

**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, 2019

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 0-21617

**ProPhase Labs, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

23-2577138

(I.R.S. Employer  
Identification No.)

621 N. Shady Retreat Road, Doylestown, Pennsylvania

(Address of principal executive office)

18901

(Zip Code)

(215) 345-0919

(Registrant's telephone number, including area code)

**Securities Registered Pursuant to Section 12(b) of the Exchange Act:**

**Title of Each Class**

**Trading Symbol**

**Name of Each Exchange on Which Registered**

Common Stock, par value \$0.0005

PRPH

Nasdaq Capital Market

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 ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or shorter period that the registration was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company (See definition of "large accelerated filer", "accelerated filer", "non-accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐  
Emerging growth company ☐

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

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

Class

Outstanding at August 12, 2019

Common Stock, \$0.0005 par value

11,564,983



## TABLE OF CONTENTS

	PAGE
<b><u>PART I. FINANCIAL INFORMATION</u></b>	
Item 1. <a href="#"><u>Financial Statements</u></a>	3
<a href="#"><u>Condensed Consolidated Balance Sheets as of June 30, 2019 (unaudited) and December 31, 2018</u></a>	3
<a href="#"><u>Condensed Consolidated Statements of Operations and Comprehensive Loss for the Three Months and Six Months Ended June 30, 2019 and 2018 (unaudited)</u></a>	4
<a href="#"><u>Condensed Consolidated Statement of Stockholders' Equity for the for the Three Months and Six Months Ended June 30, 2019 and 2018 (unaudited)</u></a>	5
<a href="#"><u>Condensed Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2019 and 2018 (unaudited)</u></a>	6
<a href="#"><u>Notes to Condensed Consolidated Financial Statements</u></a>	7
Item 2. <a href="#"><u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u></a>	19
Item 3. <a href="#"><u>Quantitative and Qualitative Disclosures about Market Risk</u></a>	22
Item 4. <a href="#"><u>Controls and Procedures</u></a>	22
<b><u>PART II. OTHER INFORMATION</u></b>	
Item 1. <a href="#"><u>Legal Proceedings</u></a>	23
Item 1A. <a href="#"><u>Risk Factors</u></a>	23
Item 2. <a href="#"><u>Unregistered Sales of Equity Securities and Use of Proceeds</u></a>	23
Item 3. <a href="#"><u>Defaults Upon Senior Securities</u></a>	23
Item 4. <a href="#"><u>Mine Safety Disclosures</u></a>	23
Item 5. <a href="#"><u>Other Information</u></a>	23
Item 6. <a href="#"><u>Exhibits</u></a>	24
<a href="#"><u>Signatures</u></a>	25
Certifications	

## PART I. FINANCIAL INFORMATION

### Item 1. Financial Statements.

#### ProPhase Labs, Inc. and Subsidiaries Condensed Consolidated Balance Sheets (in thousands, except share and per share amounts)

	June 30, 2019 (Unaudited)	December 31, 2018
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 1,049	\$ 1,554
Marketable debt securities, available for sale	4,685	6,687
Escrow receivable	4,828	4,830
Accounts receivable, net	738	2,968
Inventory, net	2,026	1,903
Prepaid expenses and other current assets	103	296
Total current assets	<u>13,429</u>	<u>18,238</u>
Property, plant and equipment, net of accumulated depreciation of \$6,056 and \$5,854, respectively	2,370	2,499
<b>TOTAL ASSETS</b>	<b><u>\$ 15,799</u></b>	<b><u>\$ 20,737</u></b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities		
Accounts payable	\$ 442	\$ 437
Accrued advertising and other allowances	139	101
Dividend payable	-	2,929
Other current liabilities	375	766
Total current liabilities	<u>956</u>	<u>4,233</u>
Non-current liabilities:		
Deferred revenue, net of current portion	191	-
Total non-current liabilities	<u>191</u>	<u>-</u>
Total liabilities	<u>1,147</u>	<u>4,233</u>
<b>COMMITMENTS AND CONTINGENCIES</b>	<b>-</b>	<b>-</b>
Stockholders' equity		
Preferred stock authorized 1,000,000, \$.0005 par value, no shares issued	-	-
Common stock authorized 50,000,000, \$.0005 par value, issued 28,212,278 and 28,201,541 shares, respectively	14	14
Additional paid-in capital	59,847	59,471
Retained earnings	2,282	4,533
Treasury stock, at cost, 16,652,022 and 16,652,022 shares	(47,490)	(47,490)
Accumulated comprehensive loss	(1)	(24)
Total stockholders' equity	<u>14,652</u>	<u>16,504</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b><u>\$ 15,799</u></b>	<b><u>\$ 20,737</u></b>

See accompanying notes to condensed consolidated financial statements

**ProPhase Labs, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Operations and Other Comprehensive Loss**  
(in thousands, except per share amounts)  
(unaudited)

	<b>For the Three Months Ended</b>		<b>For the Six Months Ended</b>	
	<b>June 30, 2019</b>	<b>June 30, 2018</b>	<b>June 30, 2019</b>	<b>June 30, 2018</b>
Net sales	\$ 1,651	\$ 3,186	\$ 3,969	\$ 6,594
Cost of sales	1,390	1,928	3,188	3,910
Gross profit	261	1,258	781	2,684
Operating expenses:				
Sales and marketing	342	235	608	407
Administration	1,092	1,200	2,296	2,419
Research and development	95	87	189	174
Total operating expenses	1,529	1,522	3,093	3,000
Loss from operations	(1,268)	(264)	(2,312)	(316)
Interest income, net	30	5	61	100
<b>Net loss</b>	<b>\$ (1,238)</b>	<b>\$ (259)</b>	<b>\$ (2,251)</b>	<b>\$ (216)</b>
Other comprehensive income:				
Unrealized gain on marketable debt securities	8	68	23	25
Total comprehensive loss	\$ (1,230)	\$ (191)	\$ (2,228)	\$ (191)
Basic loss per share	\$ (0.11)	\$ (0.02)	\$ (0.19)	\$ (0.02)
Diluted loss per share	\$ (0.11)	\$ (0.02)	\$ (0.19)	\$ (0.02)
Weighted average common shares outstanding:				
Basic	11,560	11,339	11,558	11,237
Diluted	11,560	11,339	11,558	11,237

See accompanying notes to condensed consolidated financial statements

**ProPhase Labs, Inc. and Subsidiaries**  
**Condensed Consolidated Statement of Stockholders' Equity**  
(in thousands, except share data)  
(unaudited)

**For the Three Months Ended June 30, 2019**

	Common Stock Shares Outstanding, Net of Shares of Treasury Stock	Par Value	Additional Paid in Capital	Retained Earnings	Accumulated Comprehensive Loss	Treasury Stock	Total
<b>Balance as of April 1, 2019</b>	<b>11,556,685</b>	<b>\$ 14</b>	<b>\$ 59,667</b>	<b>\$ 3,520</b>	<b>\$ (9)</b>	<b>\$ (47,490)</b>	<b>\$ 15,702</b>
Unrealized gain on marketable debt securities, net of realized losses of \$1	-	-	-	-	8	-	8
Stock based compensation	3,571	-	180	-	-	-	180
Net loss	-	-	-	(1,238)	-	-	(1,238)
<b>Balance as of June 30, 2019</b>	<b>11,560,256</b>	<b>\$ 14</b>	<b>\$ 59,847</b>	<b>\$ 2,282</b>	<b>\$ (1)</b>	<b>\$ (47,490)</b>	<b>\$ 14,652</b>

**For the Three Months Ended June 30, 2018**

	Common Stock Shares Outstanding, Net of Shares of Treasury Stock	Par Value	Additional Paid in Capital	Retained Earnings	Accumulated Comprehensive Loss	Treasury Stock	Total
<b>Balance as of April 1, 2018</b>	<b>11,129,892</b>	<b>\$ 14</b>	<b>\$ 58,065</b>	<b>\$ 20,945</b>	<b>\$ (121)</b>	<b>\$ (47,025)</b>	<b>\$ 31,878</b>
Unrealized gain on marketable debt securities, net of realized loss \$86	-	-	-	-	68	-	68
Cash dividends	-	-	-	(11,700)	-	-	(11,700)
Proceeds from options exercised	404,679	-	338	-	-	-	338
Stock-based compensation	-	-	203	-	-	-	203
Net loss	-	-	-	(259)	-	-	(259)
<b>Balance as of June 30, 2018</b>	<b>11,534,571</b>	<b>\$ 14</b>	<b>\$ 58,606</b>	<b>\$ 8,986</b>	<b>\$ (53)</b>	<b>\$ (47,025)</b>	<b>\$ 20,528</b>

**For the Six Months Ended June 30, 2019**

	Common Stock Shares Outstanding, Net of Shares of Treasury Stock	Par Value	Additional Paid in Capital	Retained Earnings	Accumulated Comprehensive Loss	Treasury Stock	Total
<b>Balance as of January 1, 2019</b>	<b>11,549,519</b>	<b>\$ 14</b>	<b>\$ 59,471</b>	<b>\$ 4,533</b>	<b>\$ (24)</b>	<b>\$ (47,490)</b>	<b>\$ 16,504</b>
Unrealized gain on marketable debt securities, net of realized losses of \$4	-	-	-	-	23	-	23
Stock based compensation	10,737	-	376	-	-	-	376
Net loss	-	-	-	(2,251)	-	-	(2,251)
<b>Balance as of June 30, 2019</b>	<b>11,560,256</b>	<b>\$ 14</b>	<b>\$ 59,847</b>	<b>\$ 2,282</b>	<b>\$ (1)</b>	<b>\$ (47,490)</b>	<b>\$ 14,652</b>

**For the Six Months Ended June 30, 2018**

Common Stock Shares Outstanding,	Par Value	Additional Paid in Capital	Retained Earnings	Accumulated Comprehensive Loss	Treasury Stock	Total
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**Net of Shares  
of Treasury  
Stock**

<b>Balance as of January 1, 2018</b>	<b>11,129,892</b>	<b>\$ 14</b>	<b>\$ 58,034</b>	<b>\$ 20,902</b>	<b>\$ (78)</b>	<b>\$ (47,025)</b>	<b>\$ 31,847</b>
Unrealized gain on marketable debt securities, net of realized loss \$100	-	-	-	-	25	-	25
Cash dividends	-	-	-	(11,700)	-	-	(11,700)
Proceeds from options exercised	404,679	-	338	-	-	-	338
Stock based compensation	-	-	234	-	-	-	234
Net loss	-	-	-	(216)	-	-	(216)
<b>Balance as of June 30, 2018</b>	<b>11,534,571</b>	<b>\$ 14</b>	<b>\$ 58,606</b>	<b>\$ 8,986</b>	<b>\$ (53)</b>	<b>\$ (47,025)</b>	<b>\$ 20,528</b>

See accompanying notes to condensed consolidated financial statements

**ProPhase Labs, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Cash Flows**  
(in thousands)  
(unaudited)

	<b>For the Six Months Ended</b>	
	<b>June 30, 2019</b>	<b>June 30, 2018</b>
<b>Cash flows from operating activities</b>		
Net loss	\$ (2,251)	\$ (216)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Realized loss on marketable debt securities	4	100
Depreciation and amortization	202	190
Stock-based compensation expense	376	234
Changes in operating assets and liabilities:		
Accounts receivable	2,230	582
Escrow receivable	2	-
Inventory	(123)	(855)
Prepaid and other assets	193	132
Accounts payable and accrued expenses	43	(219)
Other liabilities	(200)	10
Accrued sales allowance, discontinued operations	-	(17)
Assets held for sale	-	22
Net cash provided by (used in) operating activities	<u>476</u>	<u>(37)</u>
<b>Cash flows from investing activities</b>		
Purchase of marketable securities	(1,298)	(9,589)
Proceeds from maturities of marketable debt securities	-	11,930
Proceeds from sale of marketable debt securities	3,319	9,574
Capital expenditures	(73)	(24)
Net cash provided by investing activities	<u>1,948</u>	<u>11,891</u>
<b>Cash flows from financing activities</b>		
Payment of dividends	(2,929)	(11,700)
Proceeds from exercise of stock options	-	338
Net cash used in financing activities	<u>(2,929)</u>	<u>(11,362)</u>
Increase (decrease) in cash and cash equivalents	(505)	492
Cash and cash equivalents, at the beginning of the period	1,554	3,173
<b>Cash and cash equivalents, at the end of the period</b>	<u><u>\$ 1,049</u></u>	<u><u>\$ 3,665</u></u>
<b>Supplemental disclosure of non-cash investing and financing activities:</b>		
Net unrealized gain, investments in marketable debt securities	<u><u>\$ 23</u></u>	<u><u>\$ 25</u></u>

See accompanying notes to condensed consolidated financial statements



**ProPhase Labs, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(unaudited)**

**Note 1 – Organization and Business**

ProPhase Labs, Inc. (“we”, “us” or the “Company”) was initially organized as a corporation in Nevada in July 1989. Effective June 18, 2015, we changed our state of incorporation from the State of Nevada to the State of Delaware. We are a vertically integrated and diversified branding, marketing and technology company engaged in the research, development, manufacture, distribution, marketing and sale of over-the-counter (“OTC”) consumer healthcare products, dietary supplements and other remedies in the United States. This includes the development and marketing of dietary supplements under the TK Supplements<sup>®</sup> brand.

Our wholly-owned subsidiary, Pharmaloz Manufacturing, Inc. (“PMI”), is a full service contract manufacturer and distributor of a broad range of non-GMO, organic and/or natural-based cough drops and lozenges and OTC drug and dietary supplement products.

In August 2017, we formed ProPhase Digital Media, Inc. (“PDM”), a Delaware corporation and wholly-owned subsidiary. PDM is an independent full-service direct marketing agency. During the second quarter, PDM completed the optimization phase of the marketing campaign for our lead product in the TK Supplements<sup>®</sup> product line, Legendz XL<sup>®</sup>.

In addition, we continue to actively pursue acquisition opportunities for other companies, technologies and products within and outside the consumer products industry.

We use a December 31 year-end for financial reporting purposes. References herein to “Fiscal 2019” shall mean the fiscal year ended December 31, 2019 and references to other “Fiscal” years shall mean the year that ended on December 31 of the year indicated. The term “we”, “us” or the “Company” as used herein also refer, where appropriate, to the Company, together with its subsidiaries unless the context otherwise requires.

**Note 2 – Summary of Significant Accounting Policies**

For the three and six months ended June 30, 2019 and 2018, our revenues have come principally from OTC healthcare contract manufacturing and sales to retail customers of dietary supplement products.

***Basis of Presentation***

The unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial statements and the rules of the Securities and Exchange Commission (“SEC”) applicable to interim financial statements, and therefore do not include all disclosures that might normally be required for financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). The accompanying unaudited condensed consolidated financial statements have been prepared by management without audit and should be read in conjunction with our audited consolidated financial statements, including the notes thereto, appearing in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018. In the opinion of management, all adjustments necessary for a fair presentation of the consolidated financial position, consolidated results of operations and consolidated cash flows, for the periods indicated, have been made. The results of operations for the three and six months ended June 30, 2019 are not necessarily indicative of operating results that may be achieved over the course of the full year.

***Product Innovation, Seasonality of the Business and Liquidity***

Our net sales are derived principally from our contract manufacturing of OTC healthcare and dietary supplement products sold in the United States. In addition, we are engaged in marketing activities for the TK Supplements<sup>®</sup> product line of dietary supplements.

Our sales are influenced by and subject to (i) the scope and timing of TK Supplements<sup>®</sup> product market acceptance, and (ii) fluctuations in the timing of purchase and the ultimate level of demand for the OTC healthcare products that we manufacture for others, which are a function of the timing, length and severity of each cold season. Generally, a cold season is defined as the period from September to March when the incidence of the common cold rises as a consequence of the change in weather and other factors. We generally experience in the first, third and fourth quarters higher net sales from our contract manufacturing services. Revenues are generally at their lowest levels in the second quarter, when customer demand generally declines.

**ProPhase Labs, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(unaudited)**

As a consequence of the scope and timing of our TK Supplements® product market acceptance and the seasonality of our business, we realize variations in operating results and demand for working capital from quarter to quarter. As of June 30, 2019, we had working capital of approximately \$12.5 million, including \$4.7 million of marketable debt securities, which are available for sale. We believe our current working capital at June 30, 2019 is at an acceptable and adequate level to support our business for at least the next twelve months.

***Use of Estimates***

The preparation of financial statements and the accompanying notes thereto, in conformity with GAAP, requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the respective reporting periods. Examples include the provision for bad debt, sales returns and allowances, inventory obsolescence, useful lives of property and equipment, impairment of property and equipment, income tax valuations and assumptions related to accrued advertising. When providing for the appropriate sales returns, allowances, cash discounts and cooperative incentive promotion costs, we apply a uniform and consistent method for making certain assumptions for estimating these provisions. These estimates and assumptions are based on historical experience, current trends and other factors that management believes to be relevant at the time the financial statements are prepared. Management reviews the accounting policies, assumptions, estimates and judgments on a quarterly basis. Actual results could differ from those estimates.

***Cash and Cash Equivalents***

We consider all highly liquid investments with a maturity of three months or less at the time of purchase to be cash equivalents. Cash equivalents include cash on hand and monies invested in money market funds. The carrying amount approximates the fair market value due to the short-term maturity of these investments.

***Marketable Debt Securities***

We have classified our investments in marketable debt securities as available-for-sale and as a current asset. Our investments in marketable debt securities are carried at fair value, with unrealized gains and losses included as a separate component of stockholders' equity. Realized gains and losses from our marketable debt securities are recorded as interest income (expense). We initiated short term investments in marketable debt securities, which carry maturity dates between one and three years from date of purchase with interest rates of 1.99% - 3.08%, during the first two quarters of Fiscal 2019. For the three months and six months ended June 30, 2019, we reported an unrealized gain of \$8,000 and \$23,000, respectively, and an accumulated unrealized loss of \$1,000. Unrealized gains and losses are classified as other comprehensive income (loss) and the cost is determined on a specific identification basis. The following is a summary of the components of our marketable debt securities and the underlying fair value input level tier hierarchy (see long-lived assets below) (in thousands):

<b>As of June 30, 2019</b>			
	<b>Amortized Cost</b>	<b>Unrealized Losses</b>	<b>Market Value</b>
U.S treasuries	\$ 1,174	\$ (1)	\$ 1,173
Corporate bonds	3,512	-	3,512
	<u>\$ 4,686</u>	<u>\$ (1)</u>	<u>\$ 4,685</u>
<b>As of December 31, 2018</b>			
	<b>Amortized Cost</b>	<b>Unrealized Losses</b>	<b>Market Value</b>
U.S treasuries	\$ 2,401	\$ (3)	\$ 2,398
Corporate bonds	4,310	(21)	4,289
	<u>\$ 6,711</u>	<u>\$ (24)</u>	<u>\$ 6,687</u>

**ProPhase Labs, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(unaudited)**

We have determined that the unrealized losses are deemed to be temporary as of June 30, 2019. We believe that the unrealized losses generally are the result of increases in the risk premiums required by market participants rather than an adverse change in cash flows or a fundamental weakness in the credit quality of the issuer or underlying assets. We have the ability and intent to hold these investments until a recovery of fair value, which may be maturity. We do not consider the investment in corporate bonds to be other-than-temporarily impaired at June 30, 2019.

***Inventory***

Inventory is valued at the lower of cost, determined on a first-in, first-out basis (FIFO), or net realizable value. Inventory items are analyzed to determine cost and the net realizable value and appropriate valuation adjustments are established. At June 30, 2019, after the 2019 write-off of certain inventory previously recorded, the financial statements include adjustments to reduce inventory for excess, obsolete or short-dated shelf-life inventory of \$382,000, inclusive of adjustments of \$307,000 for product samples of TK Supplements® products. At June 30, 2019, the inventory adjustment for excess, obsolete or short-dated shelf-life inventory included \$113,000 in finished goods and \$269,000 in raw material and work in process. At December 31, 2018, the financial statements include adjustments to reduce inventory for excess, obsolete or short-dated shelf-life inventory of \$377,000, inclusive of an adjustment of \$270,000 for product samples of TK Supplements® products. At December 31, 2018, the inventory adjustment for excess, obsolete or short-dated shelf-life inventory included \$319,000 in finished goods and \$58,000 in raw material and work in process. The components of inventory are as follows (in thousands):

	June 30, 2019	December 31, 2018
Raw materials	\$ 960	\$ 1,374
Work in process	452	371
Finished goods	614	158
	<u>\$ 2,026</u>	<u>\$ 1,903</u>

***Property, Plant and Equipment***

Property, plant and equipment are recorded at cost. We use the straight-line method in computing depreciation for financial reporting purposes. Depreciation expense is computed in accordance with the following ranges of estimated asset lives: building and improvements –ten to thirty-nine years; machinery and equipment – three to seven years; computer equipment and software – three to five years; and furniture and fixtures – five years. We have reviewed our property, plant and equipment for the six months ended June 30, 2019 and 2018 and concluded there were no impairments or changes in useful lives.

***Concentration of Risks***

Future revenues, costs, margins and profits will continue to be influenced by our ability to maintain our manufacturing availability and capacity together with our marketing and distribution capabilities and the regulatory requirements associated with the development of OTC healthcare products in order to compete on a national level and/or international level.

Our business is subject to federal and state laws and regulations adopted for the health and safety of users of our products. The manufacturing and distribution of OTC healthcare and dietary supplement products are subject to regulations by various federal, state and local agencies, including the Food and Drug Administration (“FDA”) and, as applicable, the Homeopathic Pharmacopoeia of the United States.

Financial instruments that potentially subject us to significant concentrations of credit risk consist principally of cash investments, marketable debt securities, and trade accounts receivable. Our marketable securities are fixed income investments, which are highly liquid and can be readily purchased or sold through established markets.

We maintain cash and cash equivalents with certain major financial institutions. As of June 30, 2019, our cash and cash equivalents balance was \$1.0 million and our bank balance was \$1.2 million. Of the total bank balance, \$250,000 was covered by federal depository insurance and \$0.9 million was uninsured at June 30, 2019.

**ProPhase Labs, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(unaudited)**

Trade accounts receivable potentially subject us to credit concentrations from time-to-time as a consequence of the timing, payment pattern and ultimate purchase volumes or shipping schedules with our customers. We extend credit to our customers based upon an evaluation of the customer's financial condition and credit history and generally we do not require collateral. Our customers include consumer product companies and large national chain, regional, specialty and local retail stores. These credit concentrations may impact our overall exposure to credit risk, either positively or negatively, in that our customers may be similarly affected by changes in economic, regulatory or other conditions that may impact the timing and collectability of amounts due to us. As a consequence of an evaluation of our customer's financial condition, payment patterns, balance due to us and other factors, we did not offset our account receivable with an allowance for bad debt at June 30, 2019 and December 31, 2018.

***Long-lived Assets***

We review our carrying value of our long-lived assets with definite lives whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. When indicators of impairment exist, we determine whether the estimated undiscounted sum of the future cash flows of such assets is less than their carrying amounts. If less, an impairment loss is recognized in the amount, if any, by which the carrying amount of such assets exceeds their respective fair values. The determination of fair value is based on quoted market prices in active markets, if available, or independent appraisals; sales price negotiations; or projected future cash flows discounted at a rate determined by management to be commensurate with our business risk. The estimation of fair value utilizing discounted forecasted cash flows includes significant judgments regarding assumptions of revenue, operating and marketing costs; selling and administrative expenses; interest rates; property and equipment additions and retirements; industry competition; and general economic and business conditions, among other factors.

Fair value is based on the prices that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In order to increase consistency and comparability in fair value measurements, a three-tier fair value hierarchy prioritizes the inputs used to measure fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs for which little or no market data exists, therefore requiring an entity to develop its own assumptions.

***Fair Value of Financial Instruments***

Cash and cash equivalents, marketable debt securities, accounts receivable, accounts payable, and accrued expenses are reflected in the Condensed Consolidated Financial Statements at carrying value which approximates fair value. We account for our marketable debt securities at fair value pursuant to GAAP, with the net unrealized gains or losses reported as a component of accumulated other comprehensive income or loss.

	As of June 30, 2019			
	Level 1	Level 2	Level 3	Total
Marketable debt securities				
U.S. government obligations	\$ -	\$ 1,173	\$ -	\$ 1,173
Corporate obligations	-	3,512	-	3,512
	<u>\$ -</u>	<u>\$ 4,685</u>	<u>\$ -</u>	<u>\$ 4,685</u>
	As of December 31, 2018			
	Level 1	Level 2	Level 3	Total
Marketable debt securities				
U.S. government obligations	\$ -	\$ 2,398	\$ -	\$ 2,398
Corporate obligations	-	4,289	-	4,289
	<u>\$ -</u>	<u>\$ 6,687</u>	<u>\$ -</u>	<u>\$ 6,687</u>

There were no transfers of marketable debt securities between Levels 1, 2 or 3 for the six months ended June 30, 2019.

***Revenue Recognition***

We account for revenue in accordance with Accounting Standards Codification (ASC) Topic 606, which requires revenue recognized to represent the transfer of promised goods or services to customers at an amount that reflects the consideration which is expected to be received in exchange for those goods or services. The Company recognizes revenue when its performance obligations with its customers have been satisfied. At contract inception, the Company determines if a contract is within the scope of Topic 606 and then evaluates the contract using the following five steps: (1) identify the contract with the customer; (2) identify the performance obligations; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations; and (5) recognize revenue when (or as) the entity satisfies a performance obligation.

**ProPhase Labs, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(unaudited)**

We adopted ASC 606 as of January 1, 2018 using the modified retrospective method. There were no changes to our opening balances upon the adoption of ASC 606 and the amounts which would have been reported under the standards in effect prior to adoption.

*Performance Obligations*

We generate sales principally through two types of customers, contract manufacturing and retail customers. Sales from product shipments to contract manufacturing and retailer customers are recognized at the time ownership is transferred to the customer. Net sales from contract manufacturing and retail customers was \$1.5 million and \$0.2 million, respectively, for the three months ended June 30, 2019 and \$3.1 million and \$80,000, respectively, for the three months ended June 30, 2018. Net sales from contract manufacturing and retail customers was \$3.6 million and \$0.4 million, respectively, for the six months ended June 30, 2019 and \$6.4 million and \$0.2 million, respectively, for the six months ended June 30, 2018. Revenue from retailer customers is reduced for trade promotions, estimated sales returns, cash discounts and other allowances in the same period as the related sales are recorded. No such allowance is applicable to our contract manufacturing customers. We make estimates of potential future product returns and other allowances related to current period revenue. We analyze historical returns, current trends, and changes in customer and consumer demand when evaluating the adequacy of the sales returns and other allowances.

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer, and is the unit of account in ASC 606. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. The combined duties and responsibilities within each contract will be considered one single performance obligation under ASC 606 as these items would not be separately identifiable from each other promise in the contract and we provide a significant service of integrating the duties with other promises in the contracts.

*Transaction Price*

The transaction price is fixed based upon either (i) a combined Master Agreement and each related purchase order, or (ii) if there is no Master Agreement, the price per the individual purchase order received from each customer. The customers are invoiced at an agreed upon contractual price for each unit ordered and delivered by the Company.

Consistent with Company practice prior to the adoption of ASC 606, the Company does not collect sales tax or other similar taxes from customers. As such, there is no effect on the measurement of the transaction price.

*Recognize Revenue When the Company Satisfies a Performance Obligation*

Performance obligations related to contract manufacturing and retail customers are satisfied at a point in time when the goods are shipped to the customer as (i) the Company has transferred control of the assets to the customers upon shipping, and (ii) the customer obtains title and assumes the risks and rewards of ownership after the goods are shipped.

We do not accept returns in the contract manufacturing revenue stream. Our return policy for retailer customers accommodates returns for (i) discontinued products, (ii) store closings and (iii) products that have reached or exceeded their designated expiration date. We do not impose a period of time within which product may be returned. All requests for product returns must be submitted to us for pre-approval. The main components of our returns policy are: (i) we will accept returns that are due to damaged product that is un-saleable and such return request activity falls within an acceptable range, (ii) we will accept returns for products that have reached or exceeded designated expiration dates and (iii) we will accept returns in the event that we discontinue a product provided that the customer will have the right to return only such items that it purchased directly from us. We will not accept return requests pertaining to customer inventory "Overstocking" or "Resets". We will accept return requests for only products in its intended package configuration. We reserve the right to terminate shipment of product to customers who have made unauthorized deductions contrary to our return policy or pursue other methods of reimbursement. We compensate the customer for authorized returns by means of a credit applied to amounts owed or to be owed and in the case of discontinued product only, also by way of an exchange. We do not have any significant product exchange history.

Under ASC 606, we continue to recognize contract manufacturing and retail customers at a point in time as the Company has an enforceable right to payment for goods as products are shipped to customers.

**ProPhase Labs, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(unaudited)**

As of June 30, 2019 and December 31, 2018, we included a provision for sales allowances from operations of \$2,300 and \$1,000, respectively, which are reported as a reduction to account receivables. Additionally, accrued advertising and other allowances from discontinued operations as of June 30, 2019 included (i) \$138,000 for estimated returns, which is reported as a reduction to account receivables, and (ii) \$76,000 for cooperative incentive promotion costs, which is reported as accrued advertising and other allowances under current liabilities. As of December 31, 2018, accrued advertising and other allowances from discontinued operations included (i) \$181,000 for estimated future sales returns, which is reported as a reduction to account receivables, and (ii) \$88,000 for cooperative incentive promotion costs, which is reported as accrued advertising and other allowances under current liabilities.

As of June 30, 2019, we have deferred revenue of \$302,000 in relation to Research and Development (“R&D”) stability and release testing programs. Deferred revenues primarily consist of amounts that have been billed to or received from customers in advance of revenue recognition and prepayments received from customers in advance for implementation, maintenance and other services, as well as initial subscription fees. We recognize deferred revenues as revenues when the services are performed and the corresponding revenue recognition criteria are met. Customer prepayments are generally applied against invoices issued to customers when services are performed and billed.

The following table disaggregates the Company’s deferred revenue by recognition period (in thousands):

Recognition Period	Deferred Revenue
0-12 Months	\$ 111
13-24 Months	96
Over 24 Months	95
Total	<u>\$ 302</u>

*Disaggregation of Revenue*

We disaggregate revenue from contracts with customers into two categories: contract manufacturing and retail customers. The Company determined that disaggregating revenue into these categories achieves the disclosure objective to depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

The following table disaggregates the Company’s revenue by revenue source for the three and six months ended June 30, 2019 and 2018 (in thousands):

Revenue by Customer Type	For the Three Months ended		For the Six Months Ended	
	June 30, 2019	June 30, 2018	June 30, 2019	June 30, 2018
Contract manufacturing	\$ 1,452	\$ 3,106	\$ 3,576	\$ 6,440
Retail and others	199	80	393	154
Total revenue	<u>\$ 1,651</u>	<u>\$ 3,186</u>	<u>\$ 3,969</u>	<u>\$ 6,594</u>

*Shipping and Handling Activities*

We account for shipping and handling activities we perform after a customer obtains control of the good as activities to fulfill the promise to transfer the good.

**ProPhase Labs, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(unaudited)**

***Advertising and Incentive Promotions***

Advertising and incentive promotion costs are expensed within the period in which they are utilized. Advertising and incentive promotion expense is comprised of (i) media advertising, presented as part of sales and marketing expense, (ii) cooperative incentive promotions and coupon program expenses, which are accounted for as part of net sales, and (iii) free product, which is accounted for as part of cost of sales. Advertising and incentive promotion expenses incurred for the three months ended June 30, 2019 and 2018 were \$55,000 and \$39,000, respectively. Advertising and incentive promotion expenses incurred for the six months ended June 30, 2019 and 2018 were \$82,000 and \$72,000, respectively.

***Share-Based Compensation***

We recognize all share-based payments to employees and directors, including grants of stock options, as compensation expense in the financial statements based on their fair values. Fair values of stock options are determined through the use of the Black-Scholes option pricing model. The compensation cost is recognized as an expense over the requisite service period of the award, which usually coincides with the vesting period. We account for forfeitures as they occur.

Stock and stock options for the purchase of our common stock, have been granted to both employees and non-employees pursuant to the terms of certain agreements and stock option plans (see Note 4). Stock options are exercisable during a period determined by us, but in no event later than seven years from the date granted.

***Research and Development***

Research and development costs are charged to operations in the period incurred. Research and development costs incurred for the three months ended June 30, 2019 and 2018 were \$95,000 and \$87,000, respectively. Research and development costs incurred for the six months ended June 30, 2019 and 2018 were \$189,000 and \$174,000, respectively. Research and development costs are principally related to personnel expenses and new product development initiatives and costs associated with our OTC healthcare products, dietary supplements and other remedies.

***Income Taxes***

We utilize the asset and liability approach, which requires the recognition of deferred tax assets and liabilities for the future tax consequences of events that have been recognized in our financial statements or tax returns. In estimating future tax consequences, we generally consider all expected future events other than enactments of changes in the tax law or rates. Until sufficient taxable income to offset the temporary timing differences attributable to operations and the tax deductions attributable to option, warrant and stock activities are assured, a valuation allowance equaling the total deferred tax asset is being provided.

We utilize a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount which is more than fifty percent likely of being realized upon ultimate settlement. Any interest or penalties related to income taxes will be recorded as interest or administrative expense, respectively.

As a result of our losses from continuing operations, we have recorded a full valuation allowance against a net deferred tax asset. Additionally, we have not recorded a liability for unrecognized tax benefit.

***Recently Adopted Accounting Standards***

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-02, Leases (Topic 842) in order to increase transparency and comparability among organizations by, among other provisions, recognizing lease assets and lease liabilities on the balance sheet for those leases classified as operating leases under previous GAAP. For public companies, ASU 2016-02 is effective for fiscal years beginning after December 15, 2018 (including interim periods within those periods) using a modified retrospective approach and early adoption is permitted. In transition, entities may also elect a package of practical expedients that must be applied in its entirety to all leases commencing before the adoption date, unless the lease is modified, and permits entities to not reassess (a) the existence of a lease, (b) lease classification or (c) determination of initial direct costs, as of the adoption date, which effectively allows entities to carryforward accounting conclusions under previous GAAP. In July 2018, the FASB issued ASU 2018-11, Leases (Topic 842): Targeted Improvements, which provides entities an optional transition method to apply the guidance under Topic 842 as of the adoption date, rather than as of the earliest period presented. We adopted Topic 842 on January 1, 2019, using the optional transition method to apply the new guidance as of January 1, 2019, rather than as of the earliest period presented, and elected the package of practical expedients described above. The adoption of this standard did not have a material impact on our condensed consolidated financial statements.

**ProPhase Labs, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(unaudited)**

In August 2018, the SEC adopted SEC Final Rule Release No. 33-10532, Disclosure Update and Simplification, which amended certain disclosure requirements that were redundant, duplicative, overlapping, outdated or superseded. In addition, the amendments expanded the disclosure requirements regarding stockholders' equity for interim financial statements. Under the amendments, a description of the changes in each caption of stockholders' equity presented in the balance sheet must be provided in a note or separate statement. The description must include a reconciliation of the beginning balance to the ending balance of each period for which a statement of comprehensive income is required to be filed. The condensed consolidated financial statements included in this Quarterly Report include a reconciliation of the beginning balance to the ending balance of stockholders' equity for each period in which a statement of operations and comprehensive income (loss) is provided.

***Recently Issued Accounting Standards, Not Yet Adopted***

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments—Credit Losses." The standard modifies the impairment model for most financial assets, including trade accounts receivables and loans, and will require the use of an "expected loss" model for instruments measured at amortized cost. Under this model, entities will be required to estimate the lifetime expected credit loss on such instruments and record an allowance to offset the amortized cost basis of the financial asset, resulting in a net presentation of the amount expected to be collected on the financial asset. The effective date of the standard is for fiscal years beginning after December 15, 2019 with early adoption permitted. We are currently evaluating the potential impact of the adoption of this update on our consolidated financial statements.

**Note 3 – Property, Plant and Equipment**

The components of property and equipment are as follows (in thousands):

	June 30, 2019	December 31, 2018	Estimated Useful Life
Land	\$ 504	\$ 504	
Building improvements	3,113	3,059	10-39 years
Machinery	4,145	4,126	3-7 years
Computer equipment	457	457	3-5 years
Furniture and fixtures	207	207	5 years
	8,426	8,353	
Less: accumulated depreciation	(6,056)	(5,854)	
Total property, plant and equipment, net	<u>\$ 2,370</u>	<u>\$ 2,499</u>	

Depreciation expense incurred for the three months ended June 30, 2019 and 2018 was \$101,000 and \$95,000, respectively. Depreciation expense incurred for the six months ended June 30, 2019 and 2018 was \$202,000 and \$190,000, respectively.

**Note 4 – Transactions Affecting Stockholders' Equity**

Our authorized capital stock consists of 50 million shares of Common Stock, \$0.0005 par value ("Common Stock"), and 1 million shares of preferred stock, \$0.0005 par value ("Preferred Stock").

***Preferred Stock***

The Preferred Stock authorized under our certificate of incorporation may be issued from time to time in one or more series. As of June 30, 2019, no shares of Preferred Stock have been issued. Our board of directors has the full authority permitted by law to establish, without further stockholder approval, one or more series of Preferred Stock and the number of shares constituting each such series and to fix by resolution voting powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any. Subject to the limitation on the total number of shares of Preferred Stock that we have authority to issue under our certificate of incorporation, the board of directors is also authorized to increase or decrease the number of shares of any series, subsequent to the issue of that series, but not below the number of shares of such series then-outstanding. In case the number of shares of any series is so decreased, the shares constituting such decrease will resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series. We may amend from time to time our certificate of incorporation and bylaws to increase the number of authorized shares of Preferred Stock or Common Stock or to make other changes or additions to our capital structure or the terms of our capital stock.



**ProPhase Labs, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(unaudited)**

***Common Stock Dividend***

On May 7, 2018, the Board declared a special cash dividend of \$1.00 per share on the Company's Common Stock resulting payable on June 5, 2018 to holders of record of the Company's Common Stock on June 6, 2018. On June 5, 2018, we made cash payment of \$11.7 million.

On December 24, 2018, the Board declared a special cash dividend of \$0.25 per share on the Company's Common Stock resulting in \$2.9 million payable on January 24, 2019 to holders of record of the Company's Common Stock on January 10, 2019. On January 24, 2019, we made cash payment of \$2.9 million.

***The 2010 Directors' Equity Compensation Plan***

On May 5, 2010, our stockholders approved the 2010 Directors' Equity Compensation Plan, which has been subsequently amended and restated by our stockholders (the "2010 Directors' Plan"). A primary purpose of the 2010 Directors' Plan is to provide us with the ability to pay all or a portion of the fees of directors in restricted stock instead of cash. The 2010 Directors' Plan provides that the total number of shares of Common Stock that may be issued under the 2010 Directors' Plan is equal to 675,000 shares.

During the three and six months ended June 30, 2019, 3,571 and 10,737 shares of restricted stock were granted to our directors under the 2010 Directors' Plan. We recorded \$34,000 of director fees during the six months ended June 30, 2019 in connection with these grants, which represented the fair value of the shares calculated based on the average closing price of the Company's shares of Common Stock for the first five trading days of the quarter in which the Board fee was earned. No shares were granted during the three and six months ended June 30, 2018.

As of June 30, 2019, there were 372,123 shares of Common Stock that may be issued pursuant to the terms of the 2010 Directors' Plan.

***The 2010 Equity Compensation Plan***

On May 5, 2010, our stockholders approved the 2010 Equity Compensation Plan, which was subsequently amended and restated by our stockholders (the "2010 Plan"). The 2010 Plan provides that the total number of shares of Common Stock that may be issued under the 2010 Plan is 3.9 million shares.

No options were granted under the 2010 Plan for the three and six months ended June 30, 2019. During the three and six months ended June 30, 2018, we granted 30,000 options, exercisable at \$2.35 per share and subject to vesting over a three-year term, to a consultant pursuant to the terms of the 2010 Plan.

As of June 30, 2019, there were 649,500 options outstanding and 661,159 options available to be issued pursuant to the terms of the 2010 Plan. We will recognize approximately \$345,000 of share-based compensation expense over a weighted average period of 2.3 years.

***The 2018 Stock Incentive Plan***

On April 12, 2018, our stockholders approved the 2018 Stock Incentive Plan (the "2018 Stock Plan"). The 2018 Stock Plan provides for the grant of incentive stock options to eligible employees of the Company, and for the grant of nonstatutory stock options to eligible employees, directors and consultants. The purpose of the 2018 Stock Plan is to advance the interests of the Company and its stockholders by providing an incentive to attract, retain, and reward persons performing services for the Company and by motivating such persons to contribute to the growth and profitability of the Company. The 2018 Stock Plan provides that the total number of shares that may be issued pursuant to the 2018 Stock Plan is 2.3 million shares. As of September 30, 2018, all 2.3 million shares have been granted in the form of stock options to Ted Karkus (the "CEO Option"), our Chief Executive Officer and no stock options have been exercised under the 2018 Stock Plan. We use the Black-Scholes option pricing model to determine the fair value of the stock options at the date of grant. Based upon our limited historical experience, we determined the expected term of the stock option grants to be 4.5 years, calculated using the "simplified" method in accordance with the SEC Staff Accounting Bulletin 110. We use the "simplified" method since our historical data does not provide a reasonable basis upon which to estimate expected term. We will recognize approximately \$835,000 of share-based compensation expense over a weighted average period of 1.7 years.

**ProPhase Labs, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(unaudited)**

The 2018 Plan requires certain proportionate adjustments to be made to the stock options granted under the 2018 Plan upon the occurrence of certain events, including a special distribution (whether in the form of cash, shares, other securities, or other property) in order to maintain parity. Accordingly, the Compensation Committee of the board of directors, as required by the terms of the 2018 Stock Plan, adjusted the terms of the CEO Option, such that the exercise price of the CEO Option was reduced from \$3.00 per share to \$2.00 per share, effective as of June 5, 2018, the date the special \$1.00 special cash dividend was paid to stockholders. The exercise price of the CEO Option was further reduced from \$2.00 to \$1.75 per share, effective as of January 24, 2019, the date the \$0.25 special cash dividend was paid to stockholders.

The following table summarizes stock options activity during the six months ended June 30, 2018 and 2019 for both the 2010 Plan and 2018 Stock Plan (in thousands, except per share data):

	<b>Number of Shares</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contractual Life (in years)</b>	<b>Total Intrinsic Value</b>
Outstanding as of January 1, 2018	980	\$ 1.82	4.8	\$ 31
Granted	2,330	2.00	-	-
Cashless exercised	(250)	1.86	-	-
Cash exercised	(240)	1.41	-	-
Outstanding as of June 30, 2018	2,820	\$ 2.00	4.9	\$ 422
Options vested and exercisable	539	\$ 1.88	2.4	\$ 150

  

	<b>Number of Shares</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contractual Life (in years)</b>	<b>Total Intrinsic Value</b>
Outstanding as of January 1, 2019	2,980	\$ 1.82	4.8	\$ 3,235
Forfeited	(80)	2.87	-	-
Outstanding as of June 30, 2019	2,900	\$ 1.85	3.9	\$ 4,450
Options vested and exercisable	1,199	\$ 1.88	3.8	\$ 1,915

**Note 5 – Defined Contribution Plans**

We maintain the ProPhase Labs, Inc. 401(k) Savings and Retirement Plan, a defined contribution plan for our employees. Our contributions to the plan are based on the amount of the employee plan contributions and compensation. Our contributions to the plan in during the three and six months ended June 30, 2019 were \$21,000 and \$42,000, respectively and for the three and six months ended 2018 were \$22,000 and \$46,000, respectively.

**Note 6 – Other Accrued Liabilities**

The following table sets forth the components of other current liabilities at June 30, 2019 and December 31, 2018, respectively, (in thousands):

	<b>June 30, 2019</b>	<b>December 31, 2018</b>
Accrued expenses	\$ 123	\$ 167
Accrued benefits	56	23
Accrued payroll	32	195
Accrued vacation	51	66
Sales tax payable	-	3
Income taxes payable	2	106
Deferred revenue	111	206
Total other current liabilities	\$ 375	\$ 766

**Note 7– Commitments and Contingencies**

Escrow Receivable

We have indemnification obligations to Mylan Consumer Healthcare Inc. (formerly known as Meda Consumer Healthcare Inc.) (“MCH”) and Mylan Inc. (together with MCH, “Mylan”) under the asset purchase agreement that may require us to make future payments to Mylan and other related persons for any damages incurred by Mylan or such related persons as a result of any breaches of our representations, warranties, covenants or agreements contained in the asset purchase agreement, or arising from the Retained Liabilities (as such term is defined in the asset purchase agreement) or certain third party claims specified in the asset purchase agreement. Generally, our representations and warranties survive for a period of 24 months from the closing date, which was March 29, 2017, other than certain fundamental representations which survive until the expiration of the applicable statute of limitations. There is a limited indemnification cap with respect to a majority of the Company’s indemnification obligations under the asset purchase agreement with the exception of claims for actual fraud, the breach of any fundamental representations and certain other items, which have a larger indemnification cap (i.e., the purchase price).



**ProPhase Labs, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(unaudited)**

Pursuant to the terms of the asset purchase agreement, we, Mylan, and an escrow agent entered into an Escrow Agreement at closing, pursuant to which Mylan deposited \$5 million of the aggregate purchase price for the Cold-EEZE<sup>®</sup> Business into an escrow account established with the Escrow Agent in order to satisfy, in whole or in part, certain of our indemnity obligations under the asset purchase agreement.

The terms of the Escrow Agreement provide that if, as of September 29, 2018, there are funds remaining in the escrow account, then the escrow account will be reduced by the difference, if a positive number, of (i) \$2.5 million minus (ii) the aggregate amount of all escrow claims asserted by Mylan prior to this date that have either been paid out of the escrow account or are pending as of such date, and, within two business days of such date, the Escrow Agent will disburse such difference, if a positive number, to us. In addition, within two business days of March 29, 2019, the Escrow Agent will release any funds remaining in the escrow account to us minus any amounts being reserved for escrow claims asserted by Mylan prior to such date. Upon the resolution of any pending escrow claims, the Escrow Agent will, within two business days of receipt of joint instructions or a final order from a court (as described in the Escrow Agreement) disburse such reserved amount to the parties entitled to such funds. As described below, in August 2018, Mylan asserted an indemnification claim against us, for a yet to be determined amount. Accordingly, the distributions were not released to us on September 29, 2018 or March 29, 2019.

On May 31, 2018, we received notice of a claim for \$800,000 in losses against the escrow amount. We resolved this claim pursuant to a settlement agreement, effective October 16, 2018, pursuant to which \$160,000 of the funds held in escrow were released to Mylan. This expense is reflected in discontinued operations in the third quarter of 2018.

On August 2, 2018, we received notice of an indemnification claim from Mylan in relation to certain product advertising claims brought against Mylan related to certain Cold-EEZE<sup>®</sup> products. Pursuant to the terms of the asset purchase agreement, we have elected to assume the defense of these claims on behalf of Mylan. We dispute these product advertising claims and intend to vigorously contest such claims. While we believe these claims are without merit, in the event that these or any other indemnity claims are successful, we may be required to pay Mylan such amounts out of the escrow fund, pursuant to the indemnification provisions of the asset purchase agreement, which may reduce the amount we ultimately collect from escrow or could even require us to return a portion of the net proceeds received from the sale of the Cold-EEZE<sup>®</sup> Business if the escrow funds are insufficient to cover the losses. Management expects to collect the full remaining escrow balance within the next twelve months, net of an immaterial reserve representative of our best estimate of the cost to adjudicate this matter.

*Manufacturing Agreement*

In connection with the asset purchase agreement, the Company and its wholly-owned subsidiary, PMI, entered into a manufacturing agreement (the “Manufacturing Agreement”) with Mylan. Pursuant to the terms of the Manufacturing Agreement, Mylan (or an affiliate or designee) purchased the inventory of the Company’s Cold-EEZE<sup>®</sup> brand and product line, and PMI will manufacture certain products for Mylan, as described in the Manufacturing Agreement, at prices that reflect current market conditions for such products and include an agreed upon mark-up on our costs. Unless terminated sooner by the parties, the Manufacturing Agreement will remain in effect until March 29, 2022. Thereafter, the Manufacturing Agreement may be renewed by Mylan for up to five successive one-year periods by providing notice of its intent to renew not less than 90 days prior to the expiration of the then-current term.

**ProPhase Labs, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(unaudited)**

**Future Obligations:**

We have estimated future minimum obligations over the next five years, including the remainder of Fiscal 2019, as follows (in thousands):

	<b>Employment Contracts</b>
2019	\$ 63
2020	125
2021	595
2022	675
2023	675
Total	<u>\$ 2,133</u>

**Note 8 – Loss Per Share**

Basic loss per share for continuing operations are computed by dividing the respective net income or loss attributable to common stockholders by the weighted-average number of shares of our Common Stock outstanding for the period. Diluted loss per share reflects the potential dilution that could occur if securities or other contracts to issue Common Stock were exercised or converted into Common Stock or resulted in the issuance of Common Stock that shared in the earnings of the entity. Diluted earnings (loss) per share also utilize the treasury stock method, which prescribes a theoretical buy-back of shares from the theoretical proceeds of all options and warrants outstanding during the period. Options outstanding to acquire shares of our Common Stock at June 30, 2019 and December 31, 2018 were 2,900,000 and 2,980,000, respectively.

For the three months ended June 30, 2019, dilutive loss per share were the same as basic earnings per share due to the exclusion of Common Stock in the form of stock options (“Common Stock Equivalents”), which in a net loss position would have an anti-dilutive effect on loss per share. For the three months ended June 30, 2019, there were 2,900,000 potential dilutive Common Stock Equivalents that were excluded from the loss per share computation as a consequence of their anti-dilutive effect. For the three months ended June 30, 2018 there were 2,800,000 potential dilutive Common Stock Equivalents that were excluded from the loss per share computation as a consequence of their anti-dilutive effect.

For the six months ended June 30, 2019, dilutive loss per share were the same as basic earnings per share due to the exclusion of Common Stock Equivalents, which in a net loss position would have an anti-dilutive effect on loss per share. For the six months ended June 30, 2019, there were 2,900,000 potential dilutive Common Stock Equivalents that were excluded from the loss per share computation as a consequence of their anti-dilutive effect. For the six months ended June 30 2018, there were 2,800,000 potential dilutive Common Stock Equivalents that were excluded from the loss per share computation as a consequence of their anti-dilutive effect.

**Note 9 – Significant Customers**

Revenue for the three months ended June 30, 2019 and 2018 was \$1.7 million and \$3.2 million, respectively. Two third-party contract manufacturing customers accounted for 67.2% and 21.2%, respectively, of our revenue for the three months ended June 30, 2019. Two third-party contract manufacturing customers accounted for 57.2% and 29.4%, respectively, of our revenue for the three months ended June 30, 2018. The loss of sales to either of these large third-party contract manufacturing customers could have a material adverse effect on our business operations and financial condition.

Revenue for the six months ended June 30, 2019 and 2018 was \$4.0 million and \$6.6 million, respectively. Two third-party contract manufacturing customers accounted for 54.8% and 22.8%, respectively, of our revenue for the six months ended June 30, 2019. Two third-party contract manufacturing customers accounted for 43.1% and 39.0%, respectively, of our revenue for the six months ended June 30, 2018. The loss of sales to either of these large third-party contract manufacturing customers could have a material adverse effect on our business operations and financial condition.

We are subject to account receivable credit concentrations from time-to-time as a consequence of the timing, payment pattern and ultimate purchase volumes or shipping schedules with our customers. These concentrations may impact our overall exposure to credit risk, either positively or negatively, in that our customers may be similarly affected by changes in economic, regulatory or other conditions that may impact the timing and collectability of amounts due to us. Two customers represented 45% and 39% of our total trade receivable balances at June 30, 2019 and 82% of our total trade receivable balances at December 31, 2018, respectively.

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

*The following discussion and analysis should be read in conjunction with our interim unaudited condensed financial statements and related notes included in this Quarterly Report on Form 10-Q (“Quarterly Report”) and the audited condensed financial statements and notes thereto as of and for the year ended December 31, 2018 and the related Management’s Discussion and Analysis of Financial Condition and Results of Operations, both of which are contained in our Annual Report on Form 10-K filed with the Securities and Exchange Commission (“SEC”) on March 26, 2019 (the “2018 Annual Report”). As used in this Quarterly Report, unless the context suggests otherwise, “we,” “us,” “our,” or “ProPhase” refer to ProPhase Labs, Inc. and its subsidiaries, unless the context otherwise requires.*

**Forward-Looking Statements**

This Quarterly Report contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These forward-looking statements relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our or our industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by the forward-looking statements. Many of these factors are beyond our ability to predict. Given the risks and uncertainties surrounding forward-looking statements, you should not place undue reliance on these statements. Forward-looking statements typically are identified by use of terms such as “anticipate”, “believe”, “plan”, “expect”, “intend”, “may”, “will”, “should”, “estimate”, “predict”, “potential”, “continue” and similar words although some forward-looking statements are expressed differently. This Quarterly Report may contain forward-looking statements attributable to third parties relating to their estimates regarding the growth of our markets. You are cautioned that such forward-looking statements are not guarantees of future performance and that all forward-looking statements address matters that involve risk and uncertainties, and that there are many important risks, uncertainties and other factors that could cause our actual results, levels of activity, performance, achievements and prospects, as well as those of the markets we serve, to differ materially from the forward-looking statements contained in this Quarterly Report.

Such risks and uncertainties include, but are not limited to:

- The ability of our management to successfully implement our business plan and strategy;
- Our ability to compete effectively, including our ability to maintain and increase our markets and/or market share in the markets in which we do business;
- Our ability to fund our operations including the cost and availability of capital and credit;
- Our ability to grow our manufacturing business and operate it profitably;
- Potential disruptions in our ability to manufacture our products and those of others or our access to raw materials;
- Our ability to successfully develop and commercialize our existing products and new products;
- General financial and economic uncertainty, fluctuations in consumer confidence and the strength of the United States economy, and their impacts on our business including demand for our products;
- Our ability to protect our proprietary rights;
- Our continued ability to comply with regulations relating to our current products and those we manufacture for others, and any new products we develop, including our ability to effectively respond to changes in laws and regulations or the interpretation thereof including changing market rules and evolving federal, state and regional laws and regulations;
- Seasonal fluctuations in demand for the products we manufacture at our manufacturing facility; and
- Our ability to attract, retain and motivate our key employees.

You should also consider carefully the statements we make under other sections of this Quarterly Report and in our 2018 Annual Report, as well as in other documents we file from time to time with the SEC, that address additional risks that could cause our actual results to differ from those set forth in any forward-looking statements. Our forward-looking statements speak only as the date of this Quarterly Report. We undertake no obligation to publicly update or review any forward-looking statements, whether as a result of new information, future developments or otherwise, except as required by law.

**General**

We are a vertically integrated and diversified branding, marketing and technology company with deep experience with OTC consumer healthcare products and dietary supplements. We are engaged in the research, development, manufacture, distribution, marketing and sale of OTC consumer healthcare products and dietary supplements in the United States. This includes the development and marketing of dietary supplements under the TK Supplements® brand.

Our wholly-owned subsidiary, Pharmaloz Manufacturing, Inc. (“PMI”), is a full service contract manufacturer and distributor of a broad range of non-GMO, organic and/or natural-based cough drops and lozenges and OTC drug and dietary supplement products.

In August 2017, we formed ProPhase Digital Media Inc. (“PDM”), a Delaware corporation and wholly-owned subsidiary. During the second quarter, PDM completed the optimization phase of the marketing campaign for our lead product in the TK Supplements® product line, Legendz XL®.

In addition, we continue to actively pursue acquisition opportunities for other companies, technologies and products within and outside the consumer products industry.

**Financial Condition and Results of Operations**  
**Results from Operations for the Three Months Ended June 30, 2019**  
**as Compared to the Three Months Ended June 30, 2018**

For the three months ended June 30, 2019, net sales were \$1.7 million as compared to \$3.2 million for the three months ended June 30, 2018. The decrease in net sales from period to period was principally due to a decrease in contract manufacturing net sales as a result of the timing and demand of third party customers.

Cost of sales for the three months ended June 30, 2019 were \$1.4 million as compared to \$1.9 million for the three months ended June 30, 2018. For the three months ended June 30, 2019 and 2018, we realized a gross margin of 15.8% and 39.5%, respectively. The decrease of 23.7% in gross margin from the prior period is principally due to (i) a decrease in the absorption of fixed production costs and (ii) fluctuations in our product mix shipped and pricing fluctuations from period to period. Gross margins are generally influenced by fluctuations in quarter-to-quarter production volume, fixed production costs and related overhead absorption, raw ingredient costs, inventory mark to market write-downs and timing of shipments to customers.

Sales and marketing expense for the three months ended June 30, 2019 was \$342,000 as compared to \$235,000 for the three months ended June 30, 2018. The increase of \$107,000 in sales and marketing expense for the three months ended June 30, 2019 as compared to the three months ended June 30, 2018 was principally due to the development costs associated with building our digital media subsidiary and launching our TK Supplements product lines during the current period.

Administration expenses for the three months ended June 30, 2019 were \$1.1 million as compared to \$1.2 million for the three months ended June 30, 2018. The decrease of \$108,000 in administrative expenses for the three months ended June 30, 2019 as compared to the three months ended June 30, 2018 was principally due to a decrease in professional and legal fees.

Research and development costs during the three months ended June 30, 2019 were \$95,000, as compared to \$87,000 for the three months ended June 30, 2018. The increase of \$8,000 in research and development costs for the three months ended June 30, 2019 as compared to the three months ended June 30, 2018 was principally due to the timing of product research expenses in the current period.

Interest and other income for the three months ended June 30, 2019 and 2018 was \$30,000 and \$5,000, respectively. The increase in interest income for the three months ended June 30, 2019 as compared to June 30, 2018 was principally due to interest earned on our investment account in the current period.

As a consequence of the effects of the above, the net loss for the three months ended June 30, 2019 was approximately \$1.2 million, or (\$0.11) per share, as compared to net loss of \$0.3 million, or (\$0.02) per share for the three months ended June 30, 2018.

**Financial Condition and Results of Operations**  
**Results from Operations for the Six Months Ended June 30, 2019**  
**as Compared to the Six Months Ended June 30, 2018**

For the six months ended June 30, 2019, net sales were \$4.0 million as compared to \$6.6 million for the six months ended June 30, 2018. The decrease in net sales from period to period was principally due to a decrease in contract manufacturing net sales as a result of the timing and demand of third party customers.

Cost of sales for the six months ended June 30, 2019 were \$3.2 million as compared to \$3.9 million for the six months ended June 30, 2018. For the six months ended June 30, 2019 and 2018, we realized a gross margin of 19.7% and 40.7%, respectively. The decrease of 21.0% in gross margin from the prior period is principally due to (i) a decrease in the absorption of fixed production costs and (ii) fluctuations in our product mix shipped and pricing fluctuations from period to period. Gross margins are generally influenced by fluctuations in quarter-to-quarter production volume, fixed production costs and related overhead absorption, raw ingredient costs, inventory mark to market write-downs and timing of shipments to customers.

Sales and marketing expense for the six months ended June 30, 2019 was \$608,000 as compared to \$407,000 for the six months ended June 30, 2018. The increase of \$201,000 in sales and marketing expense for the six months ended June 30, 2019 as compared to the six months ended June 30, 2018 was principally due to the development costs associated with building our digital media subsidiary and launching our TK Supplements product lines during the current period.

Administration expenses for the six months ended June 30, 2018 were \$2.3 million as compared to \$2.4 million for the six months ended June 30, 2018. The decrease of \$123,000 in administrative expenses for the six months ended June 30, 2019 as compared to the six months ended June 30, 2018 was principally due to a decrease in professional and legal fees.

Research and development costs during the six months ended June 30, 2019 was \$189,000, as compared to \$174,000 for the six months ended June 30, 2018. The increase of \$15,000 in research and development costs for the six months ended June 30, 2019 as compared to the three months ended June 30, 2018 was principally due to the timing of product research expenses in the current period.

Interest and other income for the six months ended June 30, 2019 and 2018 was \$61,000 and \$100,000, respectively. The decrease in interest and other income for the six months ended June 30, 2019 as compared to the six months ended June 30, 2018 was principally due a lower balance in our investment account available to earn interest.

As a consequence of the effects of the above, the net loss for the six months ended June 30, 2019 was approximately \$2.3 million, or (\$0.19) per share, as compared to net loss of \$0.2 million, or (\$0.02) per share for the six months ended June 30, 2018.

**Liquidity and Capital Resources**

Our aggregate cash and cash equivalents and marketable debt securities as of June 30, 2019 were \$5.7 million as compared to \$8.2 million at December 31, 2018. Our working capital was \$12.5 million and \$14.0 million as of June 30, 2019 and December 31, 2018, respectively. The decrease of \$2.5 million in our cash and cash equivalents and marketable debt securities balance for the six months ended June 30, 2019 was principally due to the \$2.9 million payment of a \$0.25 special cash dividend in January 2019.

General

We believe our current working capital is an acceptable and adequate level of working capital to support our business for at least the next twelve months.

Management is not aware of any other trends, events or uncertainties that have or are reasonably likely to have a material negative impact upon our (i) short-term or long-term liquidity, or (ii) net sales or income from operations. Any challenge to our patent or trademark rights could have a material adverse effect on our future; however, we are not aware of any condition that would make such an event probable. Our business is subject to seasonal variations thereby impacting our liquidity and working capital during the course of our fiscal year.

To the extent that we do not generate sufficient cash from operations, our cash balances will decline. We may also use our cash to explore and/or acquire new product technologies, applications, product line extensions, new contract manufacturing applications and other new product opportunities. In the event that our available cash is insufficient to support such initiatives, we may need to incur indebtedness or issue Common Stock to finance plans for growth. Volatility in the credit markets and the liquidity of major financial institutions may have an adverse effect on our ability to fund our business strategy through borrowings, under either existing or newly created instruments in the public or private markets on terms that we believe to be reasonable, if at all.



**Off-Balance Sheet Arrangements**

It is not our usual business practice to enter into off-balance sheet arrangements such as guarantees on loans and financial commitments and retained interests in assets transferred to an unconsolidated entity for securitization purposes. We have no off-balance sheet arrangements that have, or are reasonably likely to have, a material current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

**Impact of Inflation**

We are subject to normal inflationary trends and anticipate that any increased costs would be passed on to our customers. Inflation has not had a material effect on our business.

**Critical Accounting Policies and Estimates**

The condensed consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”), which require the use of estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities at the date of the financial statements, and the reported amounts of expenses in the periods presented. We believe that the accounting estimates employed are appropriate and resulting balances are reasonable; however, due to inherent uncertainties in making estimates, actual results could differ from the original estimates, requiring adjustments to these balances in future periods. The critical accounting estimates that affect the consolidated financial statements and the judgments and assumptions used are consistent with those described under Part II, Item 7 of the 2018 Annual Report.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk.**

Like virtually all commercial enterprises, we can be exposed to the risk (“market risk”) that the cash flows to be received or paid relating to certain financial instruments could change as a result of changes in interest rate, exchange rates, commodity prices, equity prices and other market changes.

Our operations are not subject to risks of material foreign currency fluctuations, nor do we use derivative financial instruments in our investment practices. We place our marketable investments in instruments that meet high credit quality standards. We do not expect material losses with respect to our investment portfolio or excessive exposure to market risks associated with interest rates. The impact on our results of one percentage point change in short-term interest rates would not have a material impact on our future earnings, fair value, or cash flows related to investments in cash equivalents or interest-earning marketable securities.

Current economic conditions may cause a decline in business and consumer spending which could adversely affect our business and financial performance including the collection of accounts receivables, realization of inventory and recoverability of assets. In addition, our business and financial performance may be adversely affected by current and future economic conditions, including a reduction in the availability of credit, financial market volatility and recession.

There have been no material changes to our market risk exposures since December 31, 2018.

**Item 4. Controls and Procedures.**

Disclosure Controls and Procedures

We carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of June 30, 2019. This evaluation was carried out under the supervision and with the participation of our Principal Executive Officer and Principal Financial and Accounting Officer. Based upon that evaluation, our Principal Executive Officer and Principal Financial and Accounting Officer concluded that our disclosure controls and procedures were ineffective as of June 30, 2019, due to the material weakness discussed below. Management anticipates that such disclosure controls and procedures will not be effective until the material weaknesses are remediated.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed with or submitted to the SEC under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Principal Executive Officer and Principal Financial and Accounting Officer, to allow timely decisions regarding required disclosure.

During 2018, we, together with our independent registered public accounting firm, identified material weaknesses in our internal control over financial reporting. A “material weakness” is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company’s annual or interim financial statements will not be prevented or detected on a timely basis. Following the filing of our original annual report on Form 10-K for Fiscal 2017 and during the financial statement close process for the second quarter ended June 30, 2018 in connection with the preparation of our 2017 Federal and State income tax returns, management identified a material weakness that existed as of December 31, 2017, primarily related to our lack of adequate controls over the accounting for recording of income tax expense and the allocation of income tax expense/benefit between continuing and discontinued operations.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting identified in connection with evaluation required by paragraph (d) of Rules 13a-15 or 15d-15 under the Exchange Act that occurred during the period covered by this report that has materially affected or is reasonably likely to materially affect our internal control over financial reporting except as part of our plan to remediate the deficiency in internal controls described above, management continued to

take steps to improve our income tax controls during the six months ended June 30, 2019, including consulting with our third-party tax consultant throughout the period while formalizing our review procedures. In addition, we implemented a new tax provision software during the six months ended June 30, 2019 to strengthen the transparency in the overall tax process. We will continue to assess and enhance our internal control processes and retrain personnel in the accounting department.

## Part II. Other Information

### Item 1. Legal Proceedings.

The Company is not currently involved in any legal proceeding arising in the normal course of business. From time to time, the Company could become involved in disputes and various litigation matters that arise in the normal course of business. These may include disputes and lawsuits related to intellectual property, licensing, contract law and employee relations matters.

### Item 1A. Risk Factors.

There have been no material changes to the risks described in Item 1A. Risk Factors of the 2018 Annual Report.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None

### Item 3. Defaults Upon Senior Securities.

None

### Item 4. Mine Safety Disclosures.

Not applicable

### Item 5. Other Information.

None

Item 6. Exhibits

Exhibit No.	Description
31.1	<a href="#">Certification by the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
31.2	<a href="#">Certification by the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
32.1	<a href="#">Certification by the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
32.2	<a href="#">Certification by the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
101.INS#	XBRL Instance Document
101.SCH#	XBRL Taxonomy Extension Schema Document
101.CAL#	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF#	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB#	XBRL Taxonomy Extension Label Linkbase Document
101.PRE#	XBRL Taxonomy Extension Presentation Linkbase Document

## 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.

### **ProPhase Labs, Inc.**

By: /s/ Ted Karkus

Ted Karkus  
Chairman of the Board and Chief Executive Officer  
(Principal Executive Officer)

Date: August 12, 2019

By: /s/ Monica Brady

Monica Brady  
Chief Financial Officer  
(Principal Financial Officer)

Date: August 12, 2019