non-statutory stock option to purchase 750,000 shares of the Company's common stock. The exercise price of the option was set at the average closing bid and ask price of the Company's common stock to the effective date of the grant, or \$0.75. Upon the six-month anniversary of the effective date of the Agreement, 93,750 shares subject to the option shall vest and become exercisable and thereafter, the remaining shares will vest over a forty-two month period at the rate of 1/48th of the total shares per month. In addition, upon a change of control of the Company that occurs during his employment, any unvested shares shall become fully vested and Mr. Stewart will receive a cash payment of two times his current base salary.

Except as provided in the employment contracts of Messrs. Kane and Stewart, there exists no plan or arrangement calling for compensation on the retirement or resignation or any other named executive officer or termination of such individual's employment with the Company. The Compensation Committee will consider, consistent with its duties, the terms of any such agreements, plans or arrangements.

Indemnification Agreements

There are no indemnification agreements known to management, which have been entered into by the Company. The Company's Amended and Restated Certificate of Incorporation authorizes the Company to indemnify its executive officers, directors, agents, and any other persons to whom Delaware law permits the Company to provide indemnification, in excess of the indemnification otherwise permitted by Section 145 of the Delaware General Corporation Law, subject only to limits created by applicable Delaware law (statutory or non-statutory) with respect to actions for breach of duty to the Company, its stockholders and others.

Policy With Respect To Section 162(m)

Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), provides that, unless an appropriate exemption applies, a tax deduction for the Company for compensation of certain executive officers named in the Summary Compensation Table will not be allowed to the extent such compensation in any taxable year exceeds \$1 million. As no executive officer of the Company received compensation during 2008 approaching \$1 million, and the Company does not believe that any executive officer's compensation is likely to exceed \$1 million in 2009, the Company has not developed an executive compensation policy with respect to qualifying compensation paid to its executive officers for deductibility under Section 162(m) of the Code.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following tables set forth certain information with respect to beneficial ownership (as that term is defined in the rules and regulations of the SEC) of the Company's Common Stock and Preferred Stock as of June 30, 2009, by (1) each person who is known by the Company to be the beneficial owner of more than five percent of the outstanding Common Stock and/or Preferred Stock, (2) each director, including director-nominees, of the Company, (3) each named executive officer listed in the Summary Compensation Table and (4) all directors and named executive officers of the Company as a group. Except as otherwise indicated, to the Company's knowledge, all shares are beneficially owned and investment and voting power is held as stated by the persons named as owners. The address for all beneficial owners, unless stated otherwise below, is c/o Patient Safety Technologies, Inc., 43460 Ridge Park Drive, Suite 140, Temecula, CA 92590.

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Name and Address of Beneficial Owner of Common Stock (1)	Number of Shares	Beneficial Ownership		
		Percent of Class	Number of Shares Percent of Preferred Stock (2) of Class	
Greater than 5% Beneficial Owners:				
Compass Management Limited 795 Ridge Lake Blvd., Suite 106 Memphis, TN 38120	2,600,000(3)	14.3%	—	—
Francis Capital Management, LLC 429 Santa Monica Blvd., Suite 320 Santa Monica, CA 90401	3,251,640(4)	17.0%	—	—
Radisson Trading Company No. 87 Lang 58 Rong Hua West Rd., Shanghai 201103 China	1,280,000(5)	7.2%	—	—
DSAM Fund LP 222 Broadway, 6th Floor New York, NY 10038	1,114,000(6)	6.3%	—	—
A Plus International, Inc. 5138 Eucalyptus Avenue Chino, California 91710	1,100,000(7)	6.3%	—	—
Alan E. Morelli 225 Mantua Road Pacific Palisades, California 90272	1,627,252(8)	8.6%	—	—
Charles J. Kalina III 93 Grove Street Somerville, NJ 08876	1,068,993(9)	6.1%	—	—
Melanie Glazer 1800 Century Park East, Ste. 200 Los Angeles, California 90067	471,922(10)	2.7%	8,150	74.4%
Zealous Partners LLC 1800 Century Park East, Ste. 200 Los Angeles, California 90067	79,068(11)	*	2,600	23.7%
Directors and Named Executive Officers:				
John P. Francis, Director	3,251,640(4)	17.0%	—	—
Wenchen Lin, Director	1,100,000(7)	6.3%	—	—
Brian Stewart, Vice President Business Development	663,000(12)	3.8%	—	—
Herbert Langsam, Director	202,903(13)	1.2%	—	—

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Louis Glazer, M.D., Ph.G., Director	471,922(14)	2.7%	—	—
Steven Kane, Chairman of the Board, President and Chief Executive Officer	166,666(15)	1.0%	—	—
Howard E. Chase, Director	200,000(16)	1.2%	—	—
Loren L. McFarland, Director	200,000(17)	1.2%	—	—
William M. Adams, former Chief Executive Officer	668,517(18)	3.8%	—	—
Richard Bertran, former President of SurgiCount	287,500(19)	1.7%	—	—
David Bruce, former Chief Executive Officer	—	—	—	—
William B. Horne, former Chief Executive Officer	412,612(20)	2.4%	—	—
Mary Lay, Interim Chief Financial Officer	—	—	—	—
All directors and named executive officers as a group (13 persons)	7,624,760	42.1%	—	—

* Represents less than 1%

- (1) Applicable percentage ownership is based on 17,197,872 shares of Common Stock outstanding as of June 30, 2009, together with securities exercisable or convertible into shares of Common Stock within 60 days of June 30, 2009 for each security holder. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of Common Stock that a person has the right to acquire beneficial ownership of upon the exercise or conversion of options, convertible stock, warrants or other securities that are currently exercisable or convertible or that will become exercisable or convertible within 60 days of June 30, 2009 are deemed to be beneficially owned by the person holding such securities for the purpose of computing the percentage of ownership of such person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.
- (2) Applicable percentage ownership is based on 10,950 shares of Series A Convertible Preferred Stock outstanding. Each share of Series A Convertible Preferred Stock is convertible into 22.5 shares of Common Stock. Except as otherwise required by law, each holder of Series A Convertible Preferred Stock is entitled to vote on all matters submitted to our stockholders, voting together with the holders of Common Stock as a single class, with each share of Series A Convertible Preferred Stock entitled to one vote per share.
- (3) Consists of: (a) 1,600,000 shares of Common Stock; and (b) warrants to purchase 1,000,000 shares of Common Stock.
- (4) Consists of: (a) 1,272,000 shares of Common Stock; and (b) warrants to purchase 1,979,640 shares of Common Stock. John Francis has voting and investment control over the securities held by Francis Capital Management, LLC.
- (5) Consists of: (a) 800,000 shares of Common Stock; and (b) warrants to purchase 480,000 shares of Common Stock.
- (6) Consists of: (a) 640,000 shares of Common Stock; and (b) warrants to purchase 474,000 shares of Common Stock.
- (7) A Plus International, Inc. owns 800,000 shares of Common Stock and warrants to purchase 300,000 shares of Common Stock. Mr. Lin has the power to vote and direct the disposition of all securities owned by A Plus International, Inc.
- (8) Consists of warrants to purchase 1,627,252 shares of Common Stock.
- (9) Consists of: (a) 600,682 shares of Common Stock; and (b) warrants to purchase 468,311 shares of Common Stock.
- (10) Consists of: (a) 83,326 shares of Common Stock; (b) warrants to purchase 70,221 shares of Common Stock; (c) 60,000 shares of Common Stock issuable upon exercise of stock options with an exercise price of \$4.10 per share that expire on January 31, 2016; (d) 75,000 shares of Common Stock issuable upon exercise of stock options with an exercise price of \$5.27 per share that expire on March 30, 2015; and (e) 183,375 shares of Common Stock issuable upon conversion of 8,150 shares of Series A Convertible Preferred Stock. Includes Common Stock and Preferred Stock controlled by his spouse, Melanie Glazer.
- (11) Consists of: (a) 20,568 shares of Common Stock; and (b) 58,500 shares of Common Stock issuable upon conversion of 2,600 shares of Series A Convertible Preferred Stock.
- (12) Consists of: (a) 130,000 shares of Common Stock; (b) warrants to purchase 348,000 shares of Common Stock; (c) 60,000 shares of Common Stock issuable upon exercise of stock options with an exercise price of \$5.27 per share that expire March 30, 2015; and (d) 125,000 shares of Common Stock issuable upon exercise of stock options with an exercise price of \$0.75 per share.
- (13) Consists of: (a) 118,403 shares of Common Stock; (b) 15,000 shares of Common Stock issuable upon exercise of stock options with an exercise price of \$4.30 per share that expire on January 25, 2016; (c) 4,500 shares of Common Stock issuable upon exercise of stock options with an exercise price of \$5.27 per share that expire on March 30, 2015; and (d) warrants to purchase 65,000 shares of Common Stock.
- (14) Consists of: (a) 83,326 shares of Common Stock; (b) warrants to purchase 70,221 shares of Common Stock; (c) 60,000 shares of Common Stock issuable upon exercise of stock options with an exercise price of \$4.10 per share that expire on January 31, 2016; (d) 75,000 shares of Common Stock issuable upon exercise of stock options with an exercise price of \$5.27 per share that expire on March 30, 2015; and (e) 183,375 shares of Common Stock issuable upon conversion of 8,150 shares of Series A Convertible Preferred Stock. Includes Common Stock controlled by her spouse, Louis Glazer M.D.
- (15) Consists of warrants to purchase 166,666 shares of Common Stock.

- (16) Consists of 200,000 shares of Common Stock issuable upon exercise of stock options with an exercise price of \$0.99 that expire on June 22, 2019.
- (17) Consists of 200,000 shares of Common Stock issuable upon exercise of stock options with an exercise price of \$0.99 that expire on June 22, 2019.
- (18) Consists of (a) 82,017 shares of Common Stock; (b) 300,000 shares of Common Stock issuable upon exercise of stock options with an exercise price of \$1.25 that expire on April 10, 2010; and (c) warrants to purchase 286,500 shares of Common Stock.
- (19) Consists of (a) 175,000 shares of Common Stock issuable upon exercise of stock options with an exercise price of \$1.25 that expire on September 16, 2009; (b) 50,000 shares of Common Stock issuable upon exercise of stock options with an exercise price of \$1.39 that expire on September 16, 2009; and (c) warrants to purchase 62,500 shares of Common Stock.
- (20) Consists of (a) 91,000 shares of Common Stock; and (b) warrants to purchase 321,612 shares of Common Stock.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires the Company's executive officers and directors, and persons who beneficially own more than 10% of the Common Stock, to file initial statements of beneficial ownership (Form 3), and statements of changes in beneficial ownership (Form 4 or 5), of securities of the Company with the SEC. Executive officers, directors and greater than 10% stockholders also are required by the SEC to furnish the Company with copies of all forms that they file pursuant to Section 16(a).

To the Company's knowledge, based solely on its review of the copies of such forms received by it, or written representations from certain reporting persons that no additional forms were required for those persons, the Company believes that its executive officers, directors and greater than 10% beneficial owners have complied with the Section 16(a) filing requirements applicable to them for the fiscal year ended December 31, 2008, except as follows:

- Mr. Horne reported three acquisitions of Common Stock on May 30, 2007 through June 1, 2007 on a Form 4 filed on April 14, 2008;
- Mr. Langsam reported his becoming a reporting person on February 7, 2008 and one acquisition of warrants to purchase Common Stock on April 16, 2008 on Form 3 filed on April 17, 2008;
- Compass Global Management Ltd. reported one acquisition of Common Stock and one acquisition of warrants to purchase Common Stock on August 1, 2008 on Form 3 filed on September 2, 2008;
 - Mr. Stewart has not reported on Form 3 his becoming a reporting person on February 25, 2005;
- Neither A Plus nor Mr. Lin has reported on Form 3 becoming a reporting person either on January 26, 2007 or on March 28, 2007, respectively;
- Mr. Francis has not reported on Form 3 his becoming a reporting person on November 26, 2007; Francis Capital Management, LLC, of which Mr. Francis is a principal, did file a Schedule 13D on October 26, 2007.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

A Plus International, Inc.

On January 29, 2007, the Company entered into an Exclusive License and Supply Agreement with A Plus International, Inc., a surgical supplies manufacturer. Pursuant to the Supply Agreement, A Plus was granted the exclusive, worldwide license to manufacture SurgiCount sponges and towels.

Under this agreement, A Plus effectively serves as the Company's sole source supplier of consumables for resale to the Company's customers. The Supply Agreement has a term of eight years. The agreement provides a pricing schedule, which is to remain, fixed at the current level for the first three (3) years of the Supply Agreement; thereafter, the pricing schedule is subject to adjustment based on certain price indices and exchange rates.

On April 11, 2008 the Company issued a \$100,000 short-term note payable to A Plus, which was paid in full on May 30, 2008, including \$1,000 in accrued interest. In May 2008, the Company paid A Plus a deposit of \$700,000 to be applied against product purchases from A Plus. The Company also issued to A Plus a Warrant to purchase up to 300,000 shares of Common Stock of the Company at an exercise price of \$2.00 per share, and with a term of seven (7) years. As of December 31, 2008 the entire \$700,000 purchase credit had been applied to surgical sponge purchases.

Wenchen Lin, a director and significant beneficial owner of the Company, is an officer and significant equity holder of A Plus. By virtue of his ownership interest in A Plus, Mr. Lin realized income of approximately \$1.4 million and \$467,000 from A Plus' sales pursuant to the Supply Agreement during the years ended December 31, 2008 and 2007, respectively.

Relationship between Health West Marketing Inc., A Plus and the Company's former Chief Executive Officer

William Adams, the Company's former Chief Executive Officer, has served as Chief Executive Officer and President of Health West Marketing Inc. since its inception in 1983. Mr. Adams has informed the Company that during the years ended December 31, 2008 and 2007 Health West Marketing Incorporated received payments for consulting services of \$240,000 annually from A Plus International, Inc. The consulting arrangement between A Plus and Health West has been an ongoing agreement between the respective parties, and was in place at the time the Company entered into the Supply Agreement with A Plus.

The competitiveness of the pricing offered by A Plus under the Supply Agreement has not been ascertained by the Company's current management. The Company did not recognize any income or expense in connection with the arrangement between A Plus and Health West.

Mr. Adams' employment with the Company terminated on January 5, 2009. From January 9 through April 14, 2008, the Company engaged Mr. Adams' services as an independent consultant for a monthly fee of \$25,000, equivalent to Mr. Adams former base salary as an employee, plus a car allowance. Commencing on April 15, 2009, fees payable to Mr. Adams have been reduced to \$10,000 per month and his car allowance has been discontinued. The Company is currently negotiating a written consulting services agreement with Mr. Adams.

Code of Conduct

We have adopted a code of conduct that applies to all of our employees, including our Chief Executive Officer and Chief Financial Officer. The text of the code of conduct is filed as an exhibit to our Annual Report on Form 10-K/A, and is available to stockholders without charge, upon request, in writing to the Corporate Secretary, Patient Safety Technologies, Inc., 43460 Ridge Park Drive, Suite 140, Temecula, CA 92590. Disclosure regarding any amendments to, or waivers from, provision of the code of conduct that apply to our directors, principal executive and financial officers will be included in a Current Report on Form 8-K within four business days following the date of the amendment or waiver.

Item 14. Principal Accountant Fees and Services.

The following table presents fees for professional audit services and other fees billed by Squar Milner, Peterson, Miranda & Williamson, LLP for the fiscal years ended December 31, 2008 and 2007, respectively.

	Fiscal Year Ended December 31, 2008	Fiscal Year Ended December 31, 2007
Audit Fees	\$ 195,000	\$ 169,000
Audit-Related Fees	\$ 4,000	—
Tax Fees	\$ 13,000	\$ 9,000

Total Fees	\$	212,000	\$	178,000
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Audit Fees. Audit fees consist of fees billed for professional services rendered for the audit of our year-end consolidated financial statements and reviews of the interim consolidated financial statements included in quarterly reports and services that are normally provided by independent accountants in connection with statutory and regulatory filings.

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Audit-Related Fees. Audit-related fees consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under “Audit Fees.” These services include attest services that are not required by statute or regulation and consultations concerning financial accounting and reporting standards.

Tax Fees. Tax fees consist of fees billed for professional services for tax compliance. These services include assistance regarding federal, state and local tax compliance.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-audit Services of Independent Auditors

Consistent with policies of the Securities and Exchange Commission regarding auditor independence, the Audit Committee has responsibility for appointing, setting compensation and overseeing the work of the independent auditors. In recognition of this responsibility, the Audit Committee has established a policy to pre-approve all audit and permissible non-audit services provided by the independent auditors. Our Audit Committee will consider whether the provision of non-audit services is compatible with maintaining the independent auditor’s independence, and will approve such services, should such a situation arise.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

Item 15(a). The following documents are set forth under Part II, Item 8 of this Annual Report on Form 10-K.

(1) Financial Statements:

Report of Independent Registered Public Accounting Firm	30
Consolidated Balance Sheet	31
Consolidated Statement of Operations	32
Consolidated Statements of Stockholders’ Equity (Deficit) -	33
Consolidated Statement of Cash Flows	34
Notes to Consolidated Financial Statements	F-1

Item 15(a)(2) Exhibits List.

The following exhibits are filed herewith or incorporated by reference as set forth below:

Exhibit Number	Description
2.1	Agreement and Plan of Merger and Reorganization, dated as of February 3, 2005, by and among Franklin Capital Corporation (n/k/a Patient Safety Technologies, Inc.), SurgiCount Acquisition Corp., SurgiCount Medical, Inc., Brian Stewart and Dr. William Stewart (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on February 9, 2005)
3.1	Amended and Restated Certificate of Incorporation (Incorporated by reference to the Company's annual report on Form 10-K for the fiscal year ended December 31, 2004, filed with the Securities and Exchange Commission on March 30, 2005)
3.2	Certificate of Amendment to Certificate of Incorporation (Incorporated by reference to Appendix E to the Company's Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on March 2, 2005)
3.3	By-laws (Incorporated by reference to the Company's Form N-2 filed with the Securities and Exchange Commission on July 31, 1992)
4.1	Certificate of Designation of Series A Convertible Preferred Stock (Included in Amended and Restated Certificate of Incorporation (Exhibit 3.1 hereto))
4.2	\$1,000,000 principal amount Promissory Note dated August 28, 2001 issued to Winstar Radio Networks, LLC, Winstar Global Media, Inc. or Winstar Radio Productions, LLC (Incorporated by reference to the Company's annual report on Form 10-K for the fiscal year ended December 31, 2005, filed with the Securities and Exchange Commission on April 17, 2006)
4.3	Form of non-callable Warrant issued to James Colen (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on April 26, 2005)
4.4	Form of callable Warrant issued to James Colen (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on April 26, 2005)
4.5	Promissory Note in the principal amount of \$1,000,000 issued January 12, 2006 by Automotive Services Group, LLC to Steven J. Caspi (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on January 18, 2006)
4.6	Promissory Note dated February 8, 2006 issued by Automotive Services Group, LLC to Ault Glazer Bodnar Acquisition Fund, LLC (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on February 14, 2006)
4.7	Revolving Line of Credit Agreement dated and effective as of March 7, 2006 by and between Ault Glazer Bodnar Acquisition Fund LLC and Patient Safety Technologies, Inc. (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on March 8, 2006)
4.8	Promissory Note in the principal amount of \$500,000 issued May 1, 2006 by the Patient Safety Technologies, Inc. to the Herbert Langsam Irrevocable Trust (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on February 14, 2006)
4.9	

- \$400,000 principal amount Convertible Promissory Note issued by Patient Safety Technologies, Inc. to Charles J. Kalina III on November 3, 2006
- 4.10 Warrant to purchase 85,000 shares of common stock issued by Patient Safety Technologies, Inc. to Charles J. Kalina III on July 12, 2006 (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on July 14, 2006)
- 4.11 Warrant to purchase 100,000 shares of common stock issued by Patient Safety Technologies, Inc. to Charles J. Kalina III on November 3, 2006
- 4.12 Amended Promissory Note dated September 5, 2008 between the Company and Ault Glazer Capital Partners, LLC.
- 10.1 Amended and Restated Stock Option and Restricted Stock Plan (Incorporated by reference to Annex A to the Company's Revised Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on October 18, 2005)

Exhibit Number	Description
10.2	Employment Agreement entered into as of June 13, 2005 by and between Patient Safety Technologies, Inc. and William B. Horne (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on June 16, 2005)
10.3	Employment Agreement dated October 31, 2005 between SurgiCount Medical, Inc., Patient Safety Technologies, Inc. and Richard Bertran (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on November 2, 2005)
10.4	Employment Agreement entered into as of April 21, 2006 between SurgiCount Medical, Inc., Patient Safety Technologies, Inc. and William M. Adams (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on April 27, 2006)
10.5	Engagement Letter dated February 10, 2006 between Analog Ventures, LLC and Patient Safety Technologies, Inc. (Incorporated by reference to the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2006, filed with the Securities and Exchange Commission on May 19, 2006)
10.6	Security Agreement dated May 1, 2006, between the Company and the Herbert Langsam Revocable Trust (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on May 5, 2006)
10.7	Secured Convertible Note and Warrant Purchase Agreement dated June 6, 2006 between the Company and Alan Morelli (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on June 9, 2006)
10.8	Registration Rights Agreement dated June 6, 2006 by and between Patient Safety Technologies, Inc. and Alan E. Morelli (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on June 9, 2006)
10.9	Subscription Agreement dated August 30, 2006 between Patient Safety Technologies, Inc. and Nobu Ventures Inc. (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on September 6, 2006)
10.10	Secured Convertible Note and Warrant Purchase Agreement dated September 8, 2006 between the Company and Steven J. Caspi (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on March 1, 2007)
10.11	Pledge Agreement and Addendum to Pledge Agreement dated as of September 8, 2006 between the Company and Steven J. Caspi (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on March 1, 2007)
10.12	Supply Agreement dated November 14, 2006 between SurgiCount Medical, Inc. and Cardinal Health 200, Inc. (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on November 20, 2006)
10.13	Exclusive License and Supply Agreement dated January 26, 2007, by and among SurgiCount Medical, Inc. and A Plus International, Inc. (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on February 2, 2007)

- 10.14 Subscription Agreement dated January 26, 2007 between Patient Safety Technologies, Inc. and A Plus International, Inc. (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on February 2, 2007)
- 10.15 Subscription Agreement dated January 29, 2007 between Patient Safety Technologies, Inc. and Nite Capital, LP. (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on February 2, 2007)
- 10.16 Subscription Agreement dated January 29, 2007 between Patient Safety Technologies, Inc. and David Wilstein and Susan Wilstein, as Trustees of the Century Trust (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on February 2, 2007)

Exhibit Number	Description
10.17	Form of Subscription Agreement entered into between March 7, 2007 to April 5, 2007 between Patient Safety Technologies, Inc. and several accredited investors (Incorporated by reference to the Company's annual report on Form 10-K for the year ended December 31, 2006, filed with the Securities and Exchange Commission on May 16, 2007)
10.18	Secured Convertible Note issued August 10, 2007 with an effective date of June 1, 2007 between the Company and Ault Glazer Capital Partners, LLC (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on August 16, 2007)
10.19	Guaranty of Payment by SurgiCount Medical, Inc. and Patient Safety Technologies, Inc., in favor of Ault Glazer Capital Partners, LLC in connection with the \$2,530,558.40 Promissory Note issued August 10, 2007 with an effective date of June 1, 2007 by the Company to Ault Glazer Capital Partners, LLC (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on August 16, 2007)
10.20	Form of Subscription Agreement entered into between March 7, 2007 to April 5, 2007 between Patient Safety Technologies, Inc. and several accredited investors (Incorporated by reference to the Company's annual report on Form 10-K for the year ended December 31, 2006, filed with the Securities and Exchange Commission on May 16, 2007)
10.21	Secured Convertible Note issued August 10, 2007 with an effective date of June 1, 2007 between the Company and Ault Glazer Capital Partners, LLC (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on August 16, 2007)
10.22	Guaranty of Payment by SurgiCount Medical, Inc. and Patient Safety Technologies, Inc., in favor of Ault Glazer Capital Partners, LLC in connection with the \$2,530,558.40 Promissory Note issued August 10, 2007 with an effective date of June 1, 2007 by the Company to Ault Glazer Capital Partners, LLC (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on August 16, 2007)
10.23	Form of Subscription Agreement entered into on May 27, 2008 between Patient Safety Technologies, Inc. and several accredited investors (Incorporated by reference to the Company's annual report on Form 10-K for the year ended December 31, 2008, filed with the Securities and Exchange Commission on June 2, 2008.
10.24	Form of Subscription Agreement entered into on August 1, 2008 between Patient Safety Technologies, Inc. and several accredited investors (Incorporated by reference to the Company's annual report on Form 10-K for the year ended December 31, 2008, filed with the Securities and Exchange Commission on August 14, 2008.
10.25	Executive Services Agreement dated July 11, 2008 between Patient Safety Technologies, Inc. and Tatum LLC for the employment of Mary A. Lay as the Interim Chief Financial Officer.
10.26	Employment Agreement dated January 5, 2009 between Patient Safety Technologies Inc. and David I. Bruce.
10.27	Employment Agreement dated May 7, 2009 between Patient Safety Technologies Inc. and Steven H. Kane.

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- 10.28* Employment Agreement dated January 5, 2009 between Patient Safety Technologies Inc. and Brian Stewart.
- 10.29* Code of Business Conduct and Ethics
- 16.1 Letter from Peterson & Company, LLP to the SEC dated December 14, 2006 (Incorporated by reference to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on December 15, 2006)
- 21.1* Subsidiaries of the Company
- 31.1* Certification of Chief Executive required by Rule 13a-14(a) or Rule 15d-14(a)
- 31.2* Certification of Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a)
- 32.1* Certification of Chief Executive Officer required by Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code
- 32.2* Certification of Chief Financial Officer required by Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code

* Filed herewith.

SIGNATURES

Pursuant to the requirements of Rule 12b-15 of the Securities exchange Act of 1934, the registrant has duly caused this Amendment No. 2 to its Annual Report on Form 10-K for the year ended December 31, 2008 to be signed on its behalf by the undersigned hereunto duly authorized.

PATIENT SAFETY TECHNOLOGIES, INC.

July 10, 2009

By: /s/ Steven H. Kane.
Name: Steven H. Kane
Title: Chairman, President and Chief Executive
Officer

July 10, 2009

By: /s/ Mary A. Lay.
Name: Mary A. Lay
Title: Interim Chief Financial Officer