

**Mace Security International, Inc.**

**Quarterly Report**

**June 30, 2017**

### **Forward-Looking Statements**

Certain statements and information included in this Quarterly Report constitute “forward-looking statements” within the meaning of the Federal Private Securities Litigation Reform Act of 1995. When used in this Quarterly Report, the words or phrases “will likely result,” “are expected to,” “will continue,” “is anticipated,” “estimate,” “projected,” “intend to” or similar expressions are intended to identify “forward-looking statements” within the meaning of the Federal Private Securities Litigation Reform Act of 1995. Forward-looking statements are subject to a number of known and unknown risks and uncertainties that may cause our actual results, trends, performance or achievements, or industry trends and results, to differ materially from the future results, trends, performance or achievements expressed or implied by such forward-looking statements. Those risks and uncertainties may include, but are not limited to, (i) general economic and business conditions; (ii) competition; (iii) potential changes in customer spending; (iv) acceptance of our product offerings and designs; (v) the variability of consumer spending resulting from changes in domestic economic activity; (vi) a highly promotional retail environment; (vii) any significant variations between actual amounts and the amounts estimated for those matters identified as our critical accounting estimates, as well as other significant accounting estimates made in the preparation of our financial statements; and (viii) the impact of current and potential hostilities in various parts of the world, as well as other geopolitical concerns. You are urged to consider all such factors. In light of the uncertainty inherent in such forward-looking statements, you should not consider their inclusion to be a representation that such forward-looking matters will be achieved. Mace Security International, Inc. assumes no obligation for updating any such forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting such forward-looking statements.

#### **Item 1 The exact name of the issuer and the address of its principal executive offices**

Mace Security International, Inc. (the “Company”)  
4400 Carnegie Avenue  
Cleveland, OH 44103  
Phone: (440) 424-5321  
Fax: (216) 361-9555  
Website: [www.mace.com](http://www.mace.com)

Investor Relations: John J. McCann  
Phone: (440) 424-5322  
Email: [jmccann@mace.com](mailto:jmccann@mace.com)  
Address: Same as above

#### **Item 2 Shares outstanding**

##### **Common Stock**

(i) Period end date:	June 30, 2017	December 31, 2016
(ii) Number of shares authorized	100,000,000	100,000,000
(iii) Number of shares outstanding	61,881,858	60,781,858
(iv) Freely tradable (public float)	37,291,274	37,291,139
(v) Total number of shareholders of record	81	82

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The number of beneficial shareholders of Mace Security International, Inc. owning at least 100 shares exceeds 50.

**Preferred Stock**

(vi) Period end date:	June 30, 2017	December 31, 2016
(vii) Number of shares authorized	10,000,000	10,000,000
(viii) Number of shares outstanding	-	-
(ix) Freely tradable (public float)	-	-
(x) Total number of shareholders of record	-	-

**Item 3 Interim financial statements**

The Company's unaudited interim condensed consolidated for the six months ended June 30, 2017 and 2016, including the unaudited interim Consolidated Balance Sheets, Consolidated Statements of Operations, Consolidated Statements of Comprehensive Loss and Consolidated Statements of Cash Flows and Notes to the Consolidated Financial Statements, are attached hereto as Exhibit 3.1 and are hereby incorporated by reference into this Quarterly Report.

**Item 4 Management's discussion and analysis or plan of operation**

**A. Plan of operation**

This item is not applicable, as the Company has had net sales in each of the last two fiscal years.

**B. Management's discussion and analysis of financial condition and results of operations  
(amounts in thousands, except share and per share amounts)**

Mace Security International, Inc. currently operates in one business segment, the Security Segment, which manufactures and distributes consumer safety and personal defense products to retailers, distributors, and individual consumers. The Company also supplies less-lethal tactical munitions and weapons systems for law enforcement, correctional institutions and military markets.

In December 2015, the Company exited the electronic surveillance equipment market. In November 2016, the Company completed the sale of its electronic surveillance equipment business, consisting of inventory and a customer list. The financial results of the electronic surveillance business for the three years ended December 31, 2016, 2015 and 2014 were reported in discontinued operations and, accordingly, have been segregated from the net sales and expenses discussions below.

**Three months ended June 30, 2017 compared with three months ended June 30, 2016**

*Net Sales*

On March 22, 2017, the Company completed the purchase of the business and substantially all related operating assets of Washington Laboratories, LLC, a producer of high quality defense spray products. Net sales in the three months ended June 30, 2017 associated with the acquired business were \$758. Net sales in the three months ended June 30, 2017 increased 23.6% to \$2,510, compared with \$2,031 in the three months ended June 30, 2016. Net sales comparative information for the three months ended June 30, 2017 and 2016, respectively, is as follows:

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<u>Net Sales by Distribution</u> <u>Channel</u>	<u>Three Months Ended</u> <u>June 30,</u>		<u>Increase</u>
	<u>2017</u>	<u>2016</u>	<u>(Decrease)</u>
Consumer	1,843	1,600	243
Tactical	225	118	107
International	401	252	149
Other	41	61	(20)
<b>Total</b>	<u><u>\$ 2,510</u></u>	<u><u>\$ 2,031</u></u>	<u><u>\$ 479</u></u>

The net increase in Consumer distribution channel net sales in the three months ended June 30, 2017, compared with the same period in 2016, is primarily attributable to increased distribution, partially offset by a single large purchase by a customer during the three months ended June 30, 2016, which did not repeat in the comparable period in fiscal 2017. Tactical distribution channel net sales in the three months ended June 30, 2017, compared with the three months ended June 30, 2016, increased due to new distribution and increased net sales from existing customers. The net increase in International distribution channel net sales in the three months ended June 30, 2017, compared with the same period in 2016, is primarily attributable to distribution of animal repellent products in Canada, partially offset by reduced demand in Europe.

*Cost of goods sold*

Cost of goods sold increased in the three months ended June 30, 2017 by 25.6% to \$1,497, or 59.6% of net sales, compared with \$1,192, or 58.7% of net sales in the three months ended June 30, 2016, primarily due to the 23.6% increase in net sales.

*Gross Profit*

Gross profit increased \$174, or 20.7%, to \$1,013, or 40.4% of net sales, during the three months ended June 30, 2017, compared with \$839, or 41.3% of net sales, during the three months ended June 30, 2016, primarily due to the factors noted above.

*Selling, General and Administrative Expenses*

Selling, general and administrative expenses increased by \$6 to \$866, or 34.5% of net sales, during the three months ended June 30, 2017, compared with \$860, or 42.3% of net sales in the three months ended June 30, 2016. The following table presents the significant expense items causing the increase in Selling, General and Administrative Expenses in the three months ended June 30, 2017, compared with the same period in 2016.

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<u>Selling, General and Administrative Expense</u> <u>Categories</u>	<u>Increase</u> <u>(Decrease)</u>
Salaries and related employee benefits increased due to the hiring of additional sales personnel	\$ 43
Commission expense decreased due to lower commissionable net sales	(17)
Legal and other discretionary professional services expense decreased	(64)
Advertising expense increased due to higher Internet related advertising expenditures	19
Other factors	25
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Total	<u>\$ 6</u>

*Depreciation*

Depreciation expense in the three months ended June 30, 2017 increased \$11 to \$50, compared with \$39 in the three months ended June 30, 2016, due primarily to the March 2017 acquisition of property and equipment.

*Other income, net*

Other income, net was \$13 in the three months ended June 30, 2017, compared with \$23 in the three months ended June 30, 2016, due primarily to a decrease in investment income due to the liquidation of a portion of the Company's short-term investments to fund its March 2017 acquisition.

*Net income*

Net income increased by \$46 to \$87 in the three months ended June 30, 2017, compared with a net income of \$41 in the three months ended June 30, 2016, due primarily to the factors noted above.

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**Six months ended June 30, 2017 compared with six months ended June 30, 2016**

*Net Sales*

On March 22, 2017, the Company completed the purchase of the business and substantially all related operating assets of Washington Laboratories, LLC, a producer of high quality defense spray products. The Company's net sales for the six months ended June 30, 2017 include net sales from the acquired business from the date of its acquisition of \$811. Net sales in the six months ended June 30, 2017 increased by 2.7% to \$4,220, compared with \$4,110 in the six months ended June 30, 2016. Net sales comparative information for the six months ended June 30, 2017 and 2016, respectively, is as follows:

<u>Net Sales by Distribution</u> <u>Channel</u>	<u>Six Months Ended June 30,</u>		<u>Increase</u>
	<u>2017</u>	<u>2016</u>	<u>(Decrease)</u>
Consumer	3,225	3,134	91
Tactical	360	220	140
International	523	621	(98)
Other	112	135	(23)
<b>Total</b>	<b><u>\$ 4,220</u></b>	<b><u>\$ 4,110</u></b>	<b><u>\$ 110</u></b>

The net increase in consumer distribution channel net sales in the six months ended June 30, 2017, compared with the same period in 2016, is primarily attributable to increased distribution, partially offset by (i) a net sales decline due to a single large purchase by a customer during the six months ended June 30, 2016, which did not repeat in the comparable period in fiscal 2017 and (ii) the impact of recent retailer bankruptcies/closures. Tactical distribution channel net sales increased in the six months ended June 30, 2017, compared to the same period in 2016, primarily due to new distribution and increased net sales from existing customers. International distribution channel did not see the same level of net sales during the six months ended June 30, 2017 as was experienced during the corresponding period in 2016, due to reduced demand in Europe. This was partially offset in the six months ended June 30, 2017 by distribution of animal repellent products in Canada.

*Cost of goods sold*

Cost of goods sold increased in the six months ended June 30, 2017 by 3.2% to \$2,533, or 60.0% of net sales, compared with \$2,454, or 59.7% of net sales in the six months ended June 30, 2016, primarily due to the 2.7% increase in net sales.

*Gross Profit*

Gross profit increased \$31, or 1.9%, to \$1,687, or 40.0% of net sales, during the six months ended June 30, 2017, compared with \$1,656, or 40.3% of net sales, during the six months ended June 30, 2016 primarily due to the factors noted above.

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*Selling, General and Administrative Expenses*

Selling, general and administrative expenses decreased by \$1 to \$1,831, or 43.4% of net sales, during the six months ended June 30, 2017, compared with \$1,832, or 44.6% of net sales in the six months ended June 30, 2016. The following table presents the significant expense items causing the increase in Selling, General and Administrative Expenses in the six months ended June 30, 2017, compared with the same period in 2016.

<u>Selling, General and Administrative Expense</u> <u>Categories</u>	<u>Increase</u> <u>(Decrease)</u>
Salaries and related employee benefits increased due to the hiring of additional sales personnel	\$ 79
Commission expense decreased due to lower commissionable net sales	(45)
Legal and other discretionary professional services expense decreased	(105)
Increased business travel expenses	22
Increased public company expenses due to moving the listing of the Company's shares to OTCQX Best Market	20
Other factors	30
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Total	\$ 1
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*Depreciation*

Depreciation expense in the six months ended June 30, 2017 increased \$14 to \$90, compared with \$76 in the six months ended June 30, 2016, due primarily to the March 2017 acquisition of property and equipment.

*Other income, net*

Other income, net was \$25 in the six months ended June 30, 2017, compared with \$49 in the six months ended June 30, 2016, due primarily to lower interest income and a loss on sale of short-term investments due to the liquidation of a portion of the Company's short-term investments to fund its March 2017 acquisition.

*Net loss*

Net loss increased by \$112 to a loss of \$231 in the six months ended June 30, 2017, compared with a net loss of \$119 in the six months ended June 30, 2016, due primarily to the factors noted above.

### **Liquidity and Capital Resources**

Cash, cash equivalents and restricted cash decreased by \$462 to \$568 at June 30, 2017, compared with \$1,030 at December 31, 2016. The Company's operating activities of continuing operations provided \$479 of cash in the six months ended June 30, 2017, compared with \$111 in the six months ended June 30, 2016. In the six months ended June 30, 2016, operating activities of continuing operations less effect of depreciation, equity compensation and other non-cash charges generated \$313. Working capital generated \$522 due primarily to collection of \$329 of purchased accounts receivable and sale of \$320 of purchased inventory as part of the March 2017 acquisition and a decrease in prepaid expenses and other current assets due to timing. This was partially offset by higher accounts receivable and inventory due to higher net sales.

The Company's capital expenditures in the six months ended June 30, 2017 were \$57, compared with \$259 in the six months ended June 30, 2016, when the Company was implementing some plant automation. The Company anticipates total fiscal 2017 capital expenditures will be less than \$100,000 and will relate principally to manufacturing and production enhancements. The Company anticipates funding future capital expenditures from operating cash flow. There were no commitments for capital expenditures at June 30, 2017.

As discussed more fully in Note 4, Business Acquisition, to the unaudited consolidated financial statements, the Company acquired a business in March 2017 for approximately \$3,418, subject to certain adjustments related principally to customer retention and a working capital adjustment. The acquisition was financed by using \$2,028 of the Company's cash reserves, issuing 1,000,000 shares of common stock and a \$1,000 note payable to the sellers of the business that bears interest at 5% and is due March 22, 2022. The promissory note is collateralized by all of the Company's assets.

The Company has not declared or paid any cash dividends within the last two (2) fiscal years and does not anticipate paying any such dividends in the foreseeable future. The Company currently intends to retain all of its earnings for the operation and expansion of its business.

The Company believes that funds provided by operations and existing working capital should be sufficient to meet working capital needs for the next 12 months.

#### **C. Off-balance sheet arrangements**

In the ordinary course of business, the Company is party to certain arrangements that are not reflected in the Consolidated Balance Sheets. This includes operating leases as described in Note 13 to the Company's December 31, 2016 consolidated financial statements, which primarily relate to the Company's primary facility in Cleveland, Ohio. The Company does not have any obligations that meet the definition of an off-balance sheet arrangement that have had, or are reasonably likely to have, a material effect on the Company's financial condition or results of operations.

#### **Item 5      Legal proceedings**

None

#### **Item 6      Defaults upon senior securities**

None



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**Item 8 Exhibits**

- 18.1 Mace Security International, Inc. 1999 Stock Option Plan (incorporated herein by reference to Exhibit 10.98 to the June 30, 1999 Form 10-QSB dated August 13, 1999)
- 18.2 Mace Security International, Inc. 2012 Stock Incentive Plan (incorporated herein by reference to Form DEF 14A filed on May 18, 2012)
- 18.3 Asset Purchase Agreement between Mace Security International, Inc. and SecureCheck LLC dated September 28, 2016 (incorporated herein by reference to Annual Information and Disclosure Statement filed on March 30, 2017)
- 18.4 Employment Agreement dated as of November 21, 2012 by and between Mace Security International, Inc. and John J. McCann (incorporated herein by reference to Annual Information and Disclosure Statement filed on March 30, 2017)
- 18.5 Employment Agreement dated as of January 1, 2014 by and between Mace Security International, Inc. and Carl R. Smith (incorporated herein by reference to Annual Information and Disclosure Statement filed on March 30, 2017)
- 18.6 Asset Purchase Agreement by and among Washington Laboratories LLC, Larry W. Harris and Mace Security International, Inc. dated March 22, 2017 (incorporated herein by reference to the March 31, 2017 Quarterly Report)

**Item 9 Issuer's Certifications**

I, John J. McCann, President and Chief Executive Officer, certify that:

1. I have reviewed this quarterly report of Mace Securities International, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make this statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for the periods presented in this disclosure statement.

Date: August 10, 2017

/s/ John J. McCann

President and Chief Executive Officer

I, Carl R. Smith, Senior Vice President Corporate Finance, certify that:

1. I have reviewed this quarterly report of Mace Securities International, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make this statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for the periods presented in this disclosure statement.

Date: August 10, 2017

/s/ Carl R. Smith

Senior Vice President Corporate Finance