UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported) **October 14, 2016**

ADDVANTAGE TECHNOLOGIES GROUP, INC.
(Exact name of Registrant as specified in its Charter)

Oklahoma
(State or other Jurisdiction of Incorporation)

1-10799	**73-1351610**
(Commission file Number)	**(IRS Employer Identification No.)**

1221 E. Houston, Broken Arrow Oklahoma	**74012**
(Address of Principal Executive Offices)	**(Zip Code)**

(918) 251-9121
(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General InstructionA.2. below):

□ Written Communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

□ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

□ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

□ Pre-commencement communications pursuant to Rule 13e-4© under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.01 Completion of Acquisition or Disposition of Assets.

On October 14, 2016, ADDvantage Technologies Group, Inc. (the "Company") filed with the Securities and Exchange Commission (the "SEC") a Current Report on Form 8-K (the "Original Form 8-K") disclosing that it had on such date, completed its acquisition of the net assets of Triton Miami, Inc. ("Triton Miami"), a provider of quality used telecommunication networking equipment. The Company formed a new subsidiary called ADDvantage Triton, LLC ("Triton"). The acquisition of Triton Miami included approximately $6.5 million in upfront payments, as well as $2.0 million in deferred payments over the next three years. In addition, the Company will make future annual earn-out payments equal to 60% of Triton's annual EBITDA in excess of an EBITDA target of $1.2 million per year over the next three years. The transaction is expected to be accretive to ADDvantage's overall margins and EBITDA in the current fiscal year. A copy of the press release was furnished as Exhibit 99.1 to the Original Form 8-K.

This Current Report on Form 8-K/A is being filed with the SEC to provide the disclosures required by Item 9.01 of Form 8-K, including the required historical financial information of Triton Miami and the required Pro Forma financial statements, and amends and supplements the Original Form 8-K.

Except as otherwise provided herein, the other disclosures made in the Original Form 8-K remain unchanged.

Item 9.01 Financial Statements and Exhibits.

(a) *Financial Statements of Businesses Acquired.*

Exhibit 99.1 Audited balance sheet and the related statements of income, stockholders' equity and cash flows of Triton Miami, Inc. as of and for the years ended December 31, 2015 and 2014, and the notes related thereto and the related independent auditor's report of Morrison, Brown, Argiz, & Farra, LLC.

Exhibit 99.2 Unaudited balance sheet as of September 30, 2016, and statements of income and statements of cash flows for the nine months ended September 30, 2016 and 2015 of Triton Miami, Inc., and the notes related thereto.

(b) *Pro Forma Financial Information.*

Exhibit 99.3 Unaudited pro forma condensed combined balance sheet and statement of income of ADDvantage Technologies Group, Inc. and Triton Miami, Inc. for the year ended September 30, 2016. and the notes related thereto.

(d) *Exhibits*

The following exhibits are furnished herewith:

Exhibit 2.1 Asset Purchase Agreement by and among Triton Miami, Inc., Ross Himber, Bruce Tappen and Kevin Sadovnik and ADDvantage Triton, LLC dated as of October 14, 2016, incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on October 20, 2016.

Exhibit 23.1 Consent of Morrison, Brown, Argiz, & Farra, LLC.

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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 hereunto duly authorized.

ADDvantage Technologies Group, Inc.
Date: December 23, 2016

By: /s/ Scott Francis
Scott Francis
Vice-President & Chief Financial Officer

Exhibit Index

Exhibit Number	Description
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99.1	Audited balance sheet and the related statements of income, stockholders' equity and cash flows of Triton Miami, Inc. as of and for the years ended December 31, 2015 and 2014, and the notes related thereto and the related independent auditor's report of Morrison, Brown, Argiz, and Farra, LLC.
99.2	Unaudited balance sheet as of September 30, 2016, and statements of income and statements of cash flows for the nine months ended September 30, 2016 and 2015, of Triton Miami, Inc., and the notes related thereto.
99.3	Unaudited pro forma condensed combined balance sheet and statement of income of ADDvantage Technologies Group, Inc. and Triton Miami, Inc. for the year ended September 30, 2016 and the notes related thereto.

TRITON MIAMI, INC.

FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

MBAF

MORRISON BROWN ARGIZ & FARRA, LLC

CERTIFIED PUBLIC ACCOUNTANTS AND ADVISORS

INDEPENDENT AUDITOR'S REPORT

To the Stockholders of
Triton Miami, Inc.

Report on the Financial Statements

We have audited the accompanying financial statements of Triton Miami, Inc., which comprise the balance sheets as of December 31, 2015 and 2014, and the related statements of income and comprehensive income, changes in stockholders' equity, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Triton Miami, Inc. as of December 31, 2015 and 2014, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Morrison, Brown, Argiz & Farra

Fort Lauderdale, Florida
August 31, 2016

TRITON MIAMI, INC.

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TRITON MIAMI, INC.

BALANCE SHEETS
DECEMBER 31,

ASSETS	2015	2014
CURRENT ASSETS		
Cash and cash equivalents	$ 829,788	$ 789,430
Investments	-	316,647
Accounts receivable	785,718	718,181
Inventory	1,312,913	578,097
Prepaid expenses and other assets	189,291	137,471
Current portion of due from related party	28,963	27,755
TOTAL CURRENT ASSETS	3,146,673	2,567,581
DUE FROM RELATED PARTY, NET OF CURRENT PORTION	225,763	257,093
PROPERTY AND EQUIPMENT, NET	59,811	74,937
OTHER ASSETS	5,013	6,878
TOTAL ASSETS	**$ 3,437,260**	**$ 2,906,489**

LIABILITIES AND STOCKHOLDERS' EQUITY	2015	2014
CURRENT LIABILITIES		
Accounts payable	$ 428,039	$ 285,597
Accrued expenses and other liabilities	343,793	412,740
Current portion of notes payable	75,541	95,401
TOTAL CURRENT LIABILITIES	847,373	793,738
NOTES PAYABLE, NET OF CURRENT PORTION	546,669	634,523
TOTAL LIABILITIES	1,394,042	1,428,261
COMMITMENTS AND CONTINGENCIES (NOTE 8)		
STOCKHOLDERS' EQUITY		
Common stock, 500 shares authorized, 500 shares issued and outstanding, no par value	78,882	78,882
Retained earnings	1,964,336	1,357,699
Accumlated other comprehensive income	-	41,647
TOTAL STOCKHOLDERS' EQUITY	2,043,218	1,478,228
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**$ 3,437,260**	**$ 2,906,489**

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

TRITON MIAMI, INC.

STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31,

	2015	2014
NET SALES	$ 11,450,229	$ 11,107,898
COST OF SALES	7,746,497	8,090,721
GROSS PROFIT	3,703,732	3,017,177
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	1,921,772	1,496,567
INCOME FROM OPERATIONS	1,781,960	1,520,610
OTHER INCOME (EXPENSES)		
Interest expense	(29,043)	(33,000)
Other income	29,088	-
TOTAL OTHER INCOME (EXPENSES)	45	(33,000)
NET INCOME	**$ 1,782,005**	**$ 1,487,610**
COMPREHENSIVE INCOME:		
NET INCOME	$ 1,782,005	$ 1,487,610
OTHER COMPREHENSIVE (LOSS) INCOME:		
Reclassification of investment gains on on sales of securities	(41,647)	-
Net unrealized gain on securities available for sale	-	41,647
OTHER COMPREHENSIVE (LOSS) INCOME	(41,647)	41,647
COMPREHENSIVE INCOME	**$ 1,740,358**	**$ 1,529,257**

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

TRITON MIAMI, INC.

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014

	Common Stock		Retained	Accumulated Other Comprehensive	
	Shares	Amount	Earnings	Income	Total
Balances - January 1, 2014	500	$ 78,882	$ 739,570	$ -	$ 818,452
Net income	-	-	1,487,610	-	1,487,610
Other comprehensive income	-	-	-	41,647	41,647
Distributions	-	-	(869,481)	-	(869,481)
Balances - December 31, 2014	500	$ 78,882	$ 1,357,699	$ 41,647	$ 1,478,228
Net income	-	-	1,782,005	-	1,782,005
Other comprehensive loss	-	-	-	(41,647)	(41,647)
Distributions	-	-	(1,175,368)	-	(1,175,368)
Balances - December 31, 2015	**500**	**$ 78,882**	**$ 1,964,336**	**$ -**	**$ 2,043,218**

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

TRITON MIAMI, INC.

STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31,

	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 1,782,005	$ 1,487,610
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	22,482	16,955
Realized investment income	(29,088)	-
Bad debt expense	15,787	13,037
Provision for inventory obsolescence	25,000	-
Provision for warranty and sales returns	-	75,000
(Increase) decrease in assets:		
Accounts receivable	(83,324)	(183,206)
Inventory	(759,816)	4,987
Prepaid expenses and other assets	(49,955)	(12,499)
Increase (decrease) in liabilities:		
Accounts payable	142,442	108,393
Accrued expenses and other liabilities	(68,947)	207,278
TOTAL ADJUSTMENTS	(785,419)	229,945
NET CASH PROVIDED BY OPERATING ACTIVITIES	996,586	1,717,555
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from investments	304,088	-
Purchases of investments	-	(275,000)
Proceeds from related party	30,122	26,615
Purchases of property and equipment	(7,356)	(12,848)
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	326,854	(261,233)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings on line of credit	-	525,000
Repayments on line of credit	-	(525,000)
Repayments on note payable	(107,714)	(68,200)
Distributions to stockholders	(1,175,368)	(869,481)
NET CASH USED IN FINANCING ACTIVITIES	(1,283,082)	(937,681)
NET INCREASE IN CASH AND CASH EQUIVALENTS	40,358	518,641
CASH AND CASH EQUIVALENTS- BEGINNING OF YEAR	789,430	270,789
CASH AND CASH EQUIVALENTS - END OF YEAR	**$ 829,788**	**$ 789,430**

SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Cash paid during the year for interest	**$ 29,043**	**$ 33,000**
Unrealized investment gains on available for sale securities	**$ -**	**$ 41,647**

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

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

Triton Miami, Inc. (the “Company”), is a privately held company with headquarters located in Miami, Florida. The Company was incorporated on February 4, 2004 in the state of Florida. The Company with the consent of its stockholders, has elected to be an "S" corporation for federal and state income tax purposes. The Company sells new and used telecommunications networking equipment to other distributors, retailers, and end users via sales channels and online. The Company specializes in the voice over IP and IP telephone industry, central office switching, and transmission equipment space.

Basis of Accounting

The financial statements of the Company have been prepared on the accrual basis of accounting. The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Management Estimates

The preparation of financial statements in conformity with U.S. GAAP 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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

Any significant, unanticipated changes in product demand, technological developments or continued economic trends affecting the cable or telecommunications industries could have a significant impact on the value of the Company's inventory and operating results.

Cash and Cash Equivalents

Cash and cash equivalents includes demand and time deposits, money market funds and other marketable securities with maturities of three months or less when acquired.

Investments

The Company’s investments at December 31, 2014 consist of equity securities. Management determines the appropriate classification of the securities at the time they are acquired and evaluates the appropriateness of such classifications at each balance sheet date. The Company’s equity securities are classified as available for sale and are stated at fair value, with unrealized holding gains and losses reported as a separate component of stockholders’ equity. Dividend income is recognized on the accrual basis when earned. Realized gains and losses are included within the caption “Other income (expenses)” on the Statements of Income and Comprehensive Income. Realized gains and losses, determined on the cost basis of securities sold, are included in earnings.

Accounts Receivable

Trade receivables are carried at original invoice amount less an estimate made for doubtful accounts. Management determines the allowance for doubtful accounts by regularly evaluating individual customer receivables and considering a customer’s financial condition, credit history and current economic conditions. At December 31, 2015, and 2014, management determined no allowance was necessary. Trade receivable balances are written off after all means of collection have been exhausted and the potential for recovery is considered remote. Recoveries of trade receivables previously written off are recorded when received.

Inventory

Inventory consists of new and used telecommunications networking equipment. Inventory is stated at the lower of average cost or market. The cost of inventory includes freight-in. Management performs periodic assessments to determine the existence of obsolete, slow moving and unsalable inventory. The Company provides an allowance for items identified as excess or obsolete to reduce the carrying cost to the lower of cost or market.

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Prepaid expenses and other assets

Prepaid expenses and other assets represent advances to vendors as prepayments for inventory.

Property and Equipment, Net

Property and equipment consists of software, computers and equipment, furniture and fixtures, a vehicle, and leasehold improvements. Depreciation is calculated using the straight-line method over the estimated useful lives of the related assets. Gains or losses from the ordinary sale or retirement of property and equipment are recorded in other income (expense). Repairs and maintenance costs are expensed as incurred, whereas major improvements are capitalized.

The estimated lives used in determining depreciation and amortization are:

Leasehold improvements	15 years or the life of the lease if shorter
Vehicle	7 years
Furniture and fixtures	5 years
Computers and equipment	3 years
Software	3 years

Impairment of Long-Lived Assets

The Company's long-lived assets, such as equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized for the amount by which the carrying amount of the asset exceeds the fair value of the asset.

Assets to be disposed of would be separately presented in the balance sheets and reported at the lower of the carrying amount or fair value less costs to sell, and are no longer depreciated. The assets of a disposal group classified as held for sale would be presented separately in the appropriate asset section of the balance sheets. The Company did not recognize any impairment charge during the years ended December 31, 2015 and 2014.

Revenue Recognition

The Company recognizes revenue for product sales when title transfers, the risks and rewards of ownership have been transferred to the customer, the fee is fixed and determinable and the collection of the related receivable is probable, which is generally at the time of shipment. The stated shipping terms are generally free on board destination per the Company's sales agreements with its customers. Accruals are established for expected returns based on historical activity. Based upon the information available to management, management believes the accrual for warranty and sales return of approximately $150,000 for the period ending December 31, 2015 and 2014 and is adequate, and is included within the caption with "Accrued expenses and other liabilities" on the Balance Sheets. Revenue for repair services is recognized when the repair is completed and the product is shipped back to the customer.

Business Concentrations

Sales Concentration

A significant portion of the Company's revenue is derived from the sale of equipment to one major customer. Sales to one major customer represent approximately $1,537,000 (13%) of net sales for the year ended December 31, 2015. Additionally, accounts receivable from this same customer were approximately $213,000 and represented approximately 27% of total accounts receivable as of December 31, 2015. There were no sales or accounts receivable concentrations during the year ended December 31, 2014.

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Business Concentrations (continued)

Supplier Concentration

The Company purchases a significant amount of its inventory from a few of its suppliers. As of and for the years ended December 31, 2015 and 2014 approximate information regarding major suppliers, representing in excess of 10% of net purchases or payables from unrelated parties, is as follows:

	2015	2014
	Net Purchases	**Net Purchases**
Supplier A	$ 949,875	**
Supplier B	**	$ 951,405
Supplier C	**	$ 928,391

** Transactions with this supplier did not exceed 10% of purchases these years.

Shipping and Handling Costs

Amounts billed to customers for shipping and handling represent revenues earned and are included in sales income in the accompanying Statements of Income and Comprehensive Income. Actual costs for shipping and handling of these sales are included in cost of sales.

Advertising Costs

Advertising costs are expensed as incurred. Advertising expense was $162,647 and $91,558 for the years ended December 31, 2015 and 2014, respectively.

Income Taxes

The Company recognizes and measures tax positions taken or expected to be taken in its tax return based on their technical merit and assesses the likelihood that the positions will be sustained upon examination based on the facts, circumstances and information available at the end of each period. Interest and penalties on tax liabilities, if any, would be recorded in interest expense and other non-interest expense, respectively.

The Company is treated as a Subchapter S Corporation for federal income tax purposes and, accordingly, generally would not incur income taxes or have any unrecognized tax benefits. Instead, its earnings and losses are included in the personal tax returns of the stockholders and taxed depending on their personal tax situation. As a result, the financial statements do not reflect a provision for income taxes. The Company is generally no longer subject to U.S. Federal or State examinations by tax authorities for years before 2012.

The Company has evaluated its tax positions with regards to certain inventory book to tax difference. The Company is aware that the taxing jurisdiction could take a different position and disallow the deduction, if sustained, the impact could be material to the stockholders. In the event the taxing jurisdiction were to challenge the Company's position, management would vigorously defend its positions and believes the Company is not liable.

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recent Accounting Pronouncements

Revenue From Contracts With Customers

In May 2014, the Financial Accounting Standards Board ("FASB") issued an accounting standard update which affects the revenue recognition of entities that enter into either (1) certain contracts to transfer goods or services to customers or (2) certain contracts for the transfer of nonfinancial assets. The update indicates an entity should recognize revenue in an amount that reflects the consideration the entity expects to be entitled to in exchange for the goods or services transferred by the entity. The update is to be applied to the beginning of the year of implementation or retrospectively and is effective for annual periods beginning after December 15, 2018 and in interim periods in annual periods beginning after December 15, 2019. Early application is permitted, but no earlier than annual reporting periods beginning after December 15, 2016. The Company is currently evaluating the effect the update will have on its financial statements.

Fair Value Measurement

In May 2015, the FASB issued an accounting standard update that removes the requirement to include investments in the fair value hierarchy for which fair value is measured at net asset value using the practical expedient. The update also changes certain disclosure requirements. The update is effective retrospectively for fiscal years beginning after December 15, 2016 and interim periods within those fiscal years. Early application is permitted. The Company is currently evaluating the effect the update will have on its financial statements.

Lower of cost or net realizable value for inventory

In July 2015, the FASB issued an accounting standard update which affects the measurement of inventory. The update requires inventory to be measured using the lower of cost and net realizable value. Net realizable value is defined in the update as the estimated selling prices in the ordinary course of business less reasonably predictable costs of completion, disposal, and transportation. The update applies to all types of inventory except inventory measured using LIFO or the retail inventory method. The update is effective prospectively for fiscal years beginning after December 15, 2016 and for interim periods within fiscal years beginning after December 15, 2017 with early adoption permitted as of the beginning of an interim or annual reporting period. The Company is currently evaluating the effect the update will have on its financial statements.

Lease accounting

In February 2016, the FASB issued an accounting standard update which amends existing lease guidance. The update requires lessees to recognize a right-of-use asset and related lease liability for many operating leases now currently off-balance sheet under current U.S. GAAP. Accounting by lessors remains largely unchanged from current U.S. GAAP. The update is effective using a modified retrospective approach for fiscal years beginning after December 15, 2019, and for interim periods within fiscal years beginning after December 15, 2020, with early application permitted. The Company is currently evaluating the effect the update will have on its financial statements.

Subsequent Events

The Company has evaluated subsequent events through August 31, 2016 which is the date the financial statements were available to be issued.

2. RELATED PARTY TRANSACTIONS

During the years ended December 31, 2015 and 2014, the Company entered into transactions with a related party, Triton Miami Holdings, LLC ("Triton Holdings"), which is owned by a certain stockholder of the Company.

Leased Facilities

The Company leases space from Triton Holdings, which owns the building that the Company uses as its headquarters and warehouse facility in North Miami. The total rent expense for the years ended December 31, 2015 and 2014 was approximately $138,000 and $96,000, respectively (NOTE 8).

2. RELATED PARTY TRANSACTIONS

Due from Related Party

As of December 31, 2015, and 2014 the Company has a balance due from Triton Holdings in the amount of approximately $255,000 and $285,000, respectively. The note receivable was recorded by the Company because they entered into a loan agreement with a financial institution on behalf of Triton Holdings. The money received in relation to this loan was provided by the Company to Triton Holdings for the purchase of property. As of December 31, 2015 and 2014, the Company had an outstanding balance on the loan of approximately $255,000 and $285,000, respectively (NOTE 6). The loan is being serviced by Triton Holdings and the Company is realizing the receivable as Triton Holdings pays down the loan.

3. INVESTMENTS

Based upon management's intent, the Company has classified its investments as securities available for sale. At December 31, 2014, the Company's investments in equity securities had a cost basis of approximately $275,000 and a fair value of approximately $317,000. Available for sale securities are carried in the financial statements at fair value. Net unrealized gains are recorded in accumulated other comprehensive income and for the year ended December 31, 2014 the Company recorded approximately $42,000 within accumulated other comprehensive income. The Company has the ability to liquidate these securities upon demand. During the year ended December 31, 2015, the Company sold the available for sale securities and realized investment gains of approximately $29,000.

4. FAIR VALUE MEASUREMENTS

The FASB established a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy are described as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities at the measurement date.

Level 2 - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 - Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets and liabilities measured at fair value. There have been no changes in the methodologies used at December 31, 2014.

Equity securities - Fair value is based on the quoted market prices.

The Company measures certain financial instruments on a recurring basis.

4. FAIR VALUE MEASUREMENTS

The following tables represent the Company's financial instruments measured at fair value on a recurring basis at December 31, 2014 for each of the fair value hierarchy levels:

		Fair Value Measurement at Reporting Date Using:		
Description	**Fair Value 12/31/2014**	**Quoted Prices In Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Other Unobservable Inputs (Level 3)**
Assets:				
Equity securities	$ 317,000	$ 317,000	$ -	$ -
	$ 317,000	**$ 317,000**	**$ -**	**$ -**

There were no financial instruments measured at fair value at December 31, 2015.

5. PROPERTY AND EQUIPMENT, NET

Property and equipment, net consists of the following at December 31:

	2015	**2014**
Leasehold improvements	$ 103,271	$ 103,271
Furniture and fixtures	10,373	10,996
Computers and equipment	39,677	41,445
Software	41,623	37,263
Vehicle	7,810	7,810
	202,754	200,785
Less: accumulated depreciation and amortization	(142,943)	(125,848)
	$ 59,811	**$ 74,937**

Depreciation and amortization expense for the years ended December 31, 2015 and 2014 was approximately $22,000 and $17,000, respectively.

6. NOTES PAYABLE

Notes payable consist of the following at December 31,:

		2015		2014
On July 30, 2013, the Company entered into a loan agreement with a financial institution to borrow $500,000. The loan bears interest at a rate of 4.20% per annum, and is payable in 120 monthly installments of $5,126, which represents payments on the principal balance, along with accrued interest. The loan matures on August 1, 2023. The loan is collateralized by certain property of Triton Holdings. During the years ended December 31, 2015 and 2014, interest expense related to this loan was approximately $18,000 and $20,000, respectively.	$	367,484	$	445,076
On July 30, 2013, the Company entered into a loan agreement with a financial institution to borrow $320,000. The loan bears interest at a rate of 4.20% per annum, and is payable in 120 monthly installments of $3,280, which represents payments on the principal balance, along with accrued interest. The loan matures on August 1, 2023. The loan is collateralized by certain property of Triton Holdings. During the years ended December 31, 2015 and 2014 interest expense related to this loan was approximately $11,000 and $13,000, respectively.		254,726		284,848
		622,210		729,924
Less current maturities		(75,541)		(95,401)
	$	**546,669**	**$**	**634,523**

Maturities of notes payable for each of the next five years and thereafter are as follows:

For the years ending December 31,	
2016	$ 75,541
2017	81,404
2018	82,255
2019	85,834
2020	89,568
Thereafter	207,608
	$ 622,210

7. LINE OF CREDIT

On March 19, 2014, the Company entered into a revolving line of credit loan agreement with a financial institution for $750,000. Payments of interest are required monthly. The line of credit bears interest at the one month LIBOR plus 3.28% (3.30% on December 31, 2015 and 2014). As of December 31, 2015 and 2014, there was no outstanding balance on the line of credit. The line of credit is secured by all the assets of the Company. On March 24, 2016, the line of credit was extended through March 25, 2017.

8. COMMITMENTS AND CONTINGENCIES

Operating Lease

The Company leases its office facilities in Miami, Florida pursuant to an operating lease with a related party, Triton Holdings (NOTE 2), which runs through December 31, 2019. The total rent expense for the years ended December 31, 2015 and 2014 was approximately $138,000 and $96,000, respectively. Included within rent expense are common area maintenance charges and other landlord charges related to this lease.

The approximate total future minimum lease payments under the operating leases for office facilities at December 31, 2015 are as follows:

For the years ending December 31,		
2016	$	146,000
2017		146,000
2018		146,000
2019		146,000
	$	**584,000**

Litigation

The Company is exposed to various asserted and unasserted potential claims encountered in the normal course of business. In the opinion of management, the resolution of these matters will not have a material effect on the Company's financial position or the results of its operations.

9. SUBSEQUENT EVENTS

On May 5, 2016, the Company received a non-binding Letter of Intent with a third party to sell Triton Miami, Inc.

TRITON MIAMI, INC.
BALANCE SHEET
(UNAUDITED)

	September 30, 2016
Assets	
Current assets:	
Cash and cash equivalents	$ 735,625
Account receivable	1,347,199
Inventory	988,882
Prepaid expenses and other assets	1,182
Current portion due from related party	28,963
Total current assets	3,101,851
Due from related party, net of current portion	225,763
Property and equipment, net	63,354
Other assets	7,112
Total assets	$ 3,398,080
Liabilities and Equity	
Current liabilities:	
Accounts payable	$ 504,741
Accrued expenses and other liabilities	185,672
Current portion of notes payable	75,541
Total current liabilities	765,954
Notes payable, net of current portion	485,604
Total liabilities	1,251,558
Stockholders' equity:	
Common stock, 500 shares authorized, 500 shares issued and outstanding, no par value	78,882
Retained earnings	2,067,640
Total stockholders' equity	2,146,522
Total liabilities and stockholders' equity	$ 3,398,080

TRITON MIAMI, INC.
STATEMENTS OF INCOME
(UNAUDITED)

	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015
Net sales	$ 10,438,149	$ 8,388,868
Cost of sales	7,178,370	5,864,054
Gross profit	3,259,779	2,524,814
Selling, general and administrative expenses	1,629,592	1,394,191
Income from operations	1,630,187	1,130,623
Other income (expense):		
Interest expense	(12,079)	(13,677)
Other income	15,147	29,080
Total other income	3,068	15,403
Net income	$ 1,633,255	$ 1,146,026

TRITON MIAMI, INC.
STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Nine Months Ended September 30, 2016	2015
Cash Flow from Operating Activities		
Net income	$ 1,633,255	$ 1,146,026
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	12,821	16,862
Realized investment income	(15,147)	(29,080)
Bad debt expense	14,579	14,807
Changes in assets and liabilities:		
Accounts receivable	(373,373)	(162,415)
Inventory	324,031	(55,089)
Prepaid expenses and other assets	(2,100)	136,639
Accounts payable	(91,392)	419,595
Accrued expenses and other liabilities	9,973	(371,498)
Net cash provided by operating activities	1,512,647	1,115,847
Cash Flows from Investing Activities		
Proceeds from investments	–	316,647
Purchases of property and equipment	(16,363)	(24,442)
Net cash provided by (used in) investing activities	(16,363)	292,205
Cash Flows from Financing Activities		
Repayments on note payable	(61,064)	(62,455)
Distributions to stockholders	(1,529,383)	(1,118,404)
Net cash used in financing activities	(1,590,447)	(1,180,859)
Net increase (decrease) in cash and cash equivalents	(94,163)	227,193
Cash and cash equivalents, beginning of period	829,788	789,430
Cash and cash equivalents, end of period	$ 735,625	$ 1,016,623

TRITON MIAMI, INC.
NOTES TO FINANCIAL STATEMENTS

Note 1 – Description of Business

Triton Miami, Inc. ("the Company") was incorporated under the laws of the state of Florida in 2004. The Company's principal business is to serve as a reseller of new, refurbished and used telecommunications networking equipment to other distributors, retailers, and end users. The Company specializes in the voice over IP and IP telephone industry, central office switching, and transmission equipment space.

Note 2 – Notes Payable

The Company had two outstanding loans of approximately $0.3 million each at September 30, 2016. Subsequent to September 30, 2016, both of the loan balances were paid in full before the Company was acquired on October 14, 2016.

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The following unaudited pro forma condensed combined financial information presents the unaudited pro forma condensed combined balance sheet and statement of income for the fiscal year ended September 30, 2016, based upon the combined historical financial statements of ADDvantage Technologies Group, Inc. ("ADDvantage" or the "Company") and Triton Miami, Inc. ("Triton Miami").

The following unaudited pro forma condensed combined financial balance sheet and statement of income have been prepared to give effect to the completed acquisition. The unaudited pro forma condensed combined balance sheet as of September 30, 2016 gives effect to the acquisition as if it had occurred on September 30, 2016. The unaudited pro forma condensed combined statement of income for the fiscal year ended September 30, 2016 gives effect to the acquisition as if it had occurred on October 1, 2015. The unaudited pro forma condensed combined balance sheet and statement of income are derived from the unaudited historical financial statements of ADDvantage and Triton Miami for the fiscal year ended September 30, 2016.

The unaudited pro forma condensed combined financial balance sheet and statement of income are provided for informational purposes only and do not purport to be indicative of the Company's combined financial position or combined results of operations which would actually have been obtained had such transactions been completed as of the date or for the periods presented, or of the combined financial position or combined results of operations that may be obtained in the future. The unaudited pro forma condensed combined financial statements do not include any adjustments regarding liabilities incurred or cost savings achieved resulting from the integration of the companies, as management is in the process of assessing what, if any, future actions are necessary.

The acquisition transaction was accounted for under the acquisition method of accounting. Under the acquisition method of accounting, the total estimated purchase price, calculated as described in Note 3 to the unaudited pro forma condensed combined financial statements, is allocated to the tangible and intangible assets acquired and liabilities assumed in connection with the acquisition, based on their estimated fair values as of the effective date of the acquisition. The unaudited pro forma condensed combined financial statements reflect depreciation and amortization estimates, which are preliminary as our identification of the assets and liabilities acquired, and the fair value determinations thereof, for the acquisition has not been completed. There is no guarantee that the preliminary fair value estimates, and consequently the unaudited pro forma condensed combined balance sheet and statement of income, will not change. To the extent that the final acquisition accounting results in an increased allocation of goodwill recorded, this amount would not be subject to amortization, but would be subject to annual impairment testing. To the extent that the final acquisition accounting results in a change to the preliminary computation of amortizable intangible assets, the amount would be subject to amortization, which would result in an increase or a decrease to the estimated pro forma income reflected in the accompanying unaudited pro forma condensed combined statement of income. The Company has one year from the date of the acquisition to finalize the purchase price allocation.

The unaudited pro forma condensed combined balance sheet and statement of income should be read in conjunction with the historical audited and unaudited consolidated financial statements and related notes of ADDvantage, the section entitled Management's Discussion and Analysis of Financial Condition and Results of Operations contained in ADDvantage's Annual Report on Form 10-K for the fiscal year ended September 30, 2016, filed on December 13, 2016, and the audited historical financial statements and related notes of Triton Miami as of December 31, 2015 and 2014 (Exhibit 99.1).

ADDVANTAGE TECHNOLOGIES GROUP, INC.
CONDENSED COMBINED BALANCE SHEET
(UNAUDITED)

(In thousands)	Year Ended September 30, 2016				
	ADDvantage	Triton Miami	Pro forma Adjustments	Note 5	Pro forma Combined
Assets					
Current assets:					
Cash and cash equivalents	$ 4,508	$ 736	$ (3,380)	a)	$ 1,864
Accounts receivable, net	4,279	1,347	–		5,626
Income tax receivable	481	–	–		481
Inventories, net	21,525	989	–		22,514
Prepaid expenses	323	1	–		324
Current portion due from related party	–	29	(29)	b)	–
Total current assets	31,116	3,102	(3,409)		30,809
Property and equipment, net	6,211	63	–		6,274
Investments in and loans to equity method investee	2,589	–	–		2,589
Due from related party, net of current portion	–	226	(226)	b)	–
Intangibles, net of accumulated amortization	4,974	–	4,853	c)	9,827
Goodwill	3,910	–	1,974	d)	5,884
Deferred income taxes	1,333	–	–		1,333
Other assets	135	7	–		142
Total assets	$ 50,268	$ 3,398	$ 3,192		$ 56,858
Liabilities and Shareholders' Equity					
Current liabilities:					
Accounts payable	$ 1,858	$ 505	$ –		$ 2,363
Accrued expenses	1,324	186	–		1,510
Notes payable – current portion	900	75	1,204	e)	2,179
Other current liabilities	963	–	700	f)	1,663
Total current liabilities	5,045	766	1,904		7,715
Notes payable, less current portion	3,466	485	2,235		6,186
Other liabilities	132	–	1,200	e)	1,332
Total liabilities	8,643	1,251	5,339		15,233
Shareholders' equity:					
Common stock	106	79	(79)	g)	106
Paid-in capital	(4,917)	–	–		(4,917)
Retained earnings	47,436	2,068	(2,068)	g)	47,436
Total shareholders' equity before treasury stock	42,625	2,147	(2,147)		42,625
Less: Treasury stock, at cost	(1,000)	–	–		(1,000)
Total shareholders' equity	41,625	2,147	(2,147)		41,625
Total liabilities and shareholders' equity	$ 50,268	$ 3,398	$ 3,192		$ 56,858

ADDVANTAGE TECHNOLOGIES GROUP, INC.
CONDENSED COMBINED STATEMENT OF INCOME
(UNAUDITED)

(In thousands, except per share amounts)	Year Ended September 30, 2016				
	ADDvantage	Triton Miami	Pro forma Adjustments	Note 5	Pro forma Combined
Sales	$ 38,663	$ 13,581	$ –		$ 52,244
Cost of sales	26,222	9,127	–		35,349
Gross profit	12,441	4,454	–		16,895
Operating, selling, general and administrative expenses	12,097	2,159	1,447	h)	15,703
Income from operations	344	2,295	(1,447)		1,192
Other income (expense):					
Other income	459	–	–		459
Interest income	91	–	–		91
Loss from equity method investee	(185)	–	–		(185)
Interest expense	(236)	(27)	(176)	i)	(439)
Total other income (expense), net	129	(27)	(176)		(74)
Income before income taxes	473	2,268	(1,623)		1,118
Provision for income taxes	179	862	(617)	j)	424
Net income	$ 294	$ 1,406	$ (1,006)		$ 694
Earnings per share:					
Basic	$ 0.03				$ 0.07
Diluted	$ 0.03				$ 0.07
Shares used in per share calculation:					
Basic	10,107,483				10,107,483
Diluted	10,111,545				10,111,545

NOTES TO THE UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

Note 1 - Basis of Pro Forma Presentation

The unaudited pro forma condensed combined financial balance sheet and statement of income have been prepared by ADDvantage Technologies Group, Inc. (“ADDvantage” or the “Company”) pursuant to the rules and regulations of the Securities and Exchange Commission for the purposes of inclusion in the Company’s Form 8-K/A prepared and filed in connection with the acquisition.

Certain information and certain disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles (GAAP) have been condensed or omitted pursuant to such rules and regulations. However, the Company believes that the disclosures provided herein are adequate to make the information presented not misleading.

The following unaudited pro forma condensed combined financial statement of income have been prepared to give effect to the completed acquisition. The unaudited pro forma condensed combined balance sheet as of September 30, 2016 gives effect to the acquisition as if it had occurred on September 30, 2016. The unaudited pro forma condensed combined statement of income for the fiscal year ended September 30, 2016 gives effect to the acquisition as if it had occurred on October 1, 2015. The unaudited pro forma condensed combined balance sheet and statement of income are derived from the unaudited historical financial statements of ADDvantage and Triton Miami for the fiscal year ended September 30, 2016.

The unaudited pro forma condensed combined financial statements are provided for informational purposes only and do not purport to be indicative of the Company’s combined financial position or combined results of operations which would actually have been obtained had such transactions been completed as of the date or for the periods presented, or of the combined financial position or combined results of operations that may be obtained in the future.

Note 2 – Description of Transaction

On October 14, 2016, the Company acquired substantially all the net assets of Triton Miami, a provider of new and refurbished enterprise networking products, including IP desktop phones, enterprise switches and wireless routers. This acquisition, along with its retained management team, is part of the overall growth strategy of the Company in that it further diversifies the Company into the broader telecommunications industry by reselling refurbished products into the enterprise customer market. The Company has formed a new subsidiary called ADDvantage Triton, LLC (“Triton”).

Note 3 – Preliminary Purchase Price Allocation

On October 14, 2016, ADDvantage completed the acquisition. The unaudited pro forma combined financial statement of income has been prepared to give effect to the completed acquisition, which was accounted for under the acquisition method of accounting. The preliminary estimated purchase price for Triton Miami includes the following:

Upfront cash payments, net of cash received	$ 6,500,000
Deferred guaranteed payments (a)	1,897,372
Working capital purchase adjustment	143,540
Net purchase price	$ 8,540,912

(a) This amount represents the present value of $2.0 million in deferred payments, which will be paid in equal annual installments over the next three years. These deferred payments are recorded in other current liabilities ($0.7 million) and other long-term liabilities ($1.2 million).

The Company will also make annual payments to the Triton Miami owners, if they have not resigned from Triton, over the next three years equal to 60% of Triton’s annual EBITDA in excess of $1.2 million per year. The Company will recognize the payments ratably over the three-year period as compensation expense.

Under the acquisition method of accounting, the total estimated purchase price is allocated to Triton's net tangible and intangible assets acquired and liabilities assumed based on their estimated fair values as of October 14, 2016, the effective date of the acquisition. Any remaining amount is recorded as goodwill.

The following summarizes the preliminary purchase price allocation of the fair value of the assets acquired and the liabilities assumed at October 14, 2016:

	(in thousands)
Assets acquired:	
Accounts receivable	$ 1,117
Inventories	1,109
Property and equipment, net	63
Other non-current assets	1
Intangible assets	4,853
Goodwill	2,132
Total assets acquired	9,275
Liabilities assumed:	
Accounts payable	584
Accrued expenses	150
Total liabilities assumed	734
Net purchase price	$ 8,541

The acquired intangible assets of approximately $4.9 million consist of trade name, customer relationships, and non-compete agreements with the owners of Triton Miami.

The Company has one year from the date of the acquisition to finalize the purchase price allocation, and there may be a material change in the purchase price allocation as presented. The Company is still working with its valuation experts on the valuation of identifiable intangibles and inventories for which any change may impact the goodwill amount recorded. If information becomes available which would indicate material adjustments are required to the preliminary purchase price allocation, such adjustments will be included in the purchase price allocation retrospectively.

Note 4 – Line of Credit and Notes Payable

In connection with the acquisition of Triton Miami, ADDvantage entered into a $4.0 million three-year term loan. The $4.0 million term loan is due October 14, 2019, with monthly principal and interest payments of $118,809. The interest rate is a fixed rate of 4.40%.

Note 5 - Pro Forma Adjustments

Pro forma adjustments are made to reflect the estimated purchase price, to adjust amounts related to Triton's net assets and liabilities.

The specific pro forma adjustments included in the unaudited pro forma condensed combined balance sheet and income statement are as follows:

a) To record the following adjustments:
   1) To adjust Triton Miami's cash and cash equivalents not acquired by ADDvantage.
   2) To record $4.0 million of cash proceeds from the term loan entered into by ADDvantage (see Note 4)
   3) To record $6.6 million of cash paid to Triton Miami in connection with the acquisition (see Note 3).

b) To adjust Triton Miami's notes receivable from a related party not acquired by ADDvantage.

c) To record the increase in intangibles assets due to the preliminary valuation of Triton's intangible assets at fair value as follows (in thousands):

	Fair Value
Trade name	$ 826
Customer relationships	3,907
Non-compete agreements	120
	$ 4,853

d) To record goodwill due to the preliminary purchase price allocation (see Note 3).

e) To record the following adjustments:
   1) To adjust Triton Miami's notes payable not acquired by ADDvantage.
   2) To record the term loan entered into in connection with the acquisition (see Note 4).

f) To record the deferred guaranteed payments (see Note 3).

g) To adjust Triton Miami's shareholders' equity not acquired by ADDvantage.

h) To record the following adjustments:
   1) An increase in amortization expense due to the preliminary valuation of Triton's intangible assets at fair value as follows (in thousands):

	Fair Value	Useful Life (in years)	For the year ended September 30, 2016
Trade name	$ 826	10	$ 83
Customer relationships	3,907	7	558
Non-compete agreements	120	3	40
	$ 4,853		$ 681

   2) An increase in general and administrative expenses of $42,000 for the year ended September 30, 2016, related to a net increase in personnel costs resulting from implementation of employee benefits, partially offset by decreased salaries.
   3) An increase in general and administrative expenses of $0.2 million for the year ended September 30, 2016 for acquisition-related costs assuming that the acquisition occurred October 1, 2015.
   4) An increase in general and administrative expenses of $0.6 million for the annual earn-out payment.

i) To record an increase in interest expense of $0.2 million for the year ended September 30, 2016 in connection with the $4.0 million term loan entered into by ADDvantage (see Note 4).

j) To record the tax effect of an assumed statutory income tax rate of 38% on all adjustments.

Note 6 - Pro Forma Earnings Per Share

The pro forma basic and diluted earnings per share is based on the weighted average number of shares of ADDvantage's stock outstanding during the period. No shares of ADDvantage's stock were issued as consideration in the acquisition.