ALPHA PRO TECH LTD
Form 10-Q
August 04, 2016
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

Quarterly Report pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

For the Quarterly Period Ended June 30, 2016

Commission File No. 01-15725

Alpha Pro Tech, Ltd.

(exact name of registrant as specified in its charter)

Delaware, U.S.A.	63-1009183
(State or other jurisdiction of incorporation)	(I.R.S. Employer Identification No.)

60 Centurian Drive, Suite 112

Markham, Ontario, Canada	L3R 9R2
(Address of principal executive offices)	(Zip Code)

Registrant’s telephone number, including area code: (905) 479-0654

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes _X_ No ___

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer___ Accelerated filer ___ Non-accelerated filer ___ Smaller reporting company _X_

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ___ No _X_

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding July 28, 2016
Common Stock, $0.01 par value	16,960,354 shares

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Condensed Consolidated Balance Sheets (Unaudited)

	June 30, 2016	December 31, 2015 (1)
Assets		
Current assets:		
Cash	$10,588,000	$9,681,000
Investments	574,000	656,000
Accounts receivable, net of allowance for doubtful accounts of $61,000 and $46,000 as of June 30, 2016 and December 31, 2015, respectively	5,113,000	2,762,000
Accounts receivable, unconsolidated affiliate	2,000	8,000
Inventories	12,656,000	16,398,000
Prepaid expenses and other current assets	2,942,000	3,092,000
Deferred income tax assets	484,000	484,000
Total current assets	32,359,000	33,081,000
Property and equipment, net	2,806,000	2,907,000
Goodwill	55,000	55,000
Definite-lived intangible assets, net	42,000	51,000
Equity investments in unconsolidated affiliate	3,231,000	3,040,000
Total assets	$38,493,000	$39,134,000
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	$965,000	$1,027,000
Accrued liabilities	1,087,000	1,128,000
Total current liabilities	2,052,000	2,155,000
Deferred income tax liabilities	820,000	867,000
Total liabilities	2,872,000	3,022,000

Commitments		
Shareholders' equity:		
Common stock, $.01 par value: 50,000,000 shares authorized; 16,960,356 and 17,850,456 shares outstanding as of June 30, 2016 and December 31, 2015, respectively	170,000	178,000
Additional paid-in capital	14,817,000	16,526,000
Accumulated other comprehensive loss	(226,000)	(148,000)
Retained earnings	20,860,000	19,556,000
Total shareholders' equity	35,621,000	36,112,000
Total liabilities and shareholders' equity	$38,493,000	$39,134,000

(1) The condensed consolidated balance sheet as of December 31, 2015 has been prepared using information from the audited consolidated balance sheet as of that date.

See accompanying Notes to Condensed Consolidated Financial Statements (Unaudited)

Alpha Pro Tech, Ltd.

Condensed Consolidated Statements of Income (Unaudited)

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2016	2015	June 30, 2016	2015
Net sales	$12,708,000	$12,095,000	$24,555,000	$22,749,000
Cost of goods sold, excluding depreciation and amortization	8,168,000	8,179,000	15,770,000	15,008,000
Gross profit	4,540,000	3,916,000	8,785,000	7,741,000
Operating expenses:				
Selling, general and administrative	3,334,000	3,520,000	6,791,000	7,097,000
Depreciation and amortization	117,000	150,000	271,000	321,000
Total operating expenses	3,451,000	3,670,000	7,062,000	7,418,000
Income from operations	1,089,000	246,000	1,723,000	323,000
Other income:				
Equity in income of unconsolidated affiliate	93,000	117,000	191,000	215,000
Interest income, net	1,000	14,000	2,000	15,000
Total other income	94,000	131,000	193,000	230,000
Income before provision for income taxes	1,183,000	377,000	1,916,000	553,000
Provision for income taxes	386,000	89,000	612,000	117,000
Net income	$797,000	$288,000	$1,304,000	$436,000
Basic earnings per common share	$0.05	$0.02	$0.07	$0.02
Diluted earnings per common share	$0.05	$0.02	$0.07	$0.02

Basic weighted average common shares outstanding	17,211,268	18,208,947	17,440,299	18,254,188
Diluted weighted average common shares outstanding	17,211,268	18,308,806	17,440,299	18,388,228

See accompanying Notes to Condensed Consolidated Financial Statements (Unaudited).

Alpha Pro Tech, Ltd.

Condensed Consolidated Statements of Comprehensive Income (Loss) (Unaudited)

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2016	2015	June 30, 2016	2015
Net income	$797,000	$288,000	$1,304,000	$436,000
Other comprehensive income (loss):				
Change in unrealized gain (loss) on marketable securities, net of tax	18,000	(541,000)	(78,000)	(869,000)
Comprehensive income (loss)	$815,000	$(253,000)	$1,226,000	$(433,000)

See accompanying Notes to Condensed Consolidated Financial Statements (Unaudited).

Alpha Pro Tech, Ltd.

Condensed Consolidated Statement of Shareholders' Equity (Unaudited)

For the Six Months Ended June 30, 2016

	Common Stock		Additional Paid-in	Accumulated Other Comprehensive	Retained	
	Shares	**Amount**	**Capital**	**Income**	**Earnings**	**Total**
Balance as of December 31, 2015	17,850,456	$178,000	$16,526,000	$ (148,000)	$19,556,000	$36,112,000
Common stock repurchased and retired	(890,100)	(8,000)	(1,743,000)	-	-	(1,751,000)
Stock-based compensation expense	-	-	34,000	-	-	34,000
Net income	-	-	-	-	1,304,000	1,304,000
Other comprehensive loss	-	-	-	(78,000)	-	(78,000)
Balance as of June 30, 2016	16,960,356	$170,000	$14,817,000	$ (226,000)	$20,860,000	$35,621,000

See accompanying Notes to Condensed Consolidated Financial Statements (Unaudited).

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Condensed Consolidated Statements of Cash Flows (Unaudited)

	For the Six Months Ended June 30, 2016	2015
Cash Flows From Operating Activities:		
Net income	$1,304,000	$436,000
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Stock-based compensation expense	34,000	11,000
Depreciation and amortization	271,000	321,000
Equity in income of unconsolidated affiliate	(191,000)	(215,000)
Changes in assets and liabilities:		
Accounts receivable, net	(2,351,000)	(438,000)
Accounts receivable, unconsolidated affiliate	6,000	249,000
Inventories	3,742,000	(2,674,000)
Prepaid expenses and other current assets	150,000	1,667,000
Accounts payable and accrued liabilities	(103,000)	(567,000)
Net cash provided by (used in) operating activities	2,862,000	(1,210,000)
Cash Flows From Investing Activities:		
Purchase of property and equipment	(163,000)	(106,000)
Purchase of marketable securities	(41,000)	(15,000)
Net cash used in investing activities	(204,000)	(121,000)
Cash Flows From Financing Activities:		
Repurchase of common stock	(1,751,000)	(968,000)
Proceeds from exercise of stock options	-	718,000
Net cash used in financing activities	(1,751,000)	(250,000)
Increase (decrease) in cash	907,000	(1,581,000)
Cash, beginning of the period	9,681,000	5,495,000
Cash, end of the period	$10,588,000	$3,914,000

See accompanying Notes to Condensed Consolidated Financial Statements (Unaudited).

Alpha Pro Tech, Ltd.

Notes to Condensed Consolidated Financial Statements (Unaudited)

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1. The Company

Alpha Pro Tech, Ltd. (“Alpha Pro Tech” or the “Company”) is in the business of protecting people, products and environments. The Company accomplishes this by developing, manufacturing and marketing a line of building supply products for the new home and re-roofing markets; a line of disposable protective apparel for the cleanroom, industrial and pharmaceutical markets; and a line of infection control products for the medical and dental markets.

The Building Supply segment consists of construction weatherization products, such as housewrap and synthetic roof underlayment, as well as other woven material.

The Disposable Protective Apparel segment consists of a complete line of shoecovers, bouffant caps, coveralls, gowns, frocks and lab coats.

The Infection Control segment consists of a line of face masks and eye shields.

The Company’s products are sold under the "Alpha Pro Tech" brand name and under private label, and are predominantly sold in the United States of America (“US”).

2. Basis of Presentation

The interim financial information included herein is unaudited; however, the information reflects all adjustments (consisting of normal recurring adjustments) that are, in the opinion of management, necessary for the fair presentation of the consolidated financial position, results of operations and cash flows for the interim periods. These interim condensed consolidated financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC") and, therefore, omit certain information and note disclosures necessary to present the statements in accordance with US generally accepted accounting principles ("US GAAP"). The interim condensed consolidated financial statements should be read in conjunction with the Company's current year SEC filings on Form 10-Q and Form 8-K, as well as the consolidated financial statements for the year ended December 31, 2015, which are included in the Company's Annual Report on Form 10-K (the "2015 Form 10-K"), which was filed on March 3, 2016. The results of operations for the six months ended June 30, 2016 reported in this Form 10-Q are not necessarily indicative of the results to be expected for the full year. The condensed consolidated balance sheet as of December 31, 2015 was prepared using information from the audited consolidated balance sheet contained in the 2015 Form 10-K, and does not include all disclosures required by US GAAP for annual consolidated financial statements.

3. Stock-Based Compensation

The Company maintains a stock option plan under which the Company may grant incentive stock options and non-qualified stock options to employees and non-employee directors. Stock options have been granted with exercise prices at or above the fair market value of the underlying shares of common stock on the date of grant. Options vest and expire according to terms established at the grant date.

The Company records compensation expense for the fair value of stock-based awards determined as of the grant date, including employee stock options.

For the six months ended June 30, 2016, 810,000 stock options were granted under the Company's option plan. For the six months ended June 30, 2015, no stock options were granted under the Company's option plan. The Company recognized $34,000 and $11,000 in stock-based compensation expense for the six months ended June 30, 2016 and 2015, respectively, related to the vesting of previously issued options.

Stock options to purchase 1,035,000 shares of common stock were outstanding as of June 30, 2016, and stock options to purchase 225,000 shares of common stock were outstanding as of December 31, 2015.

Alpha Pro Tech, Ltd.

Notes to Condensed Consolidated Financial Statements (Unaudited)

The Company uses the Black-Scholes option-pricing model to value the options. The Company uses historical data to estimate the life of the options. The risk-free interest rate for periods within the contractual life of the award is based on the US Treasury yield curve in effect at the time of grant. The estimated volatility is based on historical volatility and management's expectations of future volatility. The Company uses an estimated dividend payout of zero, as the Company has not paid dividends in the past and, at this time, does not expect to do so in the future.

The following table summarizes stock option activity for the six months ended June 30, 2016:

	Shares	**Weighted Average Exercise Price Per Option**
Options outstanding, December 31, 2015	225,000	$ 1.52
Granted to employees and non-employee directors	810,000	2.12
Exercised	-	-
Canceled/expired/forfeited	-	-
Options outstanding, June 30, 2016	1,035,000	1.99
Options exercisable, June 30, 2016	65,000	1.43

As of June 30, 2016, $883,000 of total unrecognized compensation cost related to stock options was expected to be recognized over a weighted average period of 2.89 years.

4. Investments

As of June 30, 2016 and December 31, 2015, investments totaled $574,000 and $656,000 respectively, which consisted of marketable securities.

The following provides information regarding the Company's marketable securities as of June 30, 2016 and December 31, 2015:

	June 30, 2016	December 31, 2015
Cost basis	$543,000	$502,000
Gains previously recognized on warrants	380,000	380,000
Loss included in accumulated other comprehensive income (loss)	(349,000)	(226,000)
Fair value	$574,000	$656,000

No marketable securities were sold during the six months ended June 30, 2016 and the year ended December 31, 2015. The change in unrealized gain of $18,000 and unrealized loss of $541,000 for the three months ended June 30, 2016 and 2015, respectively, in the statements of comprehensive income (loss) are presented net of tax for the quarters ended June 30, 2016 and 2015, respectively. The tax expense on the unrealized gain was $5,000, and the tax benefit on the unrealized loss was $285,000 for the quarters ended June 30, 2016 and 2015, respectively. The change in unrealized loss of $78,000 and $869,000 for the six months ended June 30, 2016 and 2015, respectively, in the statements of comprehensive income (loss) are presented net of tax for the six months ended June 30, 2016 and 2015. The tax benefit on the unrealized loss was $46,000 and $490,000 for the six months ended June 30, 2016 and 2015, respectively.

Alpha Pro Tech, Ltd.

Notes to Condensed Consolidated Financial Statement Statements (Unaudited)

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5. Recent Accounting Pronouncements

Accounting Standards Update ("ASU") 2014-09, *Revenue from Contracts with Customers* (Topic 606) ("ASU 2014-09"), is a comprehensive new revenue recognition model requiring a company to recognize revenue to depict the transfer of goods or services to a customer at an amount reflecting the consideration that it expects to receive in exchange for those goods or services. In adopting ASU 2014-09, companies may use either a full retrospective or a modified retrospective approach. ASU 2014-09 is effective for the first interim period within an annual reporting period beginning after December 15, 2017, and early adoption is not permitted. The Company will adopt ASU 2014-09 during the first quarter of 2018. Management is evaluating the provisions of this update and has not determined the impact that its adoption will have on the Company's financial position or results of operations.

ASU 2015-11, Inventory (Topic 330): *Simplifying the Measurement of Inventory* ("ASU 2015-11"), applies to inventory that is measured using first-in, first-out ("FIFO") or average cost. Under the updated guidance, a company should measure inventory that is within scope at the lower of cost and net realizable value, which is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation, instead of at the lower of cost or market. ASU 2015-11 is effective for annual and interim periods beginning after December 15, 2016, and is applied prospectively with early adoption permitted at the beginning of an interim or annual reporting period. Management is evaluating the provisions of this update and has not determined the impact that its adoption will have on the Company's financial position or results of operations.

In November 2015, the FASB issued ASU 2015-17, *Income Taxes* (Topic 740*): Balance Sheet Classification of Deferred Taxes*, which requires deferred income tax liabilities and assets to be classified as noncurrent on the balance sheet rather than being separated into current and noncurrent. The guidance is effective for public entities for annual periods beginning after December 15, 2016, and interim periods within those annual periods with early adoption being permitted. The Company has not yet adopted this guidance and has not yet determined the impact of the adoption on the Company's financial position or results of operations.

In February 2016, the FASB issued ASU No. 2016-02, *Leases* (Topic 842), which requires lessees to recognize most leases on the balance sheet. The provisions of this guidance are effective for annual periods beginning after December 15, 2018, and interim periods within those years, with early adoption permitted. Management is evaluating the requirements of this guidance and has not yet determined the impact of the adoption on the Company's financial position or results of operations.

In March 2016, the FASB issued ASU 2016-09, *Compensation – Stock Compensation* (Topic 718),which simplifies several aspects of the accounting for share-based payments, including immediate recognition of all excess tax benefits and deficiencies in the income statement, changing the threshold to qualify for equity classification up to the employees' maximum statutory tax rates, allowing an entity-wide accounting policy election to either estimate the number of awards that are expected to vest or account for forfeitures as they occur, and clarifying the classification on the statement of cash flows for the excess tax benefit and employee taxes paid when an employer withholds shares for tax-withholding purposes. The guidance is effective for annual periods beginning after December 15, 2016, and interim periods within those years, with early adoption permitted. Management is evaluating the requirements of this guidance and has not yet determined the impact of the adoption on the Company’s financial position or results of operations.

Management periodically reviews new accounting standards that are issued. Management has not identified any other new standards that it believes merit further discussion.

Alpha Pro Tech, Ltd.

Notes to Condensed Consolidated Financial Statements (Unaudited)

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6. Inventories

As of June 30, 2016 and December 31, 2015, inventories consisted of the following:

	June 30, 2016	December 31, 2015
Raw materials	$5,019,000	$6,456,000
Work in process	3,044,000	4,143,000
Finished goods	4,593,000	5,799,000
	$12,656,000	$16,398,000

7. Equity Investment in Unconsolidated Affiliate

In 2005, Alpha ProTech Engineered Products, Inc. (a subsidiary of Alpha Pro Tech, Ltd.) entered into a joint venture with a manufacturer in India for the production of building products. Under the terms of the joint venture agreement, a private company, Harmony Plastics Private Limited ("Harmony"), was created with ownership interests of 41.66% by Alpha ProTech Engineered Products, Inc. and 58.34% by Maple Industries and Associates.

This joint venture positions Alpha ProTech Engineered Products, Inc. to respond to current and expected increased product demand for housewrap and synthetic roof underlayment and provides future capacity for sales of specialty roofing component products and custom products for industrial applications requiring high quality extrusion coated fabrics. In addition, the joint venture now supplies products for the Disposable Protective Apparel segment.

The capital from the initial funding and a bank loan, which loan is guaranteed exclusively by the individual shareholders of Maple Industries and Associates and collateralized by the assets of Harmony, were utilized to purchase the original manufacturing facility in India. Harmony currently has five facilities in India (three owned and two rented), consisting of: (1) a 102,000 square foot building for manufacturing building products; (2) a 71,500 square foot building for manufacturing coated material and sewing proprietary disposable protective apparel; (3) a 16,000 square foot facility for sewing proprietary disposable protective apparel; (4) a 12,000 square foot rented facility for coating material; and (5) a 93,000 square foot rented facility for the manufacturing of building products. All additions have been financed by Harmony with no guarantees from the Company.

The Company assesses whether or not related entities are variable interest entities ("VIEs"). For those related entities that qualify as VIEs, the Company determines whether or not it is the primary beneficiary of the VIE, and, if so, the Company will consolidate the VIE. The Company has determined that Harmony is not a VIE and is, therefore, considered to be an unconsolidated affiliate.

The Company records its investment in Harmony as "equity investment in unconsolidated affiliate" in the accompanying condensed consolidated balance sheets. The Company records its equity interest in Harmony's results of operations as "equity in income of unconsolidated affiliate" in the accompanying condensed consolidated statements of income. The Company periodically reviews its investment in Harmony for impairment. Management has determined that no impairment was required as of June 30, 2016.

For the three months ended June 30, 2016 and 2015, Alpha Pro Tech purchased $3,107,000 and $5,420,000 of inventories, respectively, from Harmony. For the six months ended June 30, 2016 and 2015, Alpha Pro Tech purchased $5,930,000 and $8,477,000 of inventories, respectively, from Harmony.

Alpha Pro Tech, Ltd.

Notes to Condensed Consolidated Financial Statements (Unaudited)

For the three months ended June 30, 2016 and 2015, the Company recorded equity in income of unconsolidated affiliate of $93,000 and $117,000, respectively, related to Harmony. For the six months ended June 30, 2016 and 2015, the Company recorded equity in income of unconsolidated affiliate of $191,000 and $215,000, respectively, related to Harmony.

As of June 30, 2016, the Company’s investment in Harmony was $3,231,000, which consisted of its original $1,450,000 investment and cumulative equity in income of unconsolidated affiliate of $2,800,000, less $942,000 in repayments of the advance and $77,000 in dividends.

8. Accrued Liabilities

As of June 30, 2016 and December 31, 2015, accrued liabilities consisted of the following:

	June 30, 2016	**December 31, 2015**
Payroll expenses	$282,000	$727,000
Bonuses payable	611,000	207,000
Uncertain tax position liability	194,000	194,000
	$1,087,000	$1,128,000

9. Basic and Diluted Earnings Per Common Share

The following table provides a reconciliation of both net income and the number of shares used in the computation of “basic” earnings per common share (“EPS”), which utilizes the weighted average number of common shares outstanding without regard to dilutive shares, and “diluted” EPS, which includes all such dilutive shares, for the three and six months ended June 30, 2016 and 2015.

	For the Three Months Ended		**For the Six Months Ended**	
	June 30, 2016	**2015**	**June 30, 2016**	**2015**
Net income (numerator)	$797,000	$288,000	$1,304,000	$436,000
Shares (denominator):				
Basic weighted average common shares outstanding	17,211,268	18,208,947	17,440,299	18,254,188
Add: dilutive effect of common stock options	-	99,859	-	134,040
Diluted weighted average common shares outstanding	17,211,268	18,308,806	17,440,299	18,388,228
Earnings per common share:				
Basic	$0.05	$0.02	$0.07	$0.02
Diluted	$0.05	$0.02	$0.07	$0.02

10. Activity of Business Segments
The Company operates through three business segments:

Building Supply: consisting of a line of construction supply weatherization products. The construction supply weatherization products consist of housewrap and synthetic roof underlayment, as well as other woven material. The majority of the Company’s equity in income of unconsolidated affiliate (Harmony) is included in the total segment income for the Building Supply segment.

Alpha Pro Tech, Ltd.

Notes to Condensed Consolidated Financial Statements (Unaudited)

Disposable Protective Apparel: consisting of a complete line of disposable protective clothing, such as shoecovers (including the Aqua Trak® and spunbond shoecovers), bouffant caps, coveralls, frocks, lab coats, gowns and hoods for the pharmaceutical, cleanroom, industrial and medical markets. A portion of the Company's equity in income of unconsolidated affiliate (Harmony) is included in the total segment income for the Disposable Protective Apparel segment.

Infection Control: consisting of a line of face masks and eye shields.

Segment data excludes charges allocated to the principal executive office and other unallocated expenses and income tax. The Company evaluates the performance of its segments and allocates resources to them based primarily on net sales.

The following table presents consolidated net sales for each segment for the three and six months ended June 30, 2016 and 2015:

	For the Three Months Ended		**For the Six Months Ended**	
	June 30, 2016	**2015**	**June 30, 2016**	**2015**
Building Supply	$7,924,000	$7,073,000	$14,679,000	$12,884,000
Disposable Protective Apparel	3,624,000	3,837,000	7,448,000	7,485,000
Infection Control	1,160,000	1,185,000	2,428,000	2,380,000
Consolidated net sales	$12,708,000	$12,095,000	$24,555,000	$22,749,000

The following table presents the reconciliation of consolidated segment income to consolidated net income for the three and six months ended June 30, 2016 and 2015:

	For the Three Months Ended		**For the Six Months Ended**	
	June 30,		**June 30,**	
	2016	**2015**	**2016**	**2015**
Building Supply	$1,657,000	$982,000	$2,670,000	$1,635,000
Disposable Protective Apparel	375,000	207,000	710,000	538,000
Infection Control	381,000	393,000	836,000	780,000
Total segment income	2,413,000	1,582,000	4,216,000	2,953,000
Unallocated corporate overhead expenses	1,230,000	1,205,000	2,300,000	2,400,000
Provision for income taxes	386,000	89,000	612,000	117,000
Consolidated net income	$797,000	$288,000	$1,304,000	$436,000

Alpha Pro Tech, Ltd.

Notes to Condensed Consolidated Financial Statements (Unaudited)

The following table presents the consolidated net property and equipment, goodwill and definite-lived intangible assets ("consolidated assets") by segment as of June 30, 2016 and December 31, 2015:

	June 30, 2016	**December 31, 2015**
Building Supply	$2,339,000	$2,410,000
Disposable Protective Apparel	371,000	394,000
Infection Control	153,000	166,000
Total segment assets	2,863,000	2,970,000
Unallocated corporate assets	40,000	43,000
Total consolidated assets	$2,903,000	$3,013,000

11. Related Party Transactions

The Company uses a law firm whose majority member is also a member of the Company's Board of Directors. For the three months ended June 30, 2016 and 2015, the Company expensed $25,000 and $124,000, respectively, for legal services from this related party. For the six months ended June 30, 2016 and 2015, the Company expensed $50,000 and $164,000, respectively, for legal services from this related party. As of June 30, 2016 and 2015, the Company's outstanding balance to this related party was $50,000 and $164,000, respectively.

12. Subsequent Events

The Company has reviewed and evaluated whether subsequent events have occurred from the condensed consolidated balance sheet date of June 30, 2016 through the filing date of this Quarterly Report on Form 10-Q that would require accounting or disclosure and has concluded that there are no such subsequent events.

Alpha Pro Tech, Ltd.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis together with our unaudited condensed consolidated financial statements and the notes to our unaudited condensed consolidated financial statements, which appear elsewhere in this report.

Special Note Regarding Forward-Looking Statements

Certain information set forth in this Quarterly Report on Form 10-Q contains “forward-looking statements” within the meaning of federal securities laws. Forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenues or performance, capital expenditures, financing needs, plans or intentions relating to potential acquisitions and other information that is not historical information. When used in this report, the words “estimates,” “expects,” “anticipates,” “forecasts,” “plans,” “intends,” “believes” and variations of such words similar expressions are intended to identify forward-looking statements. We may make additional forward-looking statements from time to time. All forward-looking statements, whether written or oral and whether made by us or on our behalf, are expressly qualified by this special note.

Any expectations based on these forward-looking statements are subject to risks and uncertainties. These and many other factors could affect the Company’s future operating results and financial condition and could cause actual results to differ materially from expectations based on forward-looking statements made in this document or elsewhere by the Company or on its behalf.

Special Note Regarding Smaller Reporting Company Status

We are filing this report as a “smaller reporting company” (as defined in Rule 12b-2 of the Securities Exchange Act of 1934, as amended). As a result of being a smaller reporting company, we are allowed and have elected to omit certain information from this Management’s Discussion and Analysis of Financial Condition and Results of Operations; however, we have provided all information for the periods presented that we believe to be appropriate.

Where to find more information about us. We make available, free of charge, on our Internet website (http://www.alphaprotech.com) our most recent Annual Report on Form 10-K, our most recent Quarterly Report on Form 10-Q, any current reports on Form 8-K furnished or filed since our most recent Annual Report on Form 10-K, and any amendments to such reports, as soon as reasonably practicable following the electronic filing of such reports with the Securities and Exchange Commission (“SEC”). In addition, in accordance with SEC rules, we provide electronic or paper copies of our filings free of charge upon request.

Critical Accounting Policies

The preparation of our financial statements in conformity with US generally accepted accounting principles (“US GAAP”) requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of net sales and expenses during the reported periods. We base estimates on past experience and on various other assumptions that are believed to be reasonable under the circumstances. The application of these accounting policies on a consistent basis enables us to provide timely and reliable financial information. Our critical accounting policies include the following:

Marketable Securities: The Company periodically invests a portion of its cash in excess of short-term operating needs in marketable equity securities. These investments are classified as available-for-sale in accordance with US GAAP. The Company does not have any investments classified as held-to-maturity or trading securities. Available-for-sale investments are carried at their fair value using quoted prices in active markets for identical securities, with unrealized gains and losses, net of deferred income taxes, reported as a component of accumulated other comprehensive income (loss). Realized gains and losses, and declines in value deemed to be other-than-temporary on available-for-sale investments, are recognized in earnings. The cost of securities sold is based on the specific identification method. Investments that the Company intends to hold for more than one year are classified as long-term investments in the accompanying condensed consolidated balance sheets.

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Inventories: Inventories include freight-in, materials, labor and overhead costs and are stated at the lower of cost or market value. Allowances are recorded for slow-moving, obsolete or unusable inventory. We assess our inventory for estimated obsolescence or unmarketable inventory and write down the difference between the cost of inventory and the estimated market value based upon assumptions about future sales and quantities on hand, if necessary. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required.

Accounts Receivable: Accounts receivable are recorded at the invoice amount and do not bear interest. The allowance for doubtful accounts is the Company's best estimate of the amount of probable credit losses in the Company's existing accounts receivable; however, changes in circumstances relating to accounts receivable may result in a requirement for additional allowances in the future. The Company determines the allowance based upon historical write-off experience and known conditions about customers' current ability to pay. Account balances are charged against the allowance when management determines that the potential for recovery is remote.

Revenue Recognition: For sales transactions, we comply with the provisions of the SEC Staff Accounting Bulletin No. 104, *Revenue Recognition*, which states that revenue should be recognized when all of the following revenue recognition criteria are met: (1) persuasive evidence of an arrangement exists; (2) title transfers and the customer assumes the risk of loss; (3) the selling price is fixed or determinable; and (4) collection of the resulting receivable is reasonably assured. These criteria are satisfied upon shipment of product, and sales are recognized accordingly.

Sales Returns, Rebates and Allowances: Sales are reduced for any anticipated sales returns, rebates and allowances based on historical experience. Since our return policy is only 90 days and our products are not generally susceptible to external factors such as technological obsolescence or significant changes in demand, we are able to make a reasonable estimate for returns. We offer end-user, product-specific and sales volume rebates to select distributors. Our rebates are based on actual sales and are accrued monthly.

Stock-Based Compensation: We record compensation expense for the fair value of stock-based awards determined on the date of grant, including employee stock options.

The fair values of stock option grants are determined using the Black-Scholes option-pricing model and are based on the following assumptions: expected stock price volatility based on historical data and management's expectations of future volatility, risk-free interest rates from published sources, expected life based on historical data and no dividend yield, as the Board of Directors has no current plans to pay dividends in the near future. The Black-Scholes option-pricing model was developed for use in estimating the fair value of traded options that have no vesting restrictions and that are fully transferable. The option-pricing model requires the input of highly subjective assumptions, including expected stock price volatility. Our stock options have characteristics significantly different from those of traded options, and changes in the subjective input assumptions can materially affect the fair value of such options.

OVERVIEW

Alpha Pro Tech is in the business of protecting people, products and environments. We accomplish this by developing, manufacturing and marketing a line of high-value, disposable protective apparel and infection control products for the cleanroom, industrial, pharmaceutical, medical and dental markets. We also manufacture a line of building supply construction weatherization products. Our products are sold under the "Alpha Pro Tech" brand name, as well as under private label.

Our products are grouped into three business segments: the Building Supply segment, consisting of construction weatherization products such as housewrap and synthetic roof underlayment as well as other woven material; the Disposable Protective Apparel segment, consisting of disposable protective apparel such as shoecovers, bouffant caps, gowns, coveralls, lab coats, frocks and other miscellaneous products; and the Infection Control segment, consisting of face masks and eye shields. All financial information presented herein reflects the current segmentation.

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Our target markets include pharmaceutical manufacturing, bio-pharmaceutical manufacturing, medical device manufacturing, lab animal research, high technology electronics manufacturing (which includes the semi-conductor market), medical and dental distributors, and construction, building supply and roofing distributors.

Our products are used primarily in cleanrooms, industrial safety manufacturing environments, health care facilities, such as hospitals, laboratories and dental offices, and building and re-roofing sites. Our products are distributed principally in the United States through a network consisting of purchasing groups, national distributors, local distributors, independent sales representatives and our own sales and marketing force.

RESULTS OF OPERATIONS

The following table sets forth certain operational data as a percentage of net sales for the periods indicated:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	2015	2016	2015
Net sales	100.0%	100.0%	100.0%	100.0%
Gross profit	35.7 %	32.4 %	35.8 %	34.0 %
Selling, general and administrative expenses	26.2 %	29.1 %	27.7 %	31.2 %
Income from operations	8.6 %	2.0 %	7.0 %	1.4 %
Income before provision for income taxes	9.3 %	3.1 %	7.8 %	2.4 %
Net income	6.3 %	2.4 %	5.3 %	1.9 %

Three and six months ended June 30, 2016 compared to three and six months ended June 30, 2015

Sales. Consolidated sales for the three months ended June 30, 2016 increased to $12,708,000 from $12,095,000 for the three months ended June 30, 2015, representing an increase of $613,000, or 5.1%. This increase consisted of increased sales in the Building Supply segment of $851,000, partially offset by decreased sales in the Disposable

Protective Apparel segment of $213,000 and decreased sales in the Infection Control segment of $25,000.

Building Supply segment sales for the three months ended June 30, 2016 increased by $851,000, or 12.0%, to a second quarter record of $7,924,000, compared to $7,073,000 for the same period in 2015. This segment increase was primarily due to a 9.6% increase in sales of synthetic roof underlayment (including REX™, TECHNOply™ and our new TECHNO SB), a 6.1% increase in sales of housewrap and a 29.3% increase in sales of other woven material. The sales mix of the Building Supply segment for the three months ended June 30, 2016 was 63% for synthetic roof underlayment, 32% for housewrap and 5% for other woven material. This compared to 63% for synthetic roof underlayment, 33% for housewrap and 4% for other woven material for the three months ended June 30, 2015. Management expects that the Building Supply segment should continue to experience low double digit growth for all of 2016.

Sales for the Disposable Protective Apparel segment for the three months ended June 30, 2016 decreased by $213,000, or 5.6%, to $3,624,000, compared to $3,837,000 for the same period of 2015. This decrease was primarily due to a decrease in sales to distributors who supply disposable shoecovers to companies that require entry into residential homes, as a result of a warmer and dryer than normal spring. Overall, sales to our major international supply chain partner and other national and regional distributors were basically flat for the quarter.

Infection Control segment sales for the three months ended June 30, 2016 decreased by $25,000, or 2.1%, to $1,160,000, compared to $1,185,000 for the same period of 2015. Mask sales were down by 7.9%, or $66,000, to $769,000 and shield sales were up by 11.7%, or $41,000, to $391,000.

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Consolidated sales for the six months ended June 30, 2016 increased to a first half of the year record of $24,555,000 from $22,749,000 for the six months ended June 30, 2015, representing an increase of $1,806,000, or 7.9%. This increase was due to increased sales in the Building Supply segment of $1,795,000 and increased sales in the Infection Control segment of $48,000, partially offset by slightly decreased sales in the Disposable Protective Apparel segment of $37,000.

Building Supply segment sales for the six months ended June 30, 2016 increased by $1,795,000, or 13.9%, to a first half of the year record of $14,679,000, compared to $12,884,000 for the same period of 2015. This segment increase was primarily due to a 10.5% increase in sales of housewrap, a 13.2% increase in sales of synthetic roof underlayment (including REX™, TECHNOply™ and our new TECHNO SB) and a 15.1% increase in sales of other woven material. The sales mix of the Building Supply segment for the six months ended June 30, 2016 was 63% for synthetic roof underlayment, 32% for housewrap and 5% for other woven material. This compared to 62% for synthetic roof underlayment, 33% for housewrap and 5% for other woven material for the six months ended June 30, 2015.

Sales for the Disposable Protective Apparel segment for the six months ended June 30, 2016 decreased by $37,000, or 0.5%, to $7,448,000, compared to $7,485,000 for the same period of 2015. The slight decrease was primarily due to a decrease in sales to one non-strategic national distributor, partially offset by an increase in sales to our major international supply chain partner and other national and regional distributors.

Infection Control segment sales for the six months ended June 30, 2016 increased by $48,000, or 2.0%, to $2,428,000, compared to $2,380,000 for the same period of 2015. Shield sales were up by 18.1%, or $114,000, to $744,000, and mask sales were down by 3.8%, or $66,000, to $1,684,000.

Gross Profit. Gross profit increased by $624,000, or 15.9%, to $4,540,000 for the three months ended June 30, 2016 from $3,916,000 for the same period of 2015. The gross profit margin was 35.7% for the three months ended June 30, 2016, compared to 32.4% for the same period of 2015.

Gross profit increased by $1,044,000, or 13.5%, to $8,785,000 for the six months ended June 30, 2016, from $7,741,000 for the same period of 2015. The gross profit margin was 35.8% for the six months ended June 30, 2016, compared to 34.0% for the same period of 2015.

Management expects gross profit margin to be in a similar range for the balance of 2016 and is continuing to work on reducing product costs.

Selling, General and Administrative Expenses. Selling, general and administrative expenses decreased by $186,000, or 5.3%, to $3,334,000 for the three months ended June 30, 2016 from $3,520,000 for the three months ended June 30, 2015. As a percentage of net sales, selling, general and administrative expenses decreased to 26.2% for the three months ended June 30, 2016, from 29.1% for the same period of 2015.

The change in expenses for the second quarter of 2016 by segment was as follows: Building Supply was down $113,000, or 9.6%, Disposable Protective Apparel was down $71,000, or 7.2%, Infection Control was down $11,000, or 7.5%, and corporate unallocated expenses were up $9,000, or 0.7%.

Selling, general and administrative expenses decreased by $306,000, or 4.3%, to $6,791,000 for the six months ended June 30, 2016, from $7,097,000 for the six months ended June 30, 2015. As a percentage of net sales, selling, general and administrative expenses decreased to 27.7% for the six months ended June 30, 2016 from 31.2% for the same period of 2015.

The change in expenses for the first six months of 2016 by segment was as follows: Building Supply was down $114,000, or 4.7%, Disposable Protective Apparel was down $74,000, or 3.7%, Infection Control was down $1,000, or 0.2%, and corporate unallocated expenses were down $117,000, or 4.9%.

The Company’s President and Chairman is entitled to a bonus equal to 5% of the pre-tax profits of the Company, excluding bonus expense. A bonus of $62,000 was accrued for the three months ended June 30, 2016, as compared to $21,000 for the same period of 2015. A bonus of $101,000 was accrued for the six months ended June 30, 2016, compared to $31,000 for the same period of 2015. Our recently retired Chief Executive Officer was also entitled to the same 5% bonus for the three and six months ended June 30, 2015.

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Depreciation and Amortization. Depreciation and amortization expense decreased by $33,000, or 22.0%, to $117,000 for the three months ended June 30, 2016, from $150,000 for the same period of 2015. The decrease for the three months was primarily attributable to decreased depreciation for machinery and equipment in the Infection Control segment.

Depreciation and amortization expense decreased by $50,000, or 15.6%, to $271,000 for the six months ended June 30, 2016, from $321,000 for the same period of 2015. The decrease for the six months was primarily attributable to decreased depreciation for machinery and equipment in the Infection Control segment, partially offset by an increase in depreciation of Building Supply segment machinery and equipment.

Income from Operations. Income from operations increased by $843,000, or 342.7%, to $1,089,000 for the three months ended June 30, 2016, compared to $246,000 for the three months ended June 30, 2015. The increased income from operations was primarily due to an increase in gross profit of $624,000, a decrease in selling, general and administrative expenses of $186,000 and a decrease in depreciation and amortization expense of $33,000.

Income from operations increased by $1,400,000, or 433.4%, to $1,723,000 for the six months ended June 30, 2016, compared to $323,000 for the six months ended June 30, 2015. The increased income from operations was primarily due to an increase in gross profit of $1,044,000, a decrease in selling, general and administrative expenses of $306,000 and a decrease in depreciation and amortization expense of $50,000.

Other Income. Other income decreased by $37,000 to $94,000 for the three months ended June 30, 2016 from $131,000 for the same period of 2015. Other income consists of equity in income of unconsolidated affiliate and interest income. Other income consisted primarily of equity in income of unconsolidated affiliate of $93,000 and interest income of $1,000 for the three months ended June 30, 2016. Other income consisted primarily of equity in income of unconsolidated affiliate of $117,000 and interest income of $14,000 for the three months ended June 30, 2015.

Other income decreased by $37,000 to $193,000 for the six months ended June 30, 2016 from $230,000 for the same period of 2015. Other income consisted primarily of equity in income of unconsolidated affiliate of $191,000 and interest income of $2,000 for the six months ended June 30, 2016. Other income consisted primarily of equity in income of unconsolidated affiliate of $215,000 and interest income of $15,000 for the six months ended June 30, 2015.

Income before Provision for Income Taxes. Income before provision for income taxes for the three months ended June 30, 2016 was $1,183,000, compared to income before provision for income taxes of $377,000 for the three months ended June 30, 2015, representing an increase of $806,000, or 213.8%. The increase in income before provision for income taxes was primarily due to an increase in income from operations for the period of $843,000.

Income before provision for income taxes for the six months ended June 30, 2016 was $1,916,000, compared to income before provision for income taxes of $553,000 for the six months ended June 30, 2015, representing an increase of $1,363,000, or 246.5%. The increase in income before provision for income taxes was primarily due to an increase in income from operations for the period of $1,400,000.

Provision for Income Taxes. The provision for income taxes for the three months ended June 30, 2016 was $386,000, compared to $89,000 for the same period of 2015. The estimated effective tax rate was 32.6% for the three months ended June 30, 2016, compared to 23.6% for the same period of 2015. The difference is primarily due to the fact that the Company does not record a tax provision on equity in income of unconsolidated affiliate.

The provision for income taxes for the six months ended June 30, 2016 was $612,000, compared to $117,000 for the same period of 2015. The estimated effective tax rate was 31.9% for the six months ended June 30, 2016, compared to 21.2% for the same period of 2015. The difference is primarily due to the fact that the Company does not record a tax provision on equity in income of unconsolidated affiliate.

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Net Income. Net income for the three months ended June 30, 2016 was $797,000, compared to net income of $288,000 for the three months ended June 30, 2015, representing an increase of $509,000, or 176.7%. The net income increase was due to an increase in income before provision for income taxes of $806,000, partially offset by an increase in provision for income taxes of $297,000. Net income as a percentage of net sales for the three months ended June 30, 2016 was 6.3%, and net income as a percentage of net sales for the same period of 2015 was 2.4%. Basic and diluted earnings per common share for the three months ended June 30, 2016 and 2015 were $0.05 and $0.02, respectively.

Net income for the six months ended June 30, 2016 was $1,304,000, compared to net income of $436,000 for the six months ended June 30, 2015, representing an increase of $868,000, or 199.1%. The net income increase was due to an increase in income before provision for income taxes of $1,363,000, partially offset by an increase in provision for income taxes of $495,000. Net income as a percentage of net sales for the six months ended June 30, 2016 was 5.3%, and net income as a percentage of net sales for the same period of 2015 was 1.9%. Basic and diluted earnings per common share for the six months ended June 30, 2016 and 2015 were $0.07 and $0.02, respectively.

LIQUIDITY AND CAPITAL RESOURCES

As of June 30, 2016, we had cash of $10,588,000 and working capital of $30,307,000, representing a decrease in working capital of 2.0%, or $619,000, from December 31, 2015. As of June 30, 2016, our current ratio (current assets/current liabilities) was 16:1, compared to a 15:1 current ratio as of December 31, 2015. Cash increased by 9.4%, or $907,000, to $10,588,000 as of June 30, 2016, compared to $9,681,000 as of December 31, 2015. The increase in cash was due to cash provided by operating activities of $2,862,000, offset by cash used in investing activities of $204,000 and cash used in financing activities of $1,751,000.

We have a $3,500,000 credit facility with Wells Fargo Bank, consisting of a line of credit with interest at prime plus 0.5%. As of June 30, 2016, the prime interest rate was 3.5%. This credit line was renewed in May 2016 and expires in May 2018. The available line of credit is based on a formula of eligible accounts receivable and inventories. Our borrowing capacity on the line of credit was $3,500,000 as of June 30, 2016. As of June 30, 2016, we did not have any borrowings under this credit facility and do not anticipate using it in the near future.

Net cash provided by operating activities of $2,862,000 for the six months ended June 30, 2016 was due to net income of $1,304,000, adjusted primarily by the following: stock-based compensation expense of $34,000, depreciation and amortization of $271,000, equity in income of unconsolidated affiliate of $191,000, an increase in accounts receivable of $2,345,000, a decrease in inventory of $3,742,000, a decrease in prepaid expenses of $150,000 and a decrease in accounts payable and accrued liabilities of $103,000.

Accounts receivable increased by $2,345,000, or 84.7%, to $5,115,000 as of June 30, 2016 from $2,770,000 as of December 31, 2015. The increase in accounts receivable was primarily related to increased revenue in the second quarter of 2016 compared to the fourth quarter of 2015. The number of days that sales remained outstanding as of June 30, 2016, calculated by using an average of accounts receivable outstanding, was 29 days, compared to 39 days as of December 31, 2015.

Inventory decreased by $3,742,000, or 22.8%, to $12,656,000 as of June 30, 2016, from $16,398,000 as of December 31, 2015. The decrease was primarily due to a decrease in inventory for the Disposable Protective Apparel segment of $1,005,000, or 17.4%, to $4,764,000, a decrease in inventory for the Building Supply segment of $2,450,000, or 31.3%, to $5,374,000, and a decrease in inventory for the Infection Control segment of $287,000, or 10.2%, to $2,518,000.

Prepaid expenses and other current assets decreased by $150,000, or 4.9%, to $2,942,000 as of June 30, 2016 from $3,092,000 as of December 31, 2015. The decrease was primarily due to a decrease in deposits for the purchase of inventory.

Accounts payable and accrued liabilities as of June 30, 2016 decreased by $103,000, or 4.8%, to $2,052,000, from $2,155,000 as of December 31, 2015. The change was due to a decrease in accrued liabilities of $41,000, and a decrease in trade payables of $62,000. The decrease in trade payables was primarily due to a decrease in inventory purchases.

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Net cash used in investing activities was $204,000 for the six months ended June 30, 2016, compared to net cash used in investing activities of $121,000 for the same period of 2015. Our investing activities for the six months ended June 30, 2016 consisted of the purchase of property and equipment of $163,000 and the purchase of marketable securities of $41,000. Our investing activities for the six months ended June 30, 2015 consisted of the purchase of property and equipment of $106,000 and the purchase of marketable securities of $15,000.

Net cash used in financing activities was $1,751,000 for the six months ended June 30, 2016, compared to net cash used in financing activities of $250,000 for the same period of 2015. The net cash used in financing activities for the six months ended June 30, 2016 was due to the payment of $1,751,000 for the repurchase of shares of our common stock. The net cash used in financing activities for the six months ended June 30, 2015 was primarily due to the payment of $968,000 for the repurchase of shares of our common stock, partially offset by the proceeds of $718,000 from the exercise of stock options.

As of June 30, 2016, we had $1,527,000 available for additional stock purchases under our stock repurchase program. During the six months ended June 30, 2016, we repurchased 890,100 shares of common stock at a cost of $1,751,000. As of June 30, 2016, we had repurchased a total of 13,407,731 shares of common stock at a cost of $19,994,000 through our repurchase program. We retire all stock upon its repurchase. Future repurchases are expected to be funded from cash on hand and cash flows from operating activities.

We believe that our current cash balance and the funds available under our credit facility will be sufficient to satisfy our projected working capital and planned capital expenditures for the foreseeable future.

Recent Accounting Pronouncements

Accounting Standards Update (“ASU”) 2014-09, *Revenue from Contracts with Customers* (Topic 606) (“ASU 2014-09”), is a comprehensive new revenue recognition model requiring a company to recognize revenue to depict the transfer of goods or services to a customer at an amount reflecting the consideration that it expects to receive in exchange for those goods or services. In adopting ASU 2014-09, companies may use either a full retrospective or a modified retrospective approach. ASU 2014-09 is effective for the first interim period within an annual reporting period beginning after December 15, 2017, and early adoption is not permitted. The Company will adopt ASU 2014-09 during the first quarter of 2018. Management is evaluating the provisions of this update and has not determined the impact that its adoption will have on the Company's financial position or results of operations.

ASU 2015-11, Inventory (Topic 330): *Simplifying the Measurement of Inventory* ("ASU 2015-11"), applies to inventory that is measured using first-in, first-out ("FIFO") or average cost. Under the updated guidance, a company should measure inventory that is within scope at the lower of cost and net realizable value, which is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation, instead of at the lower of cost or market. ASU 2015-11 is effective for annual and interim periods beginning after December 15, 2016, and is applied prospectively with early adoption permitted at the beginning of an interim or annual reporting period. Management is evaluating the provisions of this update and has not determined the impact that its adoption will have on the Company's financial position or results of operations.

In November 2015, the FASB issued ASU 2015-17, *Income Taxes* (Topic 740): *Balance Sheet Classification of Deferred Taxes*, which requires deferred income tax liabilities and assets to be classified as noncurrent on the balance sheet rather than being separated into current and noncurrent. The guidance is effective for public entities for annual periods beginning after December 15, 2016, and interim periods within those annual periods, with early adoption being permitted. The Company has not yet adopted this guidance and has not yet determined the impact of the adoption on the Company's financial position or results of operations.

In February 2016, the FASB issued ASU No. 2016-02, *Leases* (Topic 842), which requires lessees to recognize most leases on the balance sheet. The provisions of this guidance are effective for annual periods beginning after December 15, 2018, and interim periods within those years, with early adoption permitted. Management is evaluating the requirements of this guidance and has not yet determined the impact of the adoption on the Company's financial position or results of operations.

In March 2016, the FASB issued ASU 2016-09, *Compensation – Stock Compensation* (Topic 718),which simplifies several aspects of the accounting for share-based payments, including immediate recognition of all excess tax benefits and deficiencies in the income statement, changing the threshold to qualify for equity classification up to the employees' maximum statutory tax rates, allowing an entity-wide accounting policy election to either estimate the number of awards that are expected to vest or account for forfeitures as they occur, and clarifying the classification on the statement of cash flows for the excess tax benefit and employee taxes paid when an employer withholds shares for tax-withholding purposes. The guidance is effective for annual periods beginning after December 15, 2016, and interim periods within those years, with early adoption permitted. Management is evaluating the requirements of this guidance and has not yet determined the impact of the adoption on the Company’s financial position or results of operations.

Management periodically reviews new accounting standards that are issued. Management has not identified any other new standards that it believes merit further discussion at this time.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a smaller reporting company, we are not required to provide the information otherwise required by this Item.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures.

Under the supervision and with the participation of our management, including our President and Chairman and our Chief Executive Officer (principal executive officers) and our Chief Financial Officer (principal financial officer), we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rule 13a-15(e) and Rule 15d-15(e) under the Securities Exchange Act of 1934 (the “Exchange Act”)), as of June 30, 2016, pursuant to the evaluation of these controls and procedures required by Rule 13a-15 of the Exchange Act. Disclosure controls and procedures are the controls and other procedures that we have designed to ensure that we record, process, summarize and report in a timely manner the information that we must disclose in reports that we file with or submit to the SEC under the Exchange Act.

In designing and evaluating our disclosure controls and procedures, we recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and that we are required to apply our judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Based on the evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

Changes in Internal Control Over Financial Reporting

During the quarter to which this report relates, there was no change in our internal control over financial reporting (as such term is defined in Rule 13a-15(f) and Rule 15d-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

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

ISSUER PURCHASES OF EQUITY SECURITIES

The following table sets forth purchases made by or on behalf of the Company or any "affiliated purchaser," as defined in Rule 10b-18(a)(3) of the Exchange Act:

	Issuer Purchases of Equity Securities			
Period	**Total Number of Shares Purchased**	**Weighted Average Price Paid per Share**	**Shares Purchased as Part of Publicly Announced Program (1)**	**Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program (1)**
April 1 - 30, 2016	164,300	$ 1.91	164,300	$ 283,000
May 1 - 31, 2016	160,900	2.19	160,900	1,928,000
June 1 - 30, 2016	169,900	2.34	169,900	1,527,000
	495,100	2.15	495,100	

(1) On May 12, 2016, the Company announced that the Board of Directors had authorized a $2,000,000 expansion of the Company's existing share repurchase program.

SECURITIES SOLD

We did not sell unregistered equity securities during the period covered by this report.

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ITEM 6. EXHIBITS

3.1.1	Certificate of Incorporation of Alpha Pro Tech, Ltd., incorporated by reference to Exhibit 3(f) to Form 10-K for the year ended December 31, 1994, filed on March 31, 1995 (File No. 000-19893).
3.1.2	Certificate of Amendment of Certificate of Incorporation of Alpha Pro Tech, Ltd., incorporated by reference to Exhibit 3(j) to Form 10-K for the year ended December 31, 1994, filed on March 31, 1995 (File No. 000-19893).
3.1.3	Certificate of Ownership and Merger (BFD Industries, Inc. into Alpha Pro Tech, Ltd.), incorporated by reference to Exhibit 3(l) to Form 10-K for the year ended December 31, 1994, filed on March 31, 1995 (File No. 000-19893).
3.2	Bylaws of Alpha Pro Tech, Ltd., incorporated by reference to Exhibit 3(g) to Form 10-K for the year ended December 31, 1994, filed on March 31, 1995 (File No. 000-19893).
31.1	Certification of President pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended.
31.2	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended.
31.3	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended.
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 – President.
32.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 – Chief Executive Officer.
32.3	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 – Chief Financial Officer.
101	Interactive Data Files for Alpha Pro Tech, Ltd's Form 10-Q for the period ended June 30, 2016.

Alpha Pro Tech, Ltd.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ALPHA PRO TECH, LTD.

DATE: **August 4, 2016**	BY: /s/Lloyd Hoffman
	Lloyd Hoffman Chief Executive Officer
DATE: **August 4, 2016**	BY: /s/Colleen McDonald
	Colleen McDonald Chief Financial Officer