

**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 June 30, 2013

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 July 31, 2013 were 9,998,480.	

ADVANTAGE TECHNOLOGIES GROUP, INC.
Form 10-Q
For the Period Ended June 30, 2013

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ADVANTAGE TECHNOLOGIES GROUP, INC.
CONSOLIDATED BALANCE SHEETS

	June 30, 2013 <u>(unaudited)</u>	September 30, 2012 <u>(audited)</u>
Assets		
Current assets:		
Cash and cash equivalents	\$ 8,228,838	\$ 5,191,514
Accounts receivable, net of allowance of \$300,000	2,607,014	3,050,796
Income tax refund receivable	–	409,386
Inventories, net of allowance for excess and obsolete inventory of \$1,540,000 and \$1,000,000, respectively	21,428,235	22,666,385
Prepaid expenses	146,058	129,357
Deferred income taxes	<u>1,003,000</u>	<u>920,000</u>
Total current assets	33,413,145	32,367,438
Property and equipment, at cost:		
Land and buildings	8,840,822	8,794,272
Machinery and equipment	3,036,772	2,953,949
Leasehold improvements	<u>9,633</u>	<u>9,633</u>
Total property and equipment, at cost	11,887,227	11,757,854
Less accumulated depreciation and amortization	<u>(3,899,201)</u>	<u>(3,666,327)</u>
Net property and equipment	7,988,026	8,091,527
Other assets:		
Goodwill	1,560,183	1,560,183
Other assets	<u>11,428</u>	<u>13,778</u>
Total other assets	<u>1,571,611</u>	<u>1,573,961</u>
Total assets	<u>\$42,972,782</u>	<u>\$ 42,032,926</u>

See notes to unaudited consolidated financial statements.

ADVANTAGE TECHNOLOGIES GROUP, INC.
CONSOLIDATED BALANCE SHEETS

	June 30, 2013 <u>(unaudited)</u>	September 30, 2012 <u>(audited)</u>
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	\$ 1,620,776	\$ 1,437,492
Accrued expenses	850,969	1,030,174
Notes payable – current portion	<u>184,008</u>	<u>184,008</u>
Total current liabilities	2,655,753	2,651,674
Notes payable, less current portion	1,364,606	1,502,612
Deferred income taxes	140,000	62,000
Shareholders' equity:		
Common stock, \$.01 par value; 30,000,000 shares authorized; 10,499,138 and 10,465,323 shares issued, respectively; and 9,998,480 and 10,189,120 shares outstanding, respectively	104,991	104,653
Paid in capital	(5,602,390)	(5,748,503)
Retained earnings	<u>45,309,836</u>	<u>43,980,590</u>
Total shareholders' equity before treasury stock	39,812,437	38,336,740
Less: Treasury stock, 500,658 and 276,203 shares, respectively, at cost	<u>(1,000,014)</u>	<u>(520,100)</u>
Total shareholders' equity	<u>38,812,423</u>	<u>37,816,640</u>
Total liabilities and shareholders' equity	<u>\$42,972,782</u>	<u>\$42,032,926</u>

See notes to unaudited consolidated financial statements.

ADVANTAGE TECHNOLOGIES GROUP, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(UNAUDITED)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>
Sales:				
Net new sales income	\$ 4,322,139	\$ 4,739,752	\$ 14,826,508	\$ 15,901,691
Net refurbished sales income	1,882,377	2,691,269	7,271,044	7,646,819
Net service income	<u>950,685</u>	<u>1,067,752</u>	<u>2,898,886</u>	<u>3,185,614</u>
Total net sales	7,155,201	8,498,773	24,996,438	26,734,124
Cost of sales	<u>5,126,339</u>	<u>5,910,937</u>	<u>17,675,951</u>	<u>18,879,948</u>
Gross profit	2,028,862	2,587,836	7,320,487	7,854,176
Operating, selling, general and administrative expenses	<u>1,642,965</u>	<u>1,828,238</u>	<u>5,156,474</u>	<u>5,387,715</u>
Income from operations	385,897	759,598	2,164,013	2,466,461
Interest expense	<u>6,377</u>	<u>7,300</u>	<u>19,767</u>	<u>1,106,662</u>
Income before provision for income taxes	379,520	752,298	2,144,246	1,359,799
Provision for income taxes	<u>144,000</u>	<u>293,000</u>	<u>815,000</u>	<u>530,000</u>
Net income	235,520	459,298	1,329,246	829,799
Other comprehensive income:				
Unrealized gain on interest rate swap, net of taxes	<u>—</u>	<u>—</u>	<u>—</u>	<u>587,258</u>
Comprehensive income	<u>\$ 235,520</u>	<u>\$ 459,298</u>	<u>\$ 1,329,246</u>	<u>\$ 1,417,057</u>
Earnings per share:				
Basic	\$ 0.02	\$ 0.05	\$ 0.13	\$ 0.08
Diluted	\$ 0.02	\$ 0.05	\$ 0.13	\$ 0.08
Weighted average shares used in per share calculation:				
Basic	9,998,480	10,189,120	10,070,567	10,198,691
Diluted	9,998,480	10,189,683	10,070,781	10,199,756

See notes to unaudited consolidated financial statements.

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

	Nine Months Ended June 30, 2013	2012
Operating Activities		
Net income	\$ 1,329,246	\$ 829,799
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	240,374	266,420
Provision for excess and obsolete inventories	540,000	352,000
Deferred income tax provision (benefit)	(5,000)	23,000
Share based compensation expense	125,651	152,428
Changes in assets and liabilities:		
Accounts receivable	443,782	1,090,483
Income tax refund receivable	409,386	263,034
Inventories	698,150	1,573,592
Prepaid expenses	799	3,835
Other assets	2,350	5,467
Accounts payable	183,284	(1,311,383)
Income tax payable	53,295	-
Accrued expenses	<u>(232,500)</u>	<u>(374,344)</u>
Net cash provided by operating activities	3,788,817	2,874,331
Investing Activities		
Additions to machinery and equipment	(136,873)	(102,084)
Additions of land and buildings	<u>-</u>	<u>(110,593)</u>
Net cash used in investing activities	(136,873)	(212,677)
Financing Activities		
Payments on notes payable	(138,006)	(10,325,506)
Purchase of treasury stock	(479,914)	(113,821)
Proceeds from stock options exercised	<u>3,300</u>	<u>1,620</u>
Net cash used in financing activities	<u>(614,620)</u>	<u>(10,437,707)</u>
Net increase (decrease) in cash and cash equivalents	3,037,324	(7,776,053)
Cash and cash equivalents at beginning of period	<u>5,191,514</u>	<u>10,943,654</u>
Cash and cash equivalents at end of period	<u>\$ 8,228,838</u>	<u>\$ 3,167,601</u>
Supplemental cash flow information:		
Cash paid for interest	\$ 19,885	\$ 1,157,289
Cash paid for income taxes	\$ 399,000	\$ 259,270
Supplemental schedule of noncash operating activities:		
Unrealized gain on interest rate swap	\$ -	\$ 957,258
Deferred tax provision	<u>-</u>	<u>(370,000)</u>
Unrealized gain on interest rate swap, net of tax	<u>\$ -</u>	<u>\$ 587,258</u>

See notes to unaudited consolidated financial statements.

Note 1 - Basis of Presentation and Description of Business

Basis of presentation

The accompanying unaudited consolidated 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 financial statements not misleading. The consolidated financial statements as of September 30, 2012 have been audited by an independent registered public accounting firm. It is suggested that these consolidated financial statements be read in conjunction with the 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, 2012.

ADDvantage Technologies Group, Inc., through its subsidiaries Tulsat Corporation, Tulsat-Atlanta LLC, ADDvantage Technologies Group of Nebraska (dba Tulsat-Nebraska), ADDvantage Technologies Group of Texas, Inc. (dba Tulsat-Texas), NCS Industries, Inc., ADDvantage Technologies Group of Missouri, Inc. (dba ComTech Services) and Adams Global Communications, LLC (collectively, the "Company"), 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, the Company also repairs cable television equipment for various cable companies. The Company operates in one business segment and product sales consist of different types of equipment used in the cable television equipment industry.

Fair value of financial instruments

The carrying amounts of accounts receivable and accounts payable approximate fair value due to their short maturities. The carrying value of the term debt approximates fair value since the interest rate fluctuates periodically based on a floating interest rate.

Reclassification

Certain prior period amounts have been reclassified to conform to the current year presentation. These reclassifications had no effect on previously reported results of operations or retained earnings.

Note 2 – 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 stock 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 and nine months ended June 30, 2013 and 2012 are:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>
Net income attributable to common shareholders	<u>\$235,520</u>	<u>\$459,298</u>	<u>\$1,329,246</u>	<u>\$829,799</u>
Basic weighted average shares	9,998,480	10,189,120	10,070,567	10,198,691
Effect of dilutive securities:				
Stock options	<u>—</u>	<u>563</u>	<u>214</u>	<u>1,065</u>
Diluted weighted average shares	<u>9,998,480</u>	<u>10,189,683</u>	<u>10,070,781</u>	<u>10,199,756</u>
Earnings per common share:				
Basic	\$0.02	\$0.05	\$0.13	\$0.08
Diluted	\$0.02	\$0.05	\$0.13	\$0.08

Note 3 – Line of Credit and Notes Payable

Notes Payable

The Company has an Amended and Restated Revolving Credit and Term Loan Agreement (“Credit and Term Loan Agreement”). The only outstanding term loan under the Credit and Term Loan Agreement has an outstanding balance of \$1.5 million at June 30, 2013 and is due on November 20, 2021, with monthly principal payments of \$15,334 plus accrued interest. The interest rate is the prevailing 30-day LIBOR rate plus 1.4% (1.59% at June 30, 2013) and is reset monthly. This term loan is collateralized by inventory, accounts receivable, equipment and fixtures and general intangibles.

Line of Credit

The Company has a \$7.0 million Revolving Line of Credit (“Line of Credit”) under the Credit and Term Loan Agreement with its primary financial lender. At June 30, 2013, the Company had no amount 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% (2.94% at June 30, 2013), and the interest rate is reset monthly. Any future borrowings under the Line of Credit are due on November 29, 2013. 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 Line of Credit borrowing base was \$7.0 million at June 30, 2013. 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.

The carrying value of the Company’s borrowings approximates fair value since the interest rate fluctuates periodically based on a floating interest rate.

Note 4 – Stock Option Plan

Plan Information

The 1998 Incentive Stock Plan (the “Plan”) provides for awards of stock options and restricted stock to officers, directors, key employees and consultants. The Plan provides that upon any issuance of additional shares of common stock by the Company, other than pursuant to the Plan, the number of shares covered by the Plan will increase to an amount equal to 10% of the then outstanding shares of common stock. Under the Plan, option prices will be set by the Board of Directors and may be greater than, equal to, or less than fair market value on the grant date.

At June 30, 2013, 1,024,656 shares of common stock were reserved for the exercise of, or lapse of restrictions on, stock awards under the Plan. Of these reserved shares, 280,141 shares were available for future grants.

Stock Options

Stock options are accounted for in accordance with the provisions of FASB ASC 718, *Stock Compensation*. FASB ASC 718 requires all share-based payments to employees, including grants of employee stock options, be 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 Statements of Operations and Comprehensive Income.

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 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 June 30, 2013 and changes during the nine months then ended is presented below:

	<u>Shares</u>	<u>Wtd. Avg. Ex. Price</u>
Outstanding at September 30, 2012	370,000	\$2.83
Granted	30,000	2.33
Exercised	(2,000)	\$1.65
Expired	—	—
Forfeited	<u>(35,000)</u>	\$2.43
Outstanding at June 30, 2013	<u>363,000</u>	\$2.83
Exercisable at June 30, 2013	163,000	\$3.30

The Company granted nonqualified stock options of 30,000 shares for the nine months ended June 30, 2013. The Company estimated the fair value of the options granted using the Black-Scholes option valuation model. The Company estimated the expected term of options granted based on the historical grants and exercises of the Company's options. The Company estimated 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, consistent with FASB ASC 718. The Company based 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 used 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.

The estimated fair value at date of grant for stock options utilizing the Black-Scholes option valuation model and the assumptions that were used in the Black-Scholes option valuation model for the nine months ended June 30, 2013 are as follows:

	<u>Nine Months Ended June 30, 2013</u>
Estimated fair value of options at grant date	\$29,040
Black-Scholes model assumptions:	
Average expected life (years)	6
Average expected volatility factor	41%
Average risk-free interest rate	2.95%
Average expected dividends yield	—

Compensation expense related to unvested stock options recorded for the nine months ended June 30, 2013 is as follows:

	Nine Months Ended <u>June 30, 2013</u>
Fiscal year 2012 grant	\$ 71,671
Fiscal year 2013 grant	\$ 1,479

The Company records compensation expense over the vesting term of the related options. At June 30, 2013, compensation costs related to these unvested stock options not yet recognized in the Company's Consolidated Statements of Operations and Comprehensive Income was \$135,078.

Restricted Stock

The Company granted restricted stock in March 2013 to its Board of Directors totaling 31,815 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 and employee at the end of the 12 month holding period. The fair value of these shares upon issuance totaled \$70,000 and is being amortized over the 12 month holding period as compensation expense. The unamortized portion of the restricted stock is included in prepaid assets on the Company's Consolidated Balance Sheets.

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 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 ADDvantage Technologies Group, Inc. 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, 2012, which includes our audited consolidated financial statements and the accompanying notes to the consolidated financial statements.

We are a value added reseller for select Cisco and Motorola new products, and we are a distributor for several other manufacturers of cable television ("CATV") equipment. We also specialize in the sale of surplus new and refurbished previously-owned CATV equipment to CATV operators and other broadband communication companies. It is through our development of these vendor relationships that we have focused our initiative to market our products and services to the larger cable multiple system operators ("MSOs") and telecommunication companies. These customers provide an array of different communications services as well as compete in their ability to offer subscribers "triple play" transmission services including data, voice and video.

Results of Operations

Comparison of Results of Operations for the Three Months Ended June 30, 2013 and June 30, 2012

Total Net Sales. Total net sales decreased \$1.3 million, or 16%, to \$7.2 million for the three months ended June 30, 2013 from \$8.5 million for the three months ended June 30, 2012. The overall decrease in equipment sales was primarily due to the continued decrease in plant expansions and bandwidth upgrades in the cable industry. New equipment sales decreased \$0.4 million, or 9%, to \$4.3 million for the three months ended June 30, 2013 from \$4.7 million for the three months ended June 30, 2012. Net refurbished sales decreased \$0.8 million, or 30%, to \$1.9 million for the three months ended June 30, 2013 from \$2.7 million for the three months ended June 30, 2012. Net repair service revenues decreased \$0.1 million, or 11%, to \$1.0 million for the three months ended June 30, 2013 from \$1.1 million for the same period last year.

Cost of Sales. Cost of sales includes (i) the costs of new and refurbished equipment, on a weighted average cost basis, sold during the period, (ii) the equipment costs used in repairs, (iii) the related transportation costs, and (iv) the labor and overhead directly related to these sales. Cost of sales decreased \$0.8 million, or 13%, to \$5.1 million for the three months ended June 30, 2013 from \$5.9 million for the three months ended June 30, 2012. The decrease in cost of sales was primarily due to a decrease in net sales. Cost of sales as a percent of revenue was 72% for the three months ended June 30, 2013 as compared to 70% for the same period last year.

Gross Profit. Gross profit decreased \$0.6 million, or 22%, to \$2.0 million for the three months ended June 30, 2013 from \$2.6 million for the three months ended June 30, 2012. The decrease in gross profit was primarily due to decreased net sales. Gross profit margins were 28% for the three months ended June 30, 2013 as compared to 30% for the same period last year.

Operating, Selling, General and Administrative Expenses. 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 \$0.2 million, or 10%, to \$1.6 million for the three months ended June 30, 2013 from \$1.8 million for the three months ended June 30, 2012.

Income from Operations. Income from operations decreased \$0.4 million, or 49%, to \$0.4 million for the three months ended June 30, 2013 from \$0.8 million for the three months ended June 30, 2012 for the reasons described above.

Interest Expense. Interest expense decreased \$1,000, or 13%, to \$6,000 for the three months ended June 30, 2013 from \$7,000 for the same period last year.

Income Taxes. The provision for income taxes decreased \$0.2 million to \$0.1 million for the three months ended June 30, 2013, or an effective rate of 37.9%, from \$0.3 million for the three months ended June 30, 2012, or an effective rate of 38.9%.

Comparison of Results of Operations for the Nine Months Ended June 30, 2013 and June 30, 2012

Total Net Sales. Total net sales decreased \$1.7 million, or 6%, to \$25.0 million for the nine months ended June 30, 2013 from \$26.7 million for the nine months ended June 30, 2012. The decrease in net sales was primarily due to the continued decrease in plant expansions and bandwidth upgrades in the cable television industry, partially offset by increased equipment sales as a result of Hurricane Sandy. New equipment sales decreased \$1.1 million, or 7%, to \$14.8 million for the nine months ended June 30, 2013 from \$15.9 million for the nine months ended June 30, 2012. Net refurbished sales decreased \$0.3 million, or 5%, to \$7.3 million for the nine months ended June 30, 2013 from \$7.6 million for the same period last year. Net repair service revenues decreased \$0.3 million, or 9%, to \$2.9 million for the nine months ended June 30, 2013 from \$3.2 million for the same period last year.

Cost of Sales. Cost of sales includes (i) the costs of new and refurbished equipment, on a weighted average cost basis, sold during the period, (ii) the equipment costs used in repairs, (iii) the related transportation costs, and (iv) the labor and overhead directly related to these sales. Cost of sales decreased \$1.2 million, or 6%, to \$17.7 million for the nine months ended June 30, 2013 from \$18.9 million for the nine months ended June 30, 2012. The decrease in cost of sales was primarily due to lower net sales. Cost of sales as a percent of revenue were 71% for both the nine months ended June 30, 2013 and 2012.

Gross Profit. Gross profit decreased \$0.6 million, or 7%, to \$7.3 million for the nine months ended June 30, 2013 from \$7.9 million for the nine months ended June 30, 2012. Gross profit margins were 29% for both the nine months ended June 30, 2013 and 2012.

Operating, Selling, General and Administrative Expenses. 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 \$0.2 million, or 4%, to \$5.2 million for the nine months ended June 30, 2013 compared to \$5.4 million for the nine months ended June 30, 2012. The decrease in operating, selling, general and administrative expenses was primarily due to reduced personnel costs.

Income from Operations. Income from operations decreased \$0.3 million, or 12%, to \$2.2 million for the nine months ended June 30, 2013 from \$2.5 million for the nine months ended June 30, 2012 for the reasons described above.

Interest Expense. Interest expense decreased \$1.1 million to \$20,000 for the nine months ended June 30, 2013 from \$1.1 million for the same period last year. The decrease was due to the March 2012 payoff of the outstanding amount of \$9.4 million under the second term loan under the Credit and Term Loan Agreement and a \$0.8 million

payment made in order to terminate the associated interest rate swap agreement. The swap termination payment was recorded as interest expense.

Income Taxes. The provision for income taxes increased by \$0.3 million to \$0.8 million, or an effective rate of 38.0%, for the nine months ended June 30, 2013 from \$0.5 million, or an effective rate of 39.0% for the same period last year.

Critical Accounting Policies

Note 1 to the Consolidated Financial Statements in Form 10-K for fiscal 2012 includes a summary of the significant accounting policies or methods used in the preparation of our Consolidated 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 liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. 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 may 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 and other users of cable television equipment who are seeking products for which manufacturers have discontinued production or cannot ship new equipment on a same-day basis. Carrying these large inventory quantities represents our largest risk.

Our inventory consists of new and used electronic components for the cable television industry. Inventory is stated at the lower of cost or market, and our cost is determined using the weighted-average method. At June 30, 2013, we had total inventory of \$22.9 million, against which we have a reserve of \$1.5 million for excess and obsolete inventory, leaving us a net inventory of \$21.4 million.

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. For the nine months ended June 30, 2013, we recorded charges to our reserve for excess and obsolete inventory of \$0.2 million. 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 adversely affected.

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 returns and doubtful accounts. Specifically, we analyze historical return volumes, the aging of accounts receivable balances, historical bad debts, customer concentrations, customer creditworthiness, current economic trends and changes in our customer payment terms. Significant changes in customer concentration or payment terms, deterioration of customer creditworthiness, 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, additional allowances may be required. At June 30, 2013, accounts receivable, net of allowance for returns and doubtful accounts of \$0.3 million, amounted to \$2.6 million.

Liquidity and Capital Resources

We finance our operations primarily through internally generated funds, and we also have available to us a bank line of credit of \$7.0 million. During the nine months ended June 30, 2013, we generated \$3.8 million of cash flow from operations. The cash flow from operations was favorably impacted by \$0.7 million from a net decrease in inventory due primarily to management's efforts to continue to reduce overall inventory purchases. The cash flow from operations was favorably impacted by \$0.4 million from a net decrease in accounts receivable due primarily to timing of collections on outstanding accounts. We have not experienced a significant deterioration in collections of accounts receivable, so the reserve for doubtful accounts has remained the same. In addition, the cash flow from operations was favorably impacted by \$0.4 million from a net decrease in income tax receivable due primarily to utilizing the income tax receivable position in making tax payments for the nine months ended June 30, 2013.

We expect that our cash and cash equivalents of \$8.2 million at June 30, 2013 will be sufficient to finance our working capital needs and scheduled debt payments in the near-term. The \$7.0 million line of credit can also be used to finance our working capital requirements as necessary. At June 30, 2013, there was not a balance outstanding under the 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 June 30, 2013). Any future borrowings under the revolving credit facility are due at maturity.

During the nine months ended June 30, 2013, we made principal payments totaling \$138,006 on our remaining term loan under our Credit and Term Loan Agreement with our primary lender. The term loan requires monthly payments of \$15,334 plus accrued interest through November 2021. We also purchased 224,455 shares of our common stock for \$0.5 million in the open market during the nine months ended June 30, 2013.

We believe that our cash flow from operations, current cash balances 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 June 30, 2013, 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.

During the period covered by this report on Form 10-Q, there have been no changes in our internal control over financial reporting that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

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: August 13, 2013

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

Date: August 13, 2013

/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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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: August 13, 2013

/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: August 13, 2013

/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 June 30, 2013, 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: August 13, 2013

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 June 30, 2013, 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: August 13, 2013