

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED December 31, 2015

OR

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

FOR THE TRANSITION PERIOD FROM _____ TO _____

Commission File number 1-10799

ADDvantage Technologies Group, Inc.
(Exact name of registrant as specified in its charter)

OKLAHOMA
(State or other jurisdiction of incorporation or organization)

73-1351610
(I.R.S. Employer Identification No.)

| |
|--|
| 1221 E. Houston |
| Broken Arrow, Oklahoma 74012 |
| (Address of principal executive office) |
| (918) 251-9121 |
| (Registrant's telephone number, including area code) |

| | |
|--|---|
| 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 <input checked="" type="checkbox"/> No <input type="checkbox"/> |
| 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 (Section 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 <input checked="" type="checkbox"/> No <input type="checkbox"/> |
| Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. Large accelerated filer <input type="checkbox"/> Accelerated filer <input type="checkbox"/> Non-accelerated filer <input type="checkbox"/> (do not check if a smaller reporting company) Smaller reporting company <input checked="" type="checkbox"/> | |
| Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> |
| Shares outstanding of the issuer's \$.01 par value common stock as of January 31, 2016 were 10,071,361. | |

ADVANTAGE TECHNOLOGIES GROUP, INC.
Form 10-Q
For the Period Ended December 31, 2015

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

ADVANTAGE TECHNOLOGIES GROUP, INC. CONSOLIDATED CONDENSED BALANCE SHEETS (UNAUDITED)

| | <u>December 31,</u> <u>2015</u> | <u>September 30,</u> <u>2015</u> |
|--|------------------------------------|-------------------------------------|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 6,711,341 | \$ 6,110,986 |
| Accounts receivable, net of allowance for doubtful accounts of \$250,000 | 3,968,551 | 4,286,377 |
| Income tax receivable | 13,998 | |
| Inventories, net of allowance for excess and obsolete inventory of \$2,906,628 and \$2,756,628, respectively | 22,991,872 | 23,600,996 |
| Prepaid expenses | 115,652 | 153,454 |
| Deferred income taxes | <u>1,774,000</u> | <u>1,776,000</u> |
| Total current assets | 35,575,414 | 35,927,813 |
| Property and equipment, at cost: | | |
| Land and buildings | 7,218,678 | 7,218,678 |
| Machinery and equipment | 3,551,539 | 3,415,164 |
| Leasehold improvements | <u>151,957</u> | <u>151,957</u> |
| Total property and equipment, at cost | 10,922,174 | 10,785,799 |
| Less: Accumulated depreciation | <u>(4,679,976)</u> | <u>(4,584,796)</u> |
| Net property and equipment | 6,242,198 | 6,201,003 |
| Intangibles, net of accumulated amortization | | |
| Goodwill | 5,593,022 | 5,799,473 |
| Other assets | 3,910,089 | 3,910,089 |
| | <u>134,678</u> | <u>134,678</u> |
| Total assets | <u>\$ 51,455,401</u> | <u>\$ 51,973,056</u> |

See notes to unaudited consolidated condensed financial statements.

ADVANTAGE TECHNOLOGIES GROUP, INC.
CONSOLIDATED CONDENSED BALANCE SHEETS
(UNAUDITED)

| | December 31, <u>2015</u> | September 30, <u>2015</u> |
|--|-----------------------------|------------------------------|
| Liabilities and Shareholders' Equity | | |
| Current liabilities: | | |
| Accounts payable | \$ 1,870,759 | \$ 1,784,482 |
| Accrued expenses | 1,003,544 | 1,358,681 |
| Income tax payable | | 122,492 |
| Notes payable ó current portion | 880,999 | 873,752 |
| Other current liabilities | <u>992,838</u> | <u>982,094</u> |
| Total current liabilities | 4,748,140 | 5,121,501 |
| Notes payable, less current portion | 4,142,894 | 4,366,130 |
| Deferred income taxes | 286,000 | 286,000 |
| Other liabilities | <u>1,085,930</u> | <u>1,064,717</u> |
| Total liabilities | 10,262,964 | 10,838,348 |
| Shareholders' equity: | | |
| Common stock, \$.01 par value; 30,000,000 shares authorized; 10,572,019 and 10,564,221 shares issued, respectively; 10,071,361 and 10,063,563 shares outstanding, respectively | 105,720 | 105,642 |
| Paid in capital | (5,078,612) | (5,112,269) |
| Retained earnings | <u>47,165,343</u> | <u>47,141,349</u> |
| Total shareholders' equity before treasury stock | 42,192,451 | 42,134,722 |
| Less: Treasury stock, 500,658 shares, at cost | <u>(1,000,014)</u> | <u>(1,000,014)</u> |
| Total shareholders' equity | <u>41,192,437</u> | <u>41,134,708</u> |
| Total liabilities and shareholders' equity | <u>\$ 51,455,401</u> | <u>\$ 51,973,056</u> |

See notes to unaudited consolidated condensed financial statements.

ADVANTAGE TECHNOLOGIES GROUP, INC.
CONSOLIDATED CONDENSED STATEMENTS OF INCOME
(UNAUDITED)

| | Three Months Ended December 31, | |
|---|---------------------------------|-------------------|
| | <u>2015</u> | <u>2014</u> |
| Sales | \$ 8,249,668 | \$ 10,837,158 |
| Cost of sales | <u>5,484,288</u> | <u>7,005,355</u> |
| Gross profit | 2,765,380 | 3,831,803 |
| Operating, selling, general and administrative expenses | <u>2,668,625</u> | <u>3,075,459</u> |
| Income from operations | 96,755 | 756,344 |
| Interest expense | <u>67,761</u> | <u>85,421</u> |
| Income before provision for income taxes | 28,994 | 670,923 |
| Provision for income taxes | <u>5,000</u> | <u>255,000</u> |
| Net income | <u>\$ 23,994</u> | <u>\$ 415,923</u> |
| Earnings per share: | | |
| Basic | \$ 0.00 | \$ 0.04 |
| Diluted | \$ 0.00 | \$ 0.04 |
| Shares used in per share calculation: | | |
| Basic | 10,069,139 | 10,041,206 |
| Diluted | 10,069,139 | 10,044,619 |

See notes to unaudited consolidated condensed financial statements.

ADVANTAGE TECHNOLOGIES GROUP, INC.
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(UNAUDITED)

| | Three Months Ended December 31, | |
|---|---------------------------------|---------------------|
| | <u>2015</u> | <u>2014</u> |
| Operating Activities | | |
| Net income | \$ 23,994 | \$ 415,923 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation | 95,180 | 98,808 |
| Amortization | 206,451 | 206,452 |
| Provision for excess and obsolete inventories | 150,000 | 150,000 |
| Deferred income tax provision (benefit) | 2,000 | (63,000) |
| Share based compensation expense | 45,013 | 62,028 |
| Changes in assets and liabilities: | | |
| Accounts receivable | 425,783 | 1,313,950 |
| Income tax receivable\payable | (136,490) | 220,104 |
| Inventories | 475,224 | (489,469) |
| Prepaid expenses | 26,524 | 20,798 |
| Accounts payable | 28,320 | (336,837) |
| Accrued expenses | <u>(323,180)</u> | <u>(83,034)</u> |
| Net cash provided by operating activities | 1,018,819 | 1,515,723 |
| Investing Activities | | |
| Acquisition of net operating assets | (178,000) | |
| Additions to machinery and equipment | <u>(24,475)</u> | <u>(63,601)</u> |
| Net cash used in investing activities | (202,475) | (63,601) |
| Financing Activities | | |
| Payments on notes payable | <u>(215,989)</u> | <u>(209,038)</u> |
| Net cash used in financing activities | <u>(215,989)</u> | <u>(209,038)</u> |
| Net increase in cash and cash equivalents | 600,355 | 1,243,084 |
| Cash and cash equivalents at beginning of period | <u>6,110,986</u> | <u>5,286,097</u> |
| Cash and cash equivalents at end of period | <u>\$ 6,711,341</u> | <u>\$ 6,529,181</u> |
| Supplemental cash flow information: | | |
| Cash paid for interest | \$ 46,393 | \$ 53,957 |
| Cash paid for income taxes | \$ 142,200 | \$ 6 |

See notes to unaudited consolidated condensed financial statements.

ADDVANTAGE TECHNOLOGIES GROUP, INC.
NOTES TO UNAUDITED CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

Note 1 - Basis of Presentation and Accounting Policies

Basis of presentation

The consolidated condensed financial statements include the accounts of ADDvantage Technologies Group, Inc. and its subsidiaries, all of which are wholly owned (collectively, the "Company"). Intercompany balances and transactions have been eliminated in consolidation. The Company's reportable segments are Cable Television ("Cable TV") and Telecommunications ("Telco").

The accompanying unaudited consolidated condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial statements and do not include all the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. However, the information furnished reflects all adjustments, consisting only of normal recurring items which are, in the opinion of management, necessary in order to make the consolidated condensed financial statements not misleading. It is suggested that these consolidated condensed financial statements be read in conjunction with the audited consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2015.

Recently Issued Accounting Standards

In September 2015, the FASB issued ASU No. 2015-16: "Business Combinations (Topic 805)". This guidance was issued to amend existing guidance related to measurement period adjustments associated with a business combination. The new standard requires the Company to recognize measurement period adjustments in the reporting period in which the adjustments are determined, including any cumulative charge to earnings in the current period. The amendment removes the requirement to adjust prior period financial statements for these measurement period adjustments. The guidance is effective for annual period beginning after December 15, 2015 and early adoption is permitted. Management is evaluating the impact that ASU No. 2015-16 will have on the Company's consolidated financial statements.

Note 2 – Acquisition

On December 31, 2015, the Company acquired the net operating assets of Advantage Solutions, LLC in Kingsport, Tennessee. This new location for the Cable TV segment will provide cable television equipment repair services in the region as well as expand the Company's Cable TV equipment sales opportunities.

The purchase price was allocated to the major categories of assets and liabilities based on their estimated fair values at the acquisition date. The following table summarizes the preliminary purchase price allocation:

| | |
|--------------------------|-------------------|
| Assets acquired: | |
| Accounts receivable | \$ 107,957 |
| Repair inventory | 16,100 |
| Fixed assets - equipment | 111,900 |
| Liabilities assumed: | |
| Current liabilities | <u>(57,957)</u> |
| Net assets acquired | <u>\$ 178,000</u> |

Note 3 – Inventories

Inventories at December 31, 2015 and September 30, 2015 are as follows:

| | <u>December 31,</u> <u>2015</u> | <u>September 30,</u> <u>2015</u> |
|---|------------------------------------|-------------------------------------|
| New: | | |
| Cable TV | \$ 15,447,377 | \$ 16,255,487 |
| Refurbished: | | |
| Cable TV | 3,846,451 | 3,676,132 |
| Telco | 6,604,672 | 6,426,005 |
| Allowance for excess and obsolete inventory | <u>(2,906,628)</u> | <u>(2,756,628)</u> |
| | <u>\$22,991,872</u> | <u>\$23,600,996</u> |

New inventory includes products purchased from the manufacturers plus surplus-new, which are unused products purchased from other distributors or multiple system operators. Refurbished inventory includes factory refurbished, Company refurbished and used products. Generally, the Company does not refurbish its used inventory until there is a sale of that product or to keep a certain quantity on hand.

The Company regularly reviews the Cable TV segment inventory quantities on hand, and an adjustment to cost is recognized when the loss of usefulness of an item or other factors, such as obsolete and excess inventories, indicate that cost will not be recovered when an item is sold. The Company recorded charges in the Cable TV segment to allow for obsolete inventory, which increased the cost of sales during the three months ended December 31, 2015, and 2014, by approximately \$0.2 million. For the Telco segment, any obsolete and excess telecommunications inventory is processed through its recycling program when it is identified.

Note 4 – Intangible Assets

Intangible assets that have finite useful lives are amortized on a straight-line basis over their estimated useful lives ranging from 3 years to 10 years. The intangible assets with their associated accumulated amortization amounts at December 31, 2015 and September 30, 2015 are as follows:

| | <u>December 31, 2015</u> | | |
|-----------------------------------|---------------------------|---|---------------------|
| | <u>Gross</u> | <u>Accumulated</u> <u>Amortization</u> | <u>Net</u> |
| Intangible assets: | | | |
| Customer relationships ó 10 years | \$ 4,257,000 | \$ (780,447) | \$ 3,476,553 |
| Technology ó 7 years | 1,303,000 | (341,261) | 961,739 |
| Trade name ó 10 years | 1,293,000 | (237,049) | 1,055,951 |
| Non-compete agreements ó 3 years | <u>254,000</u> | <u>(155,221)</u> | <u>98,779</u> |
| Total intangible assets | <u>\$ 7,107,000</u> | <u>\$ (1,513,978)</u> | <u>\$ 5,593,022</u> |
| | | | |
| | <u>September 30, 2015</u> | | |
| | <u>Gross</u> | <u>Accumulated</u> <u>Amortization</u> | <u>Net</u> |
| Intangible assets: | | | |
| Customer relationships ó 10 years | \$ 4,257,000 | \$ (674,023) | \$ 3,582,977 |
| Technology ó 7 years | 1,303,000 | (294,725) | 1,008,275 |
| Trade name ó 10 years | 1,293,000 | (204,724) | 1,088,276 |
| Non-compete agreements ó 3 years | <u>254,000</u> | <u>(134,055)</u> | <u>119,945</u> |
| Total intangible assets | <u>\$ 7,107,000</u> | <u>\$ (1,307,527)</u> | <u>\$ 5,799,473</u> |

Note 5 – Notes Payable and Line of Credit

Notes Payable

The Company has an Amended and Restated Revolving Credit and Term Loan Agreement (‘‘Credit and Term Loan Agreement’’) with its primary financial lender. At December 31, 2015, the Company has two term loans outstanding under the Credit and Term Loan Agreement. The first outstanding term loan has an outstanding balance of \$1.1 million at December 31, 2015 and is due on November 30, 2021, with monthly principal payments of \$15,334 plus accrued interest. The interest rate is the prevailing 30-day LIBOR rate plus 1.4% (1.64% at December 31, 2015) and is reset monthly. This term loan is collateralized by inventory, accounts receivable, equipment and fixtures and general intangibles.

The second outstanding term loan has an outstanding balance of \$3.9 million at December 31, 2015 and is due March 4, 2019, with monthly principal and interest payments of \$68,505, with the balance due at maturity. It is a five year term loan with a seven year amortization payment schedule with a fixed interest rate of 4.07%. This term loan is collateralized by inventory, accounts receivable, equipment and fixtures and general intangibles.

Capital Lease Obligations

The Company has two capital lease obligations related to machinery and equipment totaling \$37 thousand at December 31, 2015 with monthly principal and interest payments of \$2,069. The capital lease obligations are due on June 20, 2017 and September 20, 2017.

Line of Credit

The Company has a \$7.0 million Revolving Line of Credit (‘‘Line of Credit’’) under the Credit and Term Loan Agreement. At December 31, 2015, the Company had no balance outstanding under the Line of Credit. The Line of Credit requires quarterly interest payments based on the prevailing 30-day LIBOR rate plus 2.75% (2.91% at December 31, 2015), and the interest rate is reset monthly. Any future borrowings under the Line of Credit are due on March 31, 2017. Future borrowings under the Line of Credit are limited to the lesser of \$7.0 million or the net balance of 80% of qualified accounts receivable plus 50% of qualified inventory. Under these limitations, the Company’s total available Line of Credit borrowing base was \$7.0 million at December 31, 2015. Among other financial covenants, the Line of Credit agreement provides that the Company maintain a fixed charge ratio of coverage (EBITDA to total fixed charges) of not less than 1.25 to 1.0, determined quarterly. The Line of Credit is collateralized by inventory, accounts receivable, equipment and fixtures and general intangibles.

Fair Value of Debt

FASB ASC 820, *Fair Value Measurements and Disclosures*, defines fair value, establishes a consistent framework for measuring fair value and establishes a fair value hierarchy based on the observability of inputs used to measure fair value. The three levels of the fair value hierarchy are as follows:

- Level 1 – Quoted prices for identical assets in active markets or liabilities that we have the ability to access. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2 – Inputs are other than quoted prices in active markets included in Level 1 that are either directly or indirectly observable. These inputs are either directly observable in the marketplace or indirectly observable through corroboration with market data for substantially the full contractual term of the asset or liability being measured.
- Level 3 – Inputs that are not observable for which there is little, if any, market activity for the asset or liability being measured. These inputs reflect management’s best estimate of the assumptions market participants would use in determining fair value.

The Company has determined the carrying value of its variable-rate term loan approximates its fair value since the interest rate fluctuates periodically based on a floating interest rate.

The Company has determined the fair value of its fixed-rate term loan utilizing the Level 2 hierarchy as the fair value can be estimated from broker quotes corroborated by other market data. These broker quotes are based on observable market interest rates at which loans with similar terms and maturities could currently be executed. The Company then estimated the fair value of the fixed-rate term loan using cash flows discounted at the current market interest rate obtained. The fair value of the Company's fixed rate loan was \$3.9 million as of December 31, 2015.

Note 6 – Earnings Per Share

Basic earnings per share are based on the sum of the average number of common shares outstanding and issuable restricted and deferred shares. Diluted earnings per share include any dilutive effect of stock options and restricted stock. In computing the diluted weighted average shares, the average share price for the period is used in determining the number of shares assumed to be reacquired under the treasury stock method from the exercise of options.

Basic and diluted earnings per share for the three months ended December 31, 2015 and 2014 are:

| | Three Months Ended December 31, | |
|---|------------------------------------|-------------------|
| | <u>2015</u> | <u>2014</u> |
| Net income attributable to common shareholders | <u>\$ 23,994</u> | <u>\$ 415,923</u> |
| Basic weighted average shares | 10,069,139 | 10,041,206 |
| Effect of dilutive securities: | | |
| Stock options | | 3,413 |
| Diluted weighted average shares | <u>10,069,139</u> | <u>10,044,619</u> |
| Earnings per common share: | | |
| Basic | \$ 0.00 | \$ 0.04 |
| Diluted | \$ 0.00 | \$ 0.04 |

The table below includes information related to stock options that were outstanding at the end of each respective three-month period ended December 31, but have been excluded from the computation of weighted-average stock options for dilutive securities due to the option exercise price exceeding the average market price per share of our common stock for the three months ended December 31, or their effect would be anti-dilutive.

| | Three Months Ended December 31, | |
|---|------------------------------------|-------------|
| | <u>2015</u> | <u>2014</u> |
| Stock options excluded | 535,000 | 310,000 |
| Weighted average exercise price of stock options | \$ 2.88 | \$ 3.37 |
| Average market price of common stock | \$ 2.19 | \$ 2.48 |

Note 7 – Stock Option Plan

Plan Information

The 2015 Incentive Stock Plan (the "Plan") provides for awards of stock options and restricted stock to officers, directors, key employees and consultants. Under the Plan, option prices will be set by the Compensation Committee and may not be less than the fair market value of the stock on the grant date.

At December 31, 2015, 1,100,415 shares of common stock were reserved for stock award grants under the Plan. Of these reserved shares, 532,085 shares were available for future grants.

Stock Options

All share-based payments to employees, including grants of employee stock options, are recognized in the financial statements based on their grant date fair value over the requisite service period. Compensation expense for share-based awards is included in the operating, selling, general and administrative expense section of the Company's consolidated condensed statements of operations.

Stock options are valued at the date of the award, which does not precede the approval date, and compensation cost is recognized on a straight-line basis over the vesting period. Stock options granted to employees generally become exercisable over a three, four or five-year period from the date of grant and generally expire ten years after the date of grant. Stock options granted to the Board of Directors generally become exercisable on the date of grant and generally expire ten years after the grant.

A summary of the status of the Company's stock options at December 31, 2015 and changes during the three months then ended is presented below:

| | <u>Shares</u> | <u>Wtd. Avg. Ex. Price</u> |
|-----------------------------------|----------------|--------------------------------|
| Outstanding at September 30, 2015 | 535,000 | \$2.88 |
| Granted | ó | ó |
| Exercised | ó | ó |
| Expired | | |
| Forfeited | <u>ó</u> | ó |
| Outstanding at December 31, 2015 | <u>535,000</u> | \$2.88 |
| Exercisable at December 31, 2015 | 301,667 | \$2.88 |

No nonqualified stock options were granted for the three months ended December 31, 2015. The Company estimates the fair value of the options granted using the Black-Scholes option valuation model. The Company estimates the expected term of options granted based on the historical grants and exercises of the Company's options. The Company estimates the volatility of its common stock at the date of the grant based on both the historical volatility as well as the implied volatility on its common stock. The Company bases the risk-free rate that is used in the Black-Scholes option valuation model on the implied yield in effect at the time of the option grant on U.S. Treasury zero-coupon issues with equivalent expected term. The Company has never paid cash dividends on its common stock and does not anticipate paying cash dividends in the foreseeable future. Consequently, the Company uses an expected dividend yield of zero in the Black-Scholes option valuation model. The Company amortizes the resulting fair value of the options ratably over the vesting period of the awards. The Company uses historical data to estimate the pre-vesting option forfeitures and records share-based expense only for those awards that are expected to vest.

Compensation expense related to unvested stock options recorded for the three months ended December 31, 2015 is as follows:

| | <u>Three Months Ended December 31, 2015</u> |
|------------------------|---|
| Fiscal year 2012 grant | \$ 4,354 |
| Fiscal year 2014 grant | \$ 11,881 |

The Company records compensation expense over the vesting term of the related options. At December 31, 2015, compensation costs related to these unvested stock options not yet recognized in the consolidated condensed statements of income was \$67,636.

Restricted Stock

The Company granted restricted stock in December 2015 and October 2015 to two new Directors totaling 3,333 and 4,465 shares, respectively which were valued at market value on the date of the grants. The holding restriction on these shares will expire the first week of March 2016. The fair value of the shares issued December 2015 and October 2015 totaled \$7,500 and \$10,000, respectively and is being amortized over the holding period as compensation expense. The Company granted restricted stock in March 2015 to its Board of Directors totaling 25,532 shares, net of forfeited shares of 6,383 shares, which were valued at market value on the date of grant. The shares are being held by the Company for 12 months and will be delivered to the directors at the end of the 12 month holding period. The fair value of these shares upon issuance totaled \$60,000 and is being amortized over the 12 month holding period as compensation expense. The Company granted restricted stock in April of 2014 to certain employees totaling 23,676 shares, which were valued at market value on the date of grant. The shares have a holding restriction, which will expire in equal annual installments of 7,892 shares over three years starting in April 2015. The fair value of these shares upon issuance totaled \$76,000 and is being amortized over the respective one, two and three year holding periods as compensation expense. The unamortized portion of the restricted stock is included in prepaid expenses on the Company's consolidated condensed balance sheets.

Note 8 – Segment Reporting

The Company is reporting its financial performance based on its external reporting segments: Cable Television and Telecommunications. These reportable segments are described below.

Cable Television (“Cable TV”)

The Company's Cable TV segment sells new, surplus and re-manufactured cable television equipment throughout North America, Central America, South America and, to a substantially lesser extent, other international regions that utilize the same technology. In addition, this segment also repairs cable television equipment for various cable companies.

Telecommunications (“Telco”)

The Company's Telco segment primarily sells certified used telecommunications networking equipment from a broad range of manufacturers to customers primarily in North America. In addition, this segment is a reseller of new telecommunications equipment from certain manufacturers. Also, this segment offers its customers decommissioning services for surplus and obsolete equipment, which it in turn processes through its recycling services.

The Company evaluates performance and allocates its resources based on operating income. The accounting policies of its reportable segments are the same as those described in the summary of significant accounting policies.

Segment assets consist primarily of cash and cash equivalents, accounts receivable, inventory, property and equipment, goodwill and intangible assets.

| | Three Months Ended | |
|--------------------------------|----------------------|-----------------------|
| | December 31, 2015 | December 31, 2014 |
| Sales | | |
| Cable TV | \$ 5,004,998 | \$ 6,833,020 |
| Telco | 3,317,730 | 4,036,293 |
| Intersegment | <u>(73,060)</u> | <u>(32,155)</u> |
| Total sales | <u>\$ 8,249,668</u> | <u>\$ 10,837,158</u> |
| Gross profit | | |
| Cable TV | \$ 1,579,272 | \$ 2,034,845 |
| Telco | 1,186,108 | 1,796,958 |
| Total gross profit | <u>\$ 2,765,380</u> | <u>\$ 3,831,803</u> |
| Operating income (loss) | | |
| Cable TV | \$ 116,841 | \$ 618,811 |
| Telco | <u>(20,086)</u> | <u>137,533</u> |
| Total operating income | <u>\$ 96,755</u> | <u>\$ 756,344</u> |
| | | |
| | December 31, 2015 | September 30, 2015 |
| Segment assets | | |
| Cable TV | \$ 25,351,232 | \$ 26,494,430 |
| Telco | 17,301,559 | 17,094,713 |
| Non-allocated | <u>8,802,610</u> | <u>8,383,913</u> |
| Total assets | <u>\$ 51,455,401</u> | <u>\$ 51,973,056</u> |

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Special Note on Forward-Looking Statements

Certain statements in Management's Discussion and Analysis (MD&A), other than purely historical information, including estimates, projections, statements relating to our business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These forward-looking statements generally are identified by the words “estimates,” “projects,” “believes,” “plans,” “intends,” “will likely result,” and similar expressions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. These statements are subject to a number of risks, uncertainties and developments beyond our control or foresight, including changes in the trends of the cable television industry, changes in the trends of the telecommunications industry, changes in our supplier agreements, technological developments, changes in the economic environment generally, the growth or formation of competitors, changes in governmental regulation or taxation, changes in our personnel and other such factors. Our actual results, performance or achievements may differ significantly from the results, performance or achievement expressed or implied in the forward-looking statements. We do not undertake any obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date of this report or to reflect the occurrence of unanticipated events.

Overview

The following MD&A is intended to help the reader understand the results of operations, financial condition, and cash flows of the Company. MD&A is provided as a supplement to, and should be read in conjunction with the information presented elsewhere in this quarterly report on Form 10-Q and with the information presented in our annual report on Form 10-K for the year ended September 30, 2015, which includes our audited consolidated financial statements and the accompanying notes to the consolidated financial statements.

The Company is reporting its financial performance based on its external reporting segments: Cable Television and Telecommunications. These reportable segments are described below.

Cable Television (“Cable TV”)

The Company’s Cable TV segment sells new, surplus and re-manufactured cable television equipment throughout North America, Central America and South America. In addition, this segment also repairs cable television equipment for various cable companies.

Telecommunications (“Telco”)

The Company’s Telco segment sells certified used telecommunications networking equipment from a broad range of manufacturers primarily in North America. In addition, this segment is a reseller of new telecommunications equipment from certain manufacturers. Also, this segment offers its customers decommissioning services for surplus and obsolete equipment, which it then processes through its recycling program.

Results of Operations

Comparison of Results of Operations for the Three Months Ended December 31, 2015 and December 31, 2014

Consolidated

Consolidated sales decreased \$2.6 million, or 24%, to \$8.2 million for the three months ended December 31, 2015 from \$10.8 million for the three months ended December 31, 2014. The decrease in sales was in both the Cable TV and Telco segment of \$1.8 million and \$0.8 million, respectively. Consolidated gross profit decreased \$1.0 million, or 28%, to \$2.8 million for the three months ended December 31, 2015 from \$3.8 million for the same period last

year. The decrease in gross profit was in both the Telco and Cable TV segment of \$0.6 million and 0.4 million, respectively.

Consolidated operating, selling, general and administrative expenses include all personnel costs, which include fringe benefits, insurance and business taxes, as well as occupancy, communication and professional services, among other less significant cost categories. Operating, selling, general and administrative expenses decreased \$0.4 million, or 13%, to \$2.7 million for the three months ended December 31, 2015 from \$3.1 million for the same period last year. This decrease in expenses was primarily due to the Telco segment of \$0.5 million, partially offset by an increase in expenses of \$0.1 million in the Cable TV segment.

Interest expense remained relatively flat at \$0.1 million for the three months ended December 31, 2015.

The provision for income taxes was \$5 thousand for the three months ended December 31, 2015, or an effective rate of 17%, from a provision for income taxes of \$0.3 million for the three months ended December 31, 2014, or an effective rate of 38%.

Segment Results

Cable TV

Sales for the Cable TV segment decreased \$1.8 million to \$5.0 million for the three months ended December 31, 2015 from \$6.8 million for the same period last year. The decrease in sales was due to a decrease in new equipment sales of \$2.1 million, partially offset by an increase in both refurbished and repairs revenue of \$0.2 million and \$0.1 million, respectively. The Cable TV segment has experienced declining equipment sales over the past several years for the products we traditionally carry due to the continued consolidation of the cable television operators and fewer upgrades of the cable television networks and plant expansions. For the three months ended December 31, 2015, our equipment sales decreased to their lowest level during this downturn. However, we believe some of the decrease in sales was due to uncertainties caused by pending merger activities. Gross margin was 32% for the three months ended December 31, 2015 compared to 30% for the same period last year.

Operating, selling, general and administrative expenses increased \$0.1 million to \$1.5 million for the three months ended December 31, 2015 from \$1.4 million for the same period last year. The increase was due primarily to increased personnel costs.

Telco

Sales for the Telco segment decreased \$0.7 million to \$3.3 million for the three months ended December 31, 2015 from \$4.0 million for the same period last year. The decrease in sales for Telco segment was due to a decrease in used equipment sales and recycling revenue of \$0.9 million and \$0.1 million, respectively, partially offset by an increase of new equipment revenue of \$0.3 million. We believe the decline in sales was due largely to delays in capital expenditures from our major customers due to weak economic conditions and budgetary constraints. We expect that our sales will begin to increase over the next several months. Gross margin was 36% for the three months ended December 31, 2015 and 45% for the three months ended December 31, 2014. The decrease in gross margin was due primarily to decreased margins from recycling revenue resulting from lower commodity prices.

Operating, selling, general and administrative expenses decreased \$0.5 million to \$1.2 million for the three months ended December 31, 2015 from \$1.7 million for the same period last year. This decrease was due primarily to lower expenses of \$0.4 million related to the earn-out payment accrual for the Nave Communications acquisition. We will make future earn-out payments over the next two years equal to 70% of Nave Communications' annual EBITDA in excess of \$2.0 million per year (Nave Earn-out), which we estimate will be between \$0.5 million and \$1.0 million annually.

Non-GAAP Financial Measure

EBITDA is a supplemental, non-GAAP financial measure. EBITDA is defined as earnings before interest expense, income taxes, depreciation and amortization. EBITDA is presented below because this metric is used by the financial community as a method of measuring our financial performance and of evaluating the market value of companies considered to be in similar businesses. Since EBITDA is not a measure of performance calculated in accordance with GAAP, it should not be considered in isolation of, or as a substitute for, net earnings as an indicator of operating performance. EBITDA, as calculated below, may not be comparable to similarly titled measures employed by other companies. In addition, EBITDA is not necessarily a measure of our ability to fund our cash needs.

A reconciliation by segment of operating income to EBITDA follows:

| | <u>Three Months Ended December 31, 2015</u> | | | <u>Three Months Ended December 31, 2014</u> | | |
|-------------------------------|---|-------------------|-------------------|---|-------------------|---------------------|
| | <u>Cable TV</u> | <u>Telco</u> | <u>Total</u> | <u>Cable TV</u> | <u>Telco</u> | <u>Total</u> |
| Income (loss) from operations | \$ 116,841 | \$ (20,086) | \$ 96,755 | \$ 618,811 | \$ 137,533 | \$ 756,344 |
| Depreciation | 72,464 | 22,716 | 95,180 | 71,564 | 27,244 | 98,808 |
| Amortization | | <u>206,451</u> | <u>206,451</u> | | <u>206,452</u> | <u>206,452</u> |
| EBITDA | <u>\$ 189,305</u> | <u>\$ 209,081</u> | <u>\$ 398,386</u> | <u>\$ 690,375</u> | <u>\$ 371,229</u> | <u>\$ 1,061,604</u> |

Critical Accounting Policies

Note 1 to the Consolidated Financial Statements in Form 10-K for fiscal 2015 includes a summary of the significant accounting policies or methods used in the preparation of our Consolidated Condensed Financial Statements. Some of those significant accounting policies or methods require us to make estimates and assumptions that affect the amounts reported by us. We believe the following items require the most significant judgments and often involve complex estimates.

General

The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. We base our estimates and judgments on historical experience, current market conditions, and various other factors we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates under different assumptions or conditions. The most significant estimates and assumptions relate to the carrying value of our inventory and, to a lesser extent, the adequacy of our allowance for doubtful accounts.

Inventory Valuation

Our position in the industry requires us to carry large inventory quantities relative to annual sales, but it also allows us to realize high overall gross profit margins on our sales. We market our products primarily to MSOs, telecommunication providers and other users of cable television and telecommunication equipment who are seeking products for which manufacturers have discontinued production or cannot ship new equipment on a same-day basis as well as providing used products as an alternative to new products from the manufacturer. Carrying these large inventory quantities represents our largest risk.

We are required to make judgments as to future demand requirements from our customers. We regularly review the value of our inventory in detail with consideration given to rapidly changing technology which can significantly affect future customer demand. For individual inventory items, we may carry inventory quantities that are excessive relative to market potential, or we may not be able to recover our acquisition costs for sales that we do make. In order to address the risks associated with our investment in inventory, we review inventory quantities on hand and

reduce the carrying value when the loss of usefulness of an item or other factors, such as obsolete and excess inventories, indicate that cost will not be recovered when an item is sold.

Our inventories consist of new and used electronic components for the cable television industry. Inventory is stated at the lower of cost and net realizable value, with cost determined using the weighted-average method. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. At December 31, 2015, we had total inventory, before the reserve for excess and obsolete inventory, of \$25.9 million, consisting of \$15.4 million in new products and \$10.5 million in used or refurbished products.

For the Cable TV segment, our reserve at December 31, 2015 for excess and obsolete inventory was \$2.9 million, which reflects an increase of \$0.2 million to reflect deterioration in the market demand of that inventory. If actual market conditions are less favorable than those projected by management, and our estimates prove to be inaccurate, we could be required to increase our inventory reserve and our gross margins could be materially adversely affected.

For the Telco segment, we do not maintain an inventory reserve as we recycle any surplus and obsolete equipment on hand through our recycling program when it is identified.

Inbound freight charges are included in cost of sales. Purchasing and receiving costs, inspection costs, warehousing costs, internal transfer costs and other inventory expenditures are included in operating expenses, since the amounts involved are not considered material.

Accounts Receivable Valuation

Management judgments and estimates are made in connection with establishing the allowance for doubtful accounts. Specifically, we analyze the aging of accounts receivable balances, historical bad debts, customer concentrations, customer credit-worthiness, current economic trends and changes in our customer payment terms. Significant changes in customer concentration or payment terms, deterioration of customer credit-worthiness, or weakening in economic trends could have a significant impact on the collectability of receivables and our operating results. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, an additional provision to the allowance for doubtful accounts may be required. The reserve for bad debts was \$0.3 million at December 31, 2015 and September 30, 2015. At December 31, 2015, accounts receivable, net of allowance for doubtful accounts, was \$4.0 million.

Goodwill

Goodwill represents the excess of purchase price of acquisitions over the acquisition date fair value of the net assets of businesses acquired. Goodwill is not amortized and is tested at least annually for impairment. We perform our annual analysis during the fourth quarter of each fiscal year and in any other period in which indicators of impairment warrant additional analysis. Goodwill is evaluated for impairment by first comparing our estimate of the fair value of each reporting unit, or operating segment, with the reporting unit's carrying value, including goodwill. Our reporting units for purposes of the goodwill impairment calculation are the Cable TV operating segment and the Telco operating segment.

Management utilizes a discounted cash flow analysis to determine the estimated fair value of each reporting unit. Significant judgments and assumptions including the discount rate and anticipated revenue growth rate, gross margins and operating expenses are inherent in these fair value estimates, which are based on historical operating results. As a result, actual results may differ from the estimates utilized in our discounted cash flow analysis. The use of alternate judgments and/or assumptions could result in the recognition of different levels of impairment charges in the financial statements. If the carrying value of one of the reporting units exceeds its fair value, a computation of the implied fair value of goodwill would then be compared to its related carrying value. If the carrying value of the reporting unit's goodwill exceeds the implied fair value of goodwill, an impairment loss would be recognized in the amount of the excess. If an impairment charge is incurred, it would negatively impact our results of operations and financial position.

We performed our annual impairment test for both reporting units in the fourth quarter of 2015 and determined that the fair value of our reporting units exceeded their carrying values. Therefore, no impairment existed as of September 30, 2015.

We did not record a goodwill impairment for either of our two reporting units in the three year period ended September 30, 2015. Although we do not anticipate a future impairment charge, certain events could occur that might adversely affect the reported value of goodwill. Such events could include, but are not limited to, economic or competitive conditions, a significant change in technology, the economic condition of the customers and industries we serve, a significant decline in the real estate markets we operate in, and a material negative change in the relationships with one or more of our significant customers or equipment suppliers. If our judgments and assumptions change as a result of the occurrence of any of these events or other events that we do not currently anticipate, our expectations as to future results and our estimate of the implied value of each reporting unit also may change.

Intangibles

Intangible assets that have finite useful lives are amortized on a straight-line basis over their estimated useful lives ranging from 3 years to 10 years. We are currently evaluating a new operating system for our Telco segment, which when implemented, may impair a portion of our technology intangible asset.

Liquidity and Capital Resources

Cash Flows Provided by Operating Activities

We finance our operations primarily through operations, and have a bank line of credit of up to \$7.0 million. During the three months ended December 31, 2015, we generated \$1.0 million of cash flow from operations. The cash flow from operations was favorably impacted by \$0.5 million from a net decrease in inventory. The cash flow from operations was unfavorably impacted by \$0.3 million from a decrease in accrued expenses due primarily to a \$0.2 million decrease in the earn-out accrual related to the Nave Communications acquisition.

During the three months ended December 31, 2015, we decreased the earn-out liability related to the Nave Communications acquisition by \$0.2 million, which is recorded in accrued expenses. The earn-out is equal to 70% of Nave Communications adjusted EBITDA earnings in excess of \$2.0 million for the twelve month period beginning March 1 each year. We estimate the remaining two annual payments will be between \$0.5 million and \$1.0 million each.

Cash Flows Used for Investing Activities

During the three months ended December 31, 2015, cash used in investing activities was \$0.2 million primarily related to the acquisition of the net operating assets of a business. The acquisition is discussed in Note 2 of the Notes to the Consolidated Condensed Financial Statements included in Item 1 of this Quarterly Report on Form 10-Q.

Cash Flows Used for Financing Activities

During the three months ended December 31, 2015, we made principal payments of \$0.2 million on our two term loans under our Credit and Term Loan Agreement with our primary lender. The first term loan requires monthly payments of \$15,334 plus accrued interest through November 2021. Our second term loan is a five year term loan with a seven year amortization payment schedule with monthly principal and interest payments of \$68,505 through March 2019.

At December 31, 2015, there was not a balance outstanding under our line of credit. The lesser of \$7.0 million or the total of 80% of the qualified accounts receivable plus 50% of qualified inventory is available to us under the revolving credit facility (\$7.0 million at December 31, 2015). Any future borrowings under the revolving credit facility are due at maturity.

We believe that our cash and cash equivalents of \$6.7 million at December 31, 2015, cash flow from operations and our existing line of credit provide sufficient liquidity and capital resources to meet our working capital and debt payment needs.

Item 4. Controls and Procedures.

We maintain disclosure controls and procedures that are designed to ensure the information we are required to disclose in the reports we file or submit under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Based on their evaluation as of December 31, 2015, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to accomplish their objectives and to ensure the information required to be disclosed in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

PART II OTHER INFORMATION

Item 6. Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 31.1 | Certification of Chief Executive Officer under Section 302 of the Sarbanes Oxley Act of 2002. |
| 31.2 | Certification of Chief Financial Officer under Section 302 of the Sarbanes Oxley Act of 2002. |
| 32.1 | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS | XBRL Instance Document. |
| 101.SCH | XBRL Taxonomy Extension Schema. |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase. |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase. |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase. |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase. |

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.

ADVANTAGE TECHNOLOGIES GROUP, INC.
(Registrant)

Date: February 9, 2016

/s/ David L. Humphrey
David L. Humphrey,
President and Chief Executive Officer
(Principal Executive Officer)

Date: February 9, 2016

/s/ Scott A. Francis
Scott A. Francis,
Chief Financial Officer
(Principal Financial Officer)

Exhibit Index

The following documents are included as exhibits to this Form 10-Q:

| Exhibit No. | Description |
|-------------|--|
| 31.1 | Certification of Chief Executive Officer under Section 302 of the Sarbanes Oxley Act of 2002. |
| 31.2 | Certification of Chief Financial Officer under Section 302 of the Sarbanes Oxley Act of 2002. |
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| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase. |

Exhibit 31.1

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, David L. Humphrey, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ADDvantage Technologies Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 9, 2016

/s/ David L. Humphrey
David L. Humphrey
President and Chief Executive Officer

Exhibit 31.2

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Scott A. Francis, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ADDvantage Technologies Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - c. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - d. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 9, 2016

/s/ Scott A. Francis _____
Scott A. Francis
Chief Financial Officer

Exhibit 32.1

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

In connection with the Quarterly Report on Form 10-Q of ADDvantage Technologies Group, Inc. (the "Company") for the fiscal quarter ended December 31, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Report") I, David L. Humphrey, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David L. Humphrey

Name: David L. Humphrey

Title: President and Chief Executive Officer

Date: February 9, 2016

Exhibit 32.2

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

In connection with the Quarterly Report on Form 10-Q of ADDvantage Technologies Group, Inc. (the "Company") for the fiscal quarter ended December 31, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Report") I, Scott A. Francis, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Scott A. Francis
Name: Scott A. Francis
Title: Chief Financial Officer
Date: February 9, 2016