UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended August 31, 2016

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: 0-12305

REPRO MED SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

New York	13-3044880
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
24 Carpenter Road, Chester, New York	10918
(Address of Principal Executive Offices)	(Zip Code)

(845) 469-2042
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. [X] Yes [ ] No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [X] No [ ]

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

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ] (Do not check if a smaller reporting company)	Smaller reporting company [X]

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

As of October 7, 2016, 37,746,300 shares of common stock, $.01 par value per share, were outstanding, which excludes 2,787,623 shares of Treasury Stock.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

REPRO MED SYSTEMS, INC.
BALANCE SHEETS

	August 31, 2016 (Unaudited)	February 29, 2016
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 3,966,106	$ 4,201,949
Certificates of deposit	261,118	261,118
Accounts receivable less allowance for doubtful accounts and returns of $23,384 at August 31, 2016 and $37,486 at February 29, 2016	1,345,268	1,350,180
Inventory	1,073,847	1,040,277
Prepaid expenses	365,723	265,123
TOTAL CURRENT ASSETS	7,012,062	7,118,647
Property and equipment, net	968,458	996,822
Patents, net of accumulated amortization of $157,432 and $147,380 at August 31, 2016 and February 29, 2016, respectively	331,241	247,691
Other assets	31,490	31,140
TOTAL ASSETS	$ 8,343,251	$ 8,394,300
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Deferred capital gain - current portion	$ 22,481	$ 22,481
Accounts payable	710,033	307,764
Accrued expenses	571,924	499,406
Accrued payroll and related taxes	109,220	148,766
Accrued tax liability	—	129,497
TOTAL CURRENT LIABILITIES	1,413,658	1,107,914
Deferred capital gain - less current portion	33,736	44,976
Deferred tax liability	92,822	123,111
TOTAL LIABILITIES	1,540,216	1,276,001
STOCKHOLDERS' EQUITY		
Common stock, $0.01 par value, 50,000,000 shares authorized, 40,487,532 shares issued; 37,699,909 shares outstanding at August 31, 2016 and 37,966,501 shares outstanding at February 29, 2016	404,875	404,875
Additional paid-in capital	4,075,584	3,968,342
Retained earnings	2,704,011	3,019,940
	7,184,470	7,393,157
Less: Treasury stock at cost, 2,787,623 shares at August 31, 2016 and 2,521,031 at February 29, 2016	(367,435)	(246,858)
Less: Deferred compensation cost	(14,000)	(28,000)
TOTAL STOCKHOLDERS' EQUITY	6,803,035	7,118,299
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 8,343,251	$ 8,394,300

The accompanying notes are an integral part of these financial statements

REPRO MED SYSTEMS, INC.
STATEMENTS OF OPERATIONS (UNAUDITED)

	For the Three Months Ended August 31		For the Six Months Ended August 31	
	2016	**2015**	**2016**	**2015**
NET SALES	$ 3,147,930	$ 3,166,177	$ 6,138,096	$ 5,796,722
Cost of goods sold	1,193,338	1,159,448	2,246,692	2,272,133
Gross Profit	1,954,592	2,006,729	3,891,404	3,524,589
OPERATING EXPENSES				
Selling, general and administrative	1,932,164	1,391,143	4,111,754	2,869,483
Research and development	67,686	38,711	124,355	92,376
Depreciation and amortization	73,699	70,094	143,855	134,813
Total Operating Expenses	2,073,549	1,499,948	4,379,964	3,096,672
Net (Loss)/Operating Profit	(118,957)	506,781	(488,560)	427,917
Non-Operating (Expense)/Income				
Gain (Loss) currency exchange	(5,888)	9,313	9,744	(5,757)
Loss on disposal of fixed assets	—	(8,718)	—	(13,324)
Interest and other income	385	1,026	1,139	2,129
TOTAL OTHER (EXPENSES) INCOME	(5,503)	1,621	10,883	(16,952)
(LOSS)/INCOME BEFORE TAXES	(124,460)	508,402	(477,677)	410,965
Income Tax Benefit/(Expense)	41,848	(173,188)	161,749	(140,391)
NET (LOSS)/INCOME	$ (82,612)	$ 335,214	$ (315,928)	$ 270,574
NET (LOSS)/INCOME PER SHARE				
Basic	$ (0.00)	$ 0.01	$ (0.01)	$ 0.01
Diluted	$ (0.00)	$ 0.01	$ (0.01)	$ 0.01
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING				
Basic	37,857,312	38,006,667	37,911,646	38,006,667
Diluted	37,857,312	38,006,667	37,911,646	38,006,667

The accompanying notes are an integral part of these financial statements

REPRO MED SYSTEMS, INC.
STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the Six Months Ended August 31,	
	2016	**2015**
CASH FLOWS FROM OPERATING ACTIVITIES		
Net (Loss)/Income	$ (315,928)	$ 270,574
Adjustments to reconcile net loss to net cash provided by operating activities:		
Amortization of deferred compensation cost	14,000	14,000
Stock based compensation expense	107,242	—
Depreciation and amortization	143,855	134,813
Deferred capital gain - building lease	(11,240)	(11,240)
Deferred taxes	(30,289)	(4,760)
Loss on disposal of fixed assets	—	13,324
Provision for returns and doubtful accounts	(14,102)	152
Changes in operating assets and liabilities:		
Decrease in accounts receivable	19,013	214,083
Increase in inventory	(33,571)	(69,073)
Increase in prepaid expense	(100,600)	(18,039)
Increase in other assets	(350)	—
Increase in accounts payable	402,269	66,579
Decrease in accrued payroll and related taxes	(39,546)	(16,956)
Increase in accrued expense	72,518	66,468
(Decrease) Increase in accrued tax liability	(129,497)	44,307
NET CASH PROVIDED BY OPERATING ACTIVITIES	83,774	704,232
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for property and equipment	(105,440)	(100,110)
Proceeds on disposal of fixed assets	—	13,550
Payments for patents	(93,600)	(17,887)
NET CASH USED IN INVESTING ACTIVITIES	(199,040)	(104,447)
CASH FLOWS FROM FINANCING ACTIVITIES		
Purchase of treasury stock	(120,577)	—
NET CASH USED IN FINANCING ACTIVITIES	(120,577)	—
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	(235,843)	599,785
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	4,201,949	2,557,235
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 3,966,106	$ 3,157,020
Supplemental Information		
Cash paid during the periods for:		
Interest	$ —	$ —
Taxes	$ —	$ —
NON-CASH FINANCING AND INVESTING ACTIVITIES		
Issuance of common stock as compensation	$ —	$ —

The accompanying notes are an integral part of these financial statements

REPRO MED SYSTEMS, INC.
NOTES TO THE UNAUDITED FINANCIAL STATEMENTS

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

NATURE OF OPERATIONS

REPRO MED SYSTEMS, INC. (the "Company", "RMS") designs, manufactures and markets proprietary medical devices primarily for the ambulatory infusion market and emergency medical applications in compliance with the United States Food and Drug Administration (the "FDA") quality and regulatory system and international standards for quality management system. The Company operates as one segment.

BASIS OF PRESENTATION

The accompanying unaudited financial statements as of August 31, 2016, have been prepared in accordance with generally accepted accounting principles and with instructions to SEC regulation S-X for interim financial statements.

In the opinion of the Company's management, the financial statements contain all adjustments consisting of normal recurring accruals necessary to present fairly the Company's financial position as of August 31, 2016, and the results of operations and cash flow for the three month and six month periods ended August 31, 2016, and 2015.

The results of operations for the three and six months ended August 31, 2016, and 2015 are not necessarily indicative of the results to be expected for the full year. These interim financial statements should be read in conjunction with the financial statements and notes thereto of the Company and management's discussion and analysis of financial condition and results of operations included in the Company's Annual Report for the year ended February 29, 2016, as filed with the Securities and Exchange Commission on Form 10-K.

USE OF ESTIMATES IN THE FINANCIAL STATEMENTS

The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("U.S. GAAP") requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. Important estimates include but are not limited to, asset lives, valuation allowances, inventory, and accruals.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09— Revenue from Contracts with Customers. The ASU clarifies the principles for recognizing revenue and develops a common revenue standard for U.S. GAAP and International Financial Reporting Standards ("IFRS") that removes inconsistencies and weaknesses in revenue requirements, provides a more robust framework for addressing revenue issues, improves comparability of revenue recognition practices across entities, industries, jurisdictions and capital markets, provides more useful information to users of the financial statements through improved disclosure requirements and simplifies the preparation of financial statements by reducing the number of requirements to which an entity must refer. The amendments in this update are effective for the annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Full or modified retrospective adoption is required and early application is not permitted. On July 9, 2015, the FASB issued ASU No. 2015-14 Revenue from Contracts with Customers (Topic 606); Deferral of the Effective Date, which (a) delays the effective date of ASU 2014-09, Revenue from Contracts with Customers (Topic 606), by one year to annual periods beginning after December 15, 2017 and (b) allows early adoption of the ASU by all entities as of the original effective date for public entities. In March 2016, the FASB issued ASU No. 2016-08 Revenue from Contracts with Customers (Topic 606); Principal versus Agent Considerations (Reporting Revenue Gross versus Net), which is intended to improve the operability and understandability of the implementation guidance on principal versus agent considerations and the effective date is the same as the requirements in ASU 2014-09. In April 2016, the FASB issued ASU No. 2016-10 Revenue from Contracts with Customers (Topic 606); Identifying Performance Obligations and Licensing, which is intended to clarify identifying performance obligations and the licensing implementation guidance, while retaining the related principles for those areas and the effective date is the same as the requirements in ASU 2014-09. The Company is assessing the impact of the adoption of the ASU on its financial statements, disclosure requirements and methods of adoption.

In June 2016, FASB issued ASU No. 2016-13—Financial Instruments – Credit Losses (Topic 326); Measurement of Credit Losses on Financial Instruments, amends guidance on reporting credit losses for assets held at amortized cost basis and available for sale debt securities. For assets held at amortized cost basis, Topic 326 eliminates the probable initial recognition threshold in current GAAP and, instead, requires an entity to reflect its current estimate of all expected credit losses. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial assets to present the net amount expected to be collected. For available for sale debt securities, credit losses should be measured in a manner similar to current GAAP, however Topic 326 will require that credit losses be presented as an allowance rather than as a write-down. This ASU affects entities holding financial assets and net investment in leases that are not accounted for at fair value through net income. The amendments affect loans, debt securities, trade receivables, net investments in leases, off balance sheet credit exposures, reinsurance receivables, and any other financial assets not excluded from the scope that have the contractual right to receive cash. The amendments in this update are effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company is assessing the impact of the adoption of the ASU on its financial statements, disclosure requirements and methods of adoption.

In May 2016, FASB issued ASU No. 2016-12—Revenue from Contracts with Customers (Topic 606); Narrow-Scope Improvements and Practical Expedients, which is intended to not change the core principle of the guidance in Topic 606, but rather affect only the narrow aspects of Topic 606 by reducing the potential for diversity in practice at initial application and by reducing the cost and complexity of applying Topic 606 both at transition and on an ongoing basis. The effective date and transition requirements for the amendments in this update are the same as the effective date and transition requirements for Topic 606 (and any other Topic amended by update 2014-09). The Company is assessing the impact of the adoption of the ASU on its financial statements, disclosure requirements and methods of adoption.

In May 2016, the FASB issued ASU No. 2016-11 Revenue Recognition (Topic 605) and Derivatives and Hedging (Topic 815); Rescission of SEC Guidance Because of Accounting Standards Updates 2014-09 and 2014-16 Pursuant to Staff Announcements at the March 3, 2016 Emerging Issues Task Force ("EITF") Meeting, which is rescinding certain SEC Staff Observer comments that are codified in Topic 605, Revenue Recognition, and Topic 932, Extractive Activities—Oil and Gas, effective upon adoption of Topic 606. The Company does not expect the adoption of the ASU to have any impact on its financial statements.

In March 2016, the FASB issued ASU No. 2016-09 — Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. The ASU was issued as part of the FASB's simplification initiative and under the ASU, the areas of simplification in the update involve several aspects of the accounting for share-based payment transactions, including the income tax consequences, classifications of awards as either equity or liabilities, and classification on the statement of cash flows. Some of the areas for simplification apply only to nonpublic entities. The amendment eliminates the guidance in Topic 718 that was indefinitely deferred shortly after the issuance of FASB Statement No. 123 (revised 2004), Share-Based Payment. This should not result in a change in practice because the guidance that is being superseded was never effective. The amendment in this ASU is effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Early adoption is permitted for any entity in any interim or annual period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. An entity that elects early adoption must adopt all of the amendments in the same period. The Company is assessing the impact of the adoption of the ASU on its financial statements, disclosure requirements and methods of adoption.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). The main difference between the current requirement under GAAP and this ASU is the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases. This ASU requires that a lessee recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term (other than leases that meet the definition of a short-term lease). The liability will be equal to the present value of lease payments. The asset will be based on the liability, subject to adjustment, such as for initial direct costs. For income statement purposes, the FASB retained a dual model, requiring leases to be classified as either operating or finance. Operating leases will result in straight-line expense (similar to current operating leases) while finance leases will result in a front-loaded expense pattern (similar to current capital leases). Classification will be based on criteria that are largely similar to those applied in current lease accounting. For lessors, the guidance modifies the classification criteria and the accounting for sales-type and direct financing leases. This is effective for annual and interim periods beginning after December 15, 2018 and early adoption is permitted. This ASU must be adopted using a modified retrospective transition, and provides for certain practical expedients. Transition will require application of the new guidance at the beginning of the earliest comparative period presented. We are currently assessing the potential impact of this ASU and expect it will not have a material impact on our consolidated financial condition and results of operations upon adoption.

In July 2015, the FASB issued ASU No. 2015-11—Simplifying the Measurement of Inventory. The ASU was issued as part of the FASB's simplification initiative and under the ASU, inventory is measured at the lower of cost and net realizable value, which would eliminate the other two options that currently exist for the market: (1) replacement cost and (2) net realizable value less an approximately normal profit margin. This ASU is effective for interim and annual periods beginning after December 15, 2016. Early application is permitted and should be applied prospectively. The Company does not expect the adoption of the ASU to have any impact on its financial statements.

STOCK-BASED COMPENSATION

The Company maintains a long-term incentive stock benefit plan under which it grants stock options and restricted stock to certain directors and key employees. The fair value of each option grant is estimated on the date of the grant using the Black-Scholes option-pricing model. All options are charged against income at their fair value. The entire compensation expense of the award is recognized over the vesting period. Shares of stock granted are recorded at the fair value of the shares at the grant date, over the vesting period.

RECLASSIFICATION

Certain reclassifications have been made to conform prior period data to the current presentation. These reclassifications had no effect on reported net income.

NOTE 2 RELATED PARTY TRANSACTIONS

On December 20, 2013, we executed an agreement effective March 1, 2014, with a Company director, Dr. Mark Baker, to provide clinical research and support services related to new and enhanced applications for the FREEDOM60® Syringe Infusion System. Authorized by the Board of Directors, the agreement provides for payment of 420,000 shares of common stock valued at $0.20 per share over a three-year period. Amortization amounted to $7,000 and $14,000 for the three and six months ended August 31, 2016 and August 31, 2015, respectively.

On October 21, 2015, Cyril Narishkin was appointed to the Board of Directors and Interim Chief Operating Officer of the Company. Also effective October 21, 2015, we entered into a consulting agreement with Mr. Narishkin, to support our expanded management team and accelerate our growth opportunities under his role of Interim Chief Operating Officer. The agreement provided for payment of $16,000 per month for eight days per month, of which half was to be paid in cash and half was to be paid in shares of common stock. Effective January 1, 2016, the agreement provided for the same payment of $16,000 per month, of which seventy-five percent was to be paid in cash and twenty-five percent was to be paid in shares of common stock.

On June 24, 2016, Cyril Narishkin executed a termination and general release agreement, which terminated his previous consulting agreement, and resigned as an officer and director for personal reasons. Mr. Narishkin will be compensated for services as a consultant through January 31, 2017 at a monthly rate of $16,000 per month for up to eight days of service a month upon request of the Company. Mr. Narishkin was granted compensation of $48,000 and $150,000 for the three and six months ended August 31, 2016, respectively. In accordance with the agreement, the Company repurchased 96,542 shares of common stock of the Company owned by Mr. Narishkin at an aggregate purchase price of $43,393.

LEASED AIRCRAFT

The Company leases an aircraft from a company controlled by Andrew Sealfon, the Company's President and Chief Executive Officer. The lease payments were $5,375 and $10,750 for the three and six months ended August 31, 2016 and August 31, 2015, respectively. The original lease agreement has expired and the Company is currently on a month-to-month basis for rental payments.

BUILDING LEASE

Mr. Mark Pastreich, a director, is a principal in the entity that owns the building leased by Company. The Company is in year seventeen of a twenty-year lease. There have been no changes to lease terms since his directorship and none are expected through the life of the current lease. The lease payments were $33,126 and $66,252 for the three and six months ended August 31, 2016 and August 31, 2015, respectively.

NOTE 3 PROPERTY AND EQUIPMENT

Property and equipment consists of the following at:

	August 31, 2016	February 29, 2016
Land	$ 54,030	$ 54,030
Building	171,094	171,094
Furniture, office equipment, and leasehold improvements	989,500	923,394
Manufacturing equipment and tooling	954,910	961,486
	2,169,534	2,110,004
Less: accumulated depreciation	1,201,076	1,113,182
Property and equipment, net	$ 968,458	$ 996,822

NOTE 4 LEGAL PROCEEDINGS

On September 20, 2013, the Company commenced in the United States District Court for the Eastern District of California a declaratory judgment action against competitor, EMED Technologies Corp. ("EMED") to establish the invalidity of one of EMED's patents and non-infringement of the Company's needle sets. EMED answered the complaint and asserted patent infringement and unfair business practice counterclaims. The Company responded by asserting its own unfair business practice claims against EMED. Both parties have requested injunctive relief and monetary damages. On June 16, 2015, the Court issued what it termed a "narrow" preliminary injunction against the Company from making certain statements regarding some of EMED's products. On June 23, 2016, EMED filed a motion claiming that certain language in the Company's device labeling does not comply with the injunction and seeking to prevent the Company from distributing the FREEDOM60 until the Company complies with the injunction. On September 9, 2016, the Court issued an order to show cause concerning the Company's compliance with the injunction, to which the Company responded on September 23, 2016. The Company advised the Court that the language in the Company's labeling that EMED has challenged is language that the FDA directed the Company to use in its labeling. The Court's decision is pending. On March 24, 2016, EMED filed a motion seeking a second preliminary injunction prohibiting RMS from selling three of its products in California. The Company opposed that motion on April 19, 2016. A decision on the motion is still pending. Discovery is ongoing.

On June 25, 2015, EMED filed a claim of patent infringement for the second of its patents, also directed to the Company's needle sets, in the United States District Court for the Eastern District of Texas. This second patent is related to the one concerning the Company's declaratory judgment action. Given the close relationship between the two patents, the Company requested that the Texas suit be transferred to California. Also, based on a validity review of the patent in the U.S. Patent and Trademark Office ("USPTO"), discussed below, the Company requested the Texas suit be stayed. On May 12, 2016, the Court entered an order staying the case until after the Patent Trial and Appeal Board at the USPTO issues a final written decision regarding the validity of the patent.

On September 11, 2015, the Company requested an ex parte reexamination of the patent in the first filed case, and on September 17, 2015 the Company requested an inter partes review ("IPR") of the patent in the second filed case. On November 20, 2015, the USPTO instituted the ex parte reexamination request having found a substantial new question of patentability concerning EMED's patent in the first filed case. A decision to institute the IPR for EMED's patent in the second filed case was ordered by the USPTO on February 19, 2016 having determined a reasonable likelihood all claims of the patent may be found to be unpatentable. Both the ex parte reexamination and the inter partes review are ongoing.

Although the Company believes it has meritorious claims and defenses in these actions and proceedings, their outcomes cannot be predicted with any certainty. If any of these actions against the Company are successful, they could have a material adverse effect on the Company's business, results of operations, financial condition and cash flows.

NOTE 5 STOCKHOLDERS' EQUITY

On September 30, 2015, RMS's Board of Directors authorized a stock repurchase program pursuant to which the Company will make open market purchases of up to 1,000,000 shares of the Company's outstanding common stock. The purchases will be made through a broker to be designated by the Company with price, timing and volume restrictions based on average daily trading volume, consistent with the safe harbor rules of the Securities and Exchange Commission (the "Commission") for such repurchases.

On June 29, 2016, the Board of Directors approved the amendment to the stock repurchase program increasing the authorized 1,000,000 shares to be repurchased to 2,000,000 shares.

As of August 31, 2016, the Company had repurchased 350,456 shares at an average price of $0.45 under the program.

NOTE 6 STOCK-BASED COMPENSATION

On September 30, 2015, the Board of Directors approved the 2015 Stock Option Plan ("the Plan") authorizing the Company to grant stock option awards to certain officers, employees and consultants under the plan, subject to shareholder approval at the Annual Meeting of Shareholders held on September 6, 2016. The total number of shares of common stock of the Company, par value $0.01 per share ("Common Stock"), with respect to which awards may be granted pursuant to the Plan was not exceed 2,000,000 shares.

On June 29, 2016, the Board of Directors approved the amendment to the Plan authorizing the total number of shares of common stock authorized to be subject to awards granted under the Plan to be increased to 4,000,000 shares. On September 6, 2016, at the Annual Shareholder Meeting, the Company's shareholders approved the Plan as amended.

As of August 31, 2016, the Company had awarded 965,000 options to certain executives and key employees under the plan.

On October 21, 2015, the Board of Directors of the Company approved non-employee director compensation of $25,000 each annually, to be paid quarterly half in cash and half in common stock, beginning September 1, 2015. The per share weighted average fair value of stock options granted during the six months ended August 31, 2016 and August 31, 2015 was $0.19 and zero, respectively. The fair value of each award is estimated on the grant date using the Black-Scholes option pricing model with the following weighted average assumptions used for grants in the six months ended August 31, 2016. Historical information was the primary basis for the selection of the expected volatility, expected dividend yield and the expected lives of the options. The risk-free interest rate was selected based upon yields of the U.S. Treasury issues with a term equal to the expected life of the option being valued:

	August 31,	
	2016	2015
Dividend yield	0.00%	—
Expected Volatility	59.00%	—
Weighted-average volatility	—	—
Expected dividends	—	—
Expected term (in years)	5 Years	—
Risk-free rate	2.17%	—

The following table summarizes the status of the Company's stock option plan:

	Six Months Ended August 31,			
	2016		2015	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Outstanding at March 1	1,060,000	$ 0.36 - 0.38	—	$ —
Granted	—	$ —	—	$ —
Exercised	—	$ —	—	$ —
Forfeited	95,000	$ 0.36 - 0.38	—	$ —
Outstanding at August 31, 2016,	965,000	$ 0.36 - 0.38	—	$ —
Options exercisable at August 31,	—	$ —	—	$ —
Weighted average fair value of options granted during the period	—	$ —	—	$ —
Stock-based compensation expense	—	$ 75,084	—	$ —

Total stock-based compensation expense for stock option awards totaled $75,084 and zero for the six months ended August 31, 2016 and August 31, 2015, respectively.

The weighted-average grant-date fair value of options granted during the six months ended August 31, 2016 and August 31, 2015 was zero for both periods. The total intrinsic value of options exercised during the six months ended August 31, 2016 and August 31, 2015, was zero for both periods.

The following table presents information pertaining to options outstanding at August 31, 2016:

Range of Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
$0.36 - $0.38	965,000	5 years	$ 0.37	—	$ —

As of August 31, 2016, there was $0.1 million of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the Plan. That cost is expected to be recognized over a weighted-average period of 17 months. The total fair value of shares vested during the six months ended August 31, 2016 and August 31, 2015, was zero for both periods.

PART I – ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

This Quarterly Report on Form 10-Q contains certain "forward-looking" statements (as such term is defined in the Private Securities Litigation Reform Act of 1995) and information relating to us that are based on the beliefs of the management, as well as assumptions made and information currently available.

Our actual results may vary materially from the forward-looking statements made in this report due to important factors such as uncertainties associated with future operating results, unpredictability related to Food and Drug Administration regulations, introduction of competitive products, limited liquidity, reimbursement related risks, government regulation of the home health care industry, success of the research and development effort, expanding the market of FREEDOM60®, availability of sufficient capital to continue operations, dependence on key personnel and the outcome of litigation. When used in this report, the words "estimate," "project," "believe," "may," "will," "anticipate," "intend," "expect" and similar expressions are intended to identify forward-looking statements. Such statements reflect current views with respect to future events based on currently available information and are subject to risks and uncertainties that could cause actual results to differ materially from those contemplated in such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. These statements involve risks and uncertainties with respect to the ability to raise capital if or when needed to develop and market new products, acceptance in the marketplace of new and existing products, ability to penetrate new markets, our success in enforcing and obtaining patents, obtaining required Government approvals, attracting and maintaining key personnel and succeeding in defending litigation claims that could cause the actual results to differ materially. Our actual results, performance and achievements could differ materially from those expressed or implied in these forward-looking statements. The Company does not undertake any obligation to release publicly any revision to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Throughout this report, "RMS," the "Company," "we," "us" and "our" refer to Repro Med Systems, Inc.

RESULTS OF OPERATIONS

Three Months Ended August 31, 2016 compared to August 31, 2015

Net Sales

The following table summarizes our net sales for the three months ended August 31, 2016 and 2015:

	Three Months Ended August 31,		Change from Prior Year		% of Sales	
	2016	2015	$	%	2016	2015
Sales						
Domestic	$ 2,469,180	$ 2,656,449	$ (187,269)	(7.1)%	78.4%	83.9%
International	678,750	509,728	169,022	33.2%	21.6%	16.1%
Total	$ 3,147,930	$ 3,166,177	$ (18,247)	(0.6)%		

Total net sales were down $18,247 or 0.6% for the quarter ended August 31, 2016 compared to the quarter ended August 31, 2015. Domestic sales were down $0.2 million or 7.1% quarter over quarter mostly due to a large clinical trial last year. The international market increased $0.2 million or 33.2% mostly due to increased demand by existing customers and new customers, and an increase in Res-Q-Vac sales. We continue to concentrate the majority of our efforts in our infusion product lines, specifically towards new applications in both domestic and international markets. We anticipate sales to continue to increase as new markets, including new patient therapies and new countries, continue to develop and as we work on new enhancements to the FREEDOM60 that we believe will expand markets even further. For example, our efforts to reenter into the antibiotic market resulted in a large home care hospital system selecting the FREEDOM60 for all patients receiving this therapy.

Gross Profit

Our gross profit for the three months ended August 31, 2016 and 2015 is as follows:

	Three Months Ended August 31,		Change from Prior Year	
	2016	2015	$	%
Gross Profit	$ 1,954,592	$ 2,006,729	$ (52,137)	(2.6)%
Stated as a Percentage of Net Sales	62.1%	63.4%		

Gross profit decreased $0.1 million or 2.6% in the three months ended August 31, 2016, as compared to the same period in 2015. This decrease in the quarter was mostly driven by the slightly lower sales and increases in sales rebates related to a specific customer contract renewal in the quarter compared to the same period last year.

Selling, general and administrative and Research and development

Our selling, general and administrative expenses and research and development costs for the three months ended August 31, 2016 and 2015 are as follows:

	Three Months Ended August 31,		Change from Prior Year	
	2016	2015	$	%
Selling, general and administrative	$ 1,932,164	$ 1,391,143	$ 541,021	38.9%
Research and development	67,686	38,711	28,975	74.8%
	$ 1,999,850	$ 1,429,854	$ 569,996	39.9%
Stated as a Percentage of Net Sales	63.5%	45.2%		

Selling, general and administrative expenses increased $0.5 million during the three months ended August 31, 2016 compared to the same period last year. The majority of this increase came from professional fees and consulting fees for operations management and regulatory initiatives and payroll and related expenses in our sales department as a result of the reorganization efforts last year and an increase in headcount internationally. These increases were partially offset by lower recruiting fees paid related to our reorganization last year in the three months ended August 31, 2015.

Research and development expenses increased by 74.8%, primarily due to additional engineering resources and consulting services. We continue to actively pursue new product development and enhance existing product lines based on demand from the marketplace which includes feedback from sales and marketing at RMS and our distributors, the RMS clinical advisory panel, and our strategic business partners. We believe that such efforts have been useful in helping us to maintain our competitive position, increase revenue from our existing customer base and expand our market reach. Although our research and development efforts have allowed us to develop the Freedom60, our HIgH-Flo needle sets, and the FreedomEdge® in 2015, there can be no assurance that our research and development will result in additional commercially successful products.

Depreciation and amortization

Depreciation and amortization expense increased by 5.1% up to $73,699 in the three months ended August 31, 2016 compared with $70,094 in the three months ended August 31, 2015 as a result of continued investment in capital assets mostly related to production and for new patent applications and maintenance of existing patents.

Net (Loss)/Income

	Three Months Ended August 31,		Change from Prior Year	
	2016	2015	$	%
Net (Loss)/Income	$ (82,612)	$ 335,214	$ (417,826)	(124.6)%
Stated as a Percentage of Net Sales	(2.6)%	10.6%		

Our net loss for the three months ended August 31, 2016 was $0.1 million compared to net income of $0.3 million for the three months ended August 31, 2015, a $0.4 million decrease, which was mostly a result of the increase in selling, general and administrative expenses of $0.5 million as described above.

Six Months Ended August 31, 2016 compared to August 31, 2015

Net Sales

The following table summarizes our net sales for the six months ended August 31, 2016 and 2015:

	Six Months Ended Aug 31,		Change from Prior Year		% of Sales	
	2016	2015	$	%	2016	2015
Sales						
Domestic	$ 4,933,025	$ 4,665,523	$ 267,502	5.7%	80.4%	80.5%
International	1,205,071	1,131,199	73,872	6.5%	19.6%	19.5%
Total	$ 6,138,096	$ 5,796,722	$ 341,374	5.9%		

Net sales increased in the six months ended August 31, 2016 by $0.3 million or 5.9% compared to the six months ended August 31, 2015. This increase was mostly driven by sales of our infusion products which resulted from both organic growth and new customers.

Gross Profit

Our gross profit for the six months ended August 31, 2016 and 2015 is as follows:

	Six Months Ended Aug 31,		Change from Prior Year	
	2016	2015	$	%
Gross Profit	$ 3,891,404	$ 3,524,589	$ 366,815	10.4%
Stated as a Percentage of Net Sales	63.4%	60.8%		

Gross profit increased $0.4 million or 10.4% in the six months ended August 31, 2016 compared to the same period in 2015. This was mostly due to the increase in sales. As a percentage of sales we showed an improvement of 2.6% due to our lean manufacturing initiatives to streamline operations which have resulted in increased capacity and decreased direct assembly labor costs, as well as the moratorium on the medical device tax.

Selling, general and administrative and Research and development

Our selling, general and administrative expenses and research and development costs for the six months ended August 31, 2016 and 2015 are as follows:

	Six Months Ended Aug 31,		Change from Prior Year	
	2016	2015	$	%
Selling, general and administrative	$ 4,111,754	$ 2,869,483	$ 1,242,271	43.3%
Research and development	124,355	92,376	31,979	34.6%
	$ 4,236,109	$ 2,961,859	$ 1,274,250	43.0%
Stated as a Percentage of Net Sales	69.0%	51.1%		

Selling, general and administrative expenses increased $1.2 million during the six months ended August 31, 2016 as compared to the same period last year. The majority of this increase came from professional fees, consulting fees for operations management and regulatory initiatives, payroll and related expenses in sales and marketing as a result of our reorganization last year, an increase in headcount internationally, as well as initiatives for our website redesign.

Research and development expenses increased by $31,979 in the six months ended August 31, 2016 compared to the same period last year mostly due to the addition of staff and outside consulting services. We continue to actively pursue new product development and enhance existing product lines based on demand from the marketplace which includes feedback from sales and marketing at RMS and our distributors, the RMS clinical advisory panel, and our strategic business partners. We believe that such efforts have been useful in helping us to maintain our competitive position, increase revenue from our existing customer base and expand our market reach. Although our research and development efforts have allowed us to develop the Freedom60, our HIgH-Flo needle sets, and the FreedomEdge in 2015, there can be no assurance that our research and development will result in additional commercially successful products.

Depreciation and amortization

Depreciation and amortization expense increased by 6.7%, up to $143,855 in the six months ended August 31, 2016 compared with $134,813 in the six months ended August 31, 2015 as a result of continued investment in capital assets mostly related to production and for new patent applications and maintenance of existing patents.

Net Income

	Six Months Ended Aug 31,		Change from Prior Year	
	2016	2015	$	%
Net Income/(Loss)	$ (315,928)	$ 270,574	$ (586,502)	(216.8)%
Stated as a Percentage of Net Sales	(5.2)%	4.7%		

Our net loss for the six months ended August 31, 2016 was $0.3 million compared with net income of $0.3 million for the six months ended August 31, 2015. This decrease of $0.6 million is mostly the result of the increase in selling, general and administrative expenses of $1.2 million described above, partially offset by increased sales.

LIQUIDITY AND CAPITAL RESOURCES

Our principal source of liquidity is our cash of $4.2 million as of August 31, 2016, and cash flows from operations. Our principal source of operating cash inflows is from sales of our products to customers. Our principal cash outflows relate to the purchase and production of inventory and related costs, selling, general and administrative expenses, research and development costs, capital expenditures and patent costs.

We believe that as of August 31, 2016, cash on hand and cash expected to be generated from future operating activities will be sufficient to fund our operations, including further research and development and capital expenditures for the next 12 months. We believe the FREEDOM60 continues to find a solid following in the subcutaneous immune globulin market and this market is expected to continue to increase both domestically and internationally.

On September 30, 2015, RMS's Board of Directors authorized a stock repurchase program pursuant to which the Company will make open market purchases of up to 1,000,000 shares of the Company's Outstanding Common Stock. The purchases will be made through a broker to be designated by the Company with price, timing and volume restrictions based on average daily trading volume, consistent with the safe harbor rules of the Securities and Exchange Commission for such repurchases. As of August 31, 2016, the Company had repurchased 350,456 shares at an average price of $0.45 under the program.

On June 29, 2016, the Board of Directors approved the amendment to the stock repurchase program increasing the authorized 1,000,000 shares to be repurchased to 2,000,000 shares.

Cash Flows

The following table summarizes our cash flows:

	Six Months Ended August 31, 2016	Six Months Ended August 31, 2015
Net cash provided by operating activities	$ 83,774	$ 704,232
Net cash used in investing activities	$ (199,040)	$ (104,447)
Net cash used in financing activities	$ (120,577)	$ —

Operating Activities

Net cash provided by operating activities of $0.1 million for the six months ended August 31, 2016, was primarily attributable to the non-cash charges of $0.1 million for depreciation and amortization of long lived tangible and intangible assets, $14,000 of deferred compensation costs and stock based compensation expense of $0.1 million. Also adding to the positive cash flow was an increase in accounts payable of $0.4 million mostly due to professional fees. Offsetting all of these items were the net loss of $0.3 million, an increases in prepaids and a decrease in the accrued tax liability due to the net loss year to date. Net cash provided by operating activities of $0.7 million for the six months ended August 31, 2015, was primarily attributable to our net income of $0.3 million, non-cash charges of $0.1 million for depreciation and amortization of long lived tangible and intangible assets, $14,000 of deferred compensation costs, a reduction of accounts receivable of $0.2 million and an increase in accounts payable and accrued expense of $0.1 million.

Investing Activities

Our net cash used in investing activities of $0.2 million and $0.1 million for the six months ended August 31, 2016 and August 31, 2015, respectively, were primarily attributable to our continued investment in capital assets mostly related to production and for new patent applications and maintenance of existing patents.

Financing Activities

Our net cash used in financing activities of $0.1 million for the six months ended August 31, 2016 was attributable to stock repurchases under the Company's repurchase program.

NON-GAAP FINANCIAL MEASURES

Management of the Company believes that investors' understanding of the Company's performance is enhanced by disclosing non-GAAP financial measures as a reasonable basis for comparison of the Company's ongoing results of operations. These non-GAAP measures should not be considered a substitute for GAAP-basis measures and results. Our non-GAAP measures may not be comparable to non-GAAP measures of other companies. The table below provides a disclosure of these non-GAAP financial measures to the most closely analogous measure determined in accordance with GAAP.

Non-GAAP financial measures should not be considered a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP. They are limited in value because they exclude charges that have a material effect on our reported results and, therefore, should not be relied upon as the sole financial measures to evaluate our financial results. The non-GAAP financial measures are meant to supplement, and to be viewed in conjunction with, GAAP financial results.

We disclose and discuss EBITDA as a non-GAAP financial measure in our public releases, including quarterly earnings releases, and other filings with the Securities and Exchange Commission. We define EBITDA as earnings (net income) before interest, income taxes, depreciation and amortization. We believe that EBITDA is used by investors and other users of our financial statements as a supplemental financial measure that, when viewed with our GAAP results and the accompanying reconciliation, we believe provides additional information that is useful to gain an understanding of the factors and trends affecting our business. We also believe the disclosure of EBITDA helps investors meaningfully evaluate and compare our cash flow generating capacity from quarter to quarter and year to year. EBITDA is used by management as a supplemental internal measure for planning and forecasting overall expectations and for evaluating actual results against such expectations. Because management uses EBITDA for such purposes, the Company uses EBITDA, adjusted for certain items, as a significant criterion for determining the amount of annual cash incentive compensation paid to our executive officers and employees. We have historically found that EBITDA is superior to other metrics for our company-wide cash incentive program, as it is more easily explained and understood by our typical employee.

We also include the use of non-GAAP normalized net income in our earnings releases. RMS management evaluates its business and makes certain operating decisions (e.g., budgeting, forecasting, employee compensation, asset management and resource allocation) using normalized net income. Management believes that because this measure provides it with useful supplemental information for evaluating and operating the business, investors would find it beneficial to have the opportunity to view the business in the same manner. Normalized net income is a measure that focuses on the Company's operations and facilitates comparison from period to period on a consistent basis. Management also believes it is appropriate in evaluating the Company's operations to exclude professional fees related to litigation and regulatory items because these costs are not expected to continue in the long term.

A reconciliation of our non-GAAP measures is below:

Reconciliation of GAAP Net (Loss)/Income to Non-GAAP Normalized EBITDA:	Three Months Ended August 31		Six Months Ended August 31	
	2016	2015	2016	2015
GAAP Net (Loss)/Income	$ (82,612)	$ 335,214	$ (315,928)	$ 270,574
Tax (Benefit)/Expense	(41,848)	173,188	(161,749)	140,391
Depreciation	73,699	70,094	143,855	134,813
Professional Fees (1)	302,031	223,949	920,175	223,949
Non-GAAP Normalized EBITDA	$ 251,270	$ 802,445	$ 586,353	$ 769,727

Reconciliation of GAAP Net (Loss)/Income to Non-GAAP Normalized Net Income:	2016	2015	2016	2015
GAAP Net (Loss)/Income	$ (82,612)	$ 335,214	$ (315,928)	$ 270,574
Professional Fees (1)	302,031	223,949	920,175	223,949
Tax Expense on Professional Fees	(102,222)	(75,811)	(312,198)	(75,480)
Non-GAAP Normalized Net Income	$ 117,197	$ 483,352	$ 292,049	$ 419,043

(1) Includes consulting and professional fees related to regulatory and litigation.

FDA

On February 29, 2016, the Company received a Warning Letter (WL NYK-2016-26) from the New York District Office of U.S. Food and Drug Administration ("FDA") ("the Letter") pursuant to observations arising from an FDA site inspection of the Company's manufacturing facility which occurred over a three week period in June 2015.

The Letter identified a variety of concerns and requested submission of a response to the FDA to which the Company filed its initial response to on March 18, 2016. The Company has subsequently had further telephonic and written communications with the FDA. The FDA has not completed its review of our responses and subsequent submissions. There is no deadline for a reply by the FDA, and the Company's manufacturing and distribution continue without interruption.

The Company is awaiting an unannounced site re-inspection before the FDA's indication that our response sufficiently addresses the issues identified in the Letter.

OUR PRODUCTS

RMS is a cutting edge medical device manufacturer, collaborating closely within the industry to develop products with a focus on improving the lives of its patients. RMS' unique infusion delivery system is improving the quality of life of more than 15,000 patients around the world. Many patients will need to be on their life saving therapy for the rest of their lives, with a number of patients having safely used RMS' home care FREEDOM infusion system for more than 10 years.

RMS' innovative pumps, flow controlled tubing and subcutaneous needle sets ensure these patients continue to experience their often weekly infusions as a non-event with no adverse reactions. The Company's system gives patients the ability to continue with their daily activities with its easy to use, wearable and portable system. RMS relies on proven scientific principles to innovate and develop mechanical infusion systems by embracing a culture of continuous improvement. At RMS, patients always come first, which is why health care professionals recommend the use of the FREEDOM system for most patients in the U.S. market.

There is a steady increase in patients being diagnosed with diseases that are remedied by the medicines that RMS' FREEDOM system delivers, and the Company is well-positioned to continue to gain market share and help impacted patients gain "freedom" in their lives. Moreover, RMS is poised to expand its product distribution internationally in the near future. Steady U.S. growth forecasts and significant international opportunities ensure that RMS will continue its revenue growth.

FREEDOM60 SYRINGE INFUSION SYSTEM

The FREEDOM60 Syringe Infusion System ("FREEDOM60"), comprised of the FREEDOM60 Syringe Infusion Pump and RMS Precision Flow Rate Tubing™, is designed for ambulatory medication infusions. For the home care patient, FREEDOM60 is an easy-to-use, lightweight mechanical pump using a 60ml syringe, completely portable and maintenance free, with no batteries to replace. FREEDOM60 offers increased safety, greater reliability and an overall higher quality infusion. For the infusion professional, FREEDOM60 delivers accurate infusion rates and class-leading flow performance. For the home infusion provider, FREEDOM60 is a cost-effective alternative to replace electronic and disposable pumps. Given FREEDOM60's lower acquisition and operating costs, it frees up significant working capital for growing the Company's infusion businesses.

The FREEDOM60 operates in "dynamic equilibrium," which means the pump operates at a safe, low pressure and maintains a balance between what a patient's subcutaneous tissues are able to manage and what the pump infuses. This balance is created by a safe, limited and controlled pressure, which adjusts the flow rate automatically to the patient's needs providing a reliable, faster and more comfortable administration with fewer side effects for those patients. Electronic devices will increase infusion pressure while attempting to continue an infusion at the programmed rate, while the FREEDOM60 design maintains a safe, constant pressure and thereby automatically reduces the flow rate as required, if problems of administration occur.

Ambulatory infusion pumps are most prevalent in the outpatient and home care market although RMS believes there is potential in the hospital setting as well. Applications for the FREEDOM60 have been expanded to a wide spectrum by the medical and nursing communities due to its unique constant flow design, fluid dynamics functionality and safety profile. The usage includes the infusion of specialized drugs such as Immunoglobulin G ("IgG"), pain control and chemotherapy. Applications are also being increased for intravenous antibiotics including the widely used yet challenging to administer Vancomycin, and beta lactams which require longer infusion times as a part of antimicrobial stewardship. In Europe, RMS has observed additional patient success with the use of the FREEDOM60 for pain control, specifically post-operative epidural pain administration.

The FREEDOM60 provides a high-quality delivery to the patient at costs comparable to gravity-driven infusions and is designed for the home health care industry, patient emergency transportation and for any time a low-cost infusion is required. RMS continues to meet milestones in building a product franchise with FREEDOM60 and the sale of RMS Precision Flow Rate Tubing. This positions the Company well to expand on the technology of dynamic equilibrium for other home infusion devices.

In March, 2015, at the National Home Infusion Association Show in Phoenix, Arizona, RMS introduced the FreedomEdge Syringe Infusion Pump ("FreedomEdge"). The FreedomEdge uses all of the trusted technology of the FREEDOM60 in a new, smaller package ideal for use with 20ml or 30ml syringe sizes. Similar to the FREEDOM60, the FreedomEdge utilizes the existing RMS Precision Flow Rate Tubing and provides a great alternative and benefits to the patients who do not need the larger dose capacity.

RMS HIGH-FLO™ SUBCUTANEOUS SAFETY NEEDLE SETS

RMS HIgH-Flo Subcutaneous Safety Needle Sets ("HIgH-Flo") are designed for self-administration of medicine under the skin. RMS' needles feature unique design elements specific to subcutaneous self-administration, including a 5-bevel back-cut needle designed for more comfort and less tissue damage. Its needle set design permits drug flows which are the same or faster than those achieved with larger gauge needles currently on the market. This proprietary fluid dynamics engineering, compatible with the FREEDOM60 and FreedomEdge, guarantees the sensitivity of the system's dynamic equilibrium.

Reflecting RMS' dedication to clinician safety, the sets' butterfly wing closures encase needles after use and help to protect against accidental needle stick injuries, an area of concern to the medical community. The sets are called safety needle sets to reflect this integral feature.

The Company expanded the range of HIgH-Flo sets available, including a 24 gauge set for very high flow rates, to meet the delivery demands of new drugs on the market. HIgH-Flo sets are also being used in clinical trials worldwide for a number of medications and therapies.

RES-Q-VAC® PORTABLE MEDICAL SUCTION

The RES-Q-VAC Portable Medical Suction System ("RES-Q-VAC") is a lightweight, portable, hand-operated suction device that removes fluids from a patient's airway by attaching the RES-Q-VAC pump to various proprietary sterile and non-sterile single-use catheters sized for adult and pediatric suctioning. The bottom-hinged, one-hand operation makes it extremely effective and the product is generally found in emergency vehicles, hospitals, disaster kits, mass casualty trailers and wherever portable aspiration is a necessity, including backup support for powered suction systems. Additional markets include nursing homes, hospice, sub-acute, dental and military applications. The Full Stop Protection® filter and disposable features of the RES-Q-VAC reduce the risk of exposing the health professional to human immunodeficiency virus ("HIV") or Tuberculosis ("TB") when suctioning a patient or during post treatment cleanup. All of the parts that connect to the pump are disposable.

A critical component and significant advantage of the RES-Q-VAC system is our Full Stop Protection® filter, a patented filtering system that both prevents leakage and overflow of the aspirated fluids, even at full capacity, and traps many air- and fluid-borne pathogens and potentially infectious materials within the sealable container. This protects users from potential exposure to disease and contamination. Full Stop Protection meets the requirement of the Occupational Safety and Health Administration ("OSHA") 'Occupational Exposure to Blood Borne Pathogens" Code of Federal Regulations 29 1910.1030. The Company has received a letter from OSHA confirming that the RES-Q-VAC with Full Stop Protection falls under the engineering controls of the blood borne pathogen regulation and that the product's use would fulfill the regulatory requirements.

The Centers for Disease Control ("CDC") and World Health Organization continue to emphasize the importance of minimizing aerosol production during suctioning, in order to reduce the spread of pandemic and epidemic diseases such as Ebola and Influenza. At the current time, we believe that the RES-Q-VAC with Full Stop Protection is the only portable, hand-operated device to comply with CDC directives from 2003.

Hospitals are required under the Emergency Medical Treatment and Labor Act ("EMTALA") regulations to provide emergency treatment to patients anywhere in the primary facility and up to 250 yards away. The RES-Q-VAC ensures full compliance with these regulations and helps minimize unfavorable outcomes and potential lawsuits. We provide special hospital kits, which are fully stocked to meet all hospital applications, both adult and pediatric.

RMS is actively pursuing a direct sales effort into the hospital market, working with direct sales and several regional distributors in the respiratory market. It is also working internationally with distributors who are well represented in the hospital and emergency markets.

ON-LINE CALCULATOR

In March 2016, the Company introduced its new On-Line Calculator, a tool to help determine which of the Company's Precision Flow Rate Tubing and RMS HIgH-Flo Subcutaneous Needle Sets to use based on the medication being administered and desired time of infusion. Customers responded well to the new calculator and expressed that the new format of the On-Line Calculator, which can be used on any computer, tablet or mobile device, was easy to use and very helpful.

COMPETITION

The FREEDOM60

Competition for the FREEDOM60 for IgG includes electrically powered infusion devices, which are more costly and can create high pressures during delivery, which can cause complications for the administration of IgG. However, there can be no assurance that other companies, including those with greater resources, will not enter the market with competitive products which will have an adverse effect on our sales.

There is the potential for new drugs to enter the market which might change the market conditions for devices such as the FREEDOM60 and RMS HIgH-Flo Subcutaneous Safety Needle Sets (e.g. Hyaluronidase, which can facilitate absorption of IgG, making multiple site infusions unnecessary). We believe dynamic equilibrium (the principle behind the FREEDOM60) is ideal for new drug combinations, and that they might increase the size of the subcutaneous market, but there can be no assurance that newer drugs will have the same needs and requirements as the current drugs being used.

We are currently involved in legal proceedings with a competitor who has been offering accessories that can be used with the FREEDOM60 (see Part II, Item 1. – Legal Proceedings).

The RES-Q-VAC

We believe that the RES-Q-VAC is currently the performance leader for manual, portable suction instruments. In the emergency market, the primary competition is the V-VAC™ from Laerdal Medical. The V-VAC™ is more difficult to use, cannot suction infants, and cannot be used while wearing heavy gloves such as in chemical warfare or in the extreme cold. Another competitor is the Ambu® Res-Cue Pump™, a lower-cost product similar to our design, made in China. We believe that the product is not as well made, as ergonomic, nor as versatile, and may not be purchased by the military segment of the market due to lines of supply concerns. We believe that Full Stop Protection substantially separates the RES-Q-VAC from competitive units, which tend to leak fluid when becoming full or could pass airborne pathogens during use. There is a heightened concern from health care professionals concerning exposure to disease and we believe the RES-Q-VAC provides improved protection for these users.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09—Revenue from Contracts with Customers. The ASU clarifies the principles for recognizing revenue and develops a common revenue standard for U.S. GAAP and International Financial Reporting Standards ("IFRS") that removes inconsistencies and weaknesses in revenue requirements, provides a more robust framework for addressing revenue issues, improves comparability of revenue recognition practices across entities, industries, jurisdictions and capital markets, provides more useful information to users of the financial statements through improved disclosure requirements and simplifies the preparation of financial statements by reducing the number of requirements to which an entity must refer. The amendments in this update are effective for the annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Full or modified retrospective adoption is required and early application is not permitted. On July 9, 2015, the FASB issued ASU No. 2015-14 Revenue from Contracts with Customers (Topic 606); Deferral of the Effective Date, which (a) delays the effective date of ASU 2014-09, Revenue from Contracts with Customers (Topic 606), by one year to annual periods beginning after December 15, 2017 and (b) allows early adoption of the ASU by all entities as of the original effective date for public entities. In March 2016, the FASB issued ASU No. 2016-08 Revenue from Contracts with Customers (Topic 606); Principal versus Agent Considerations (Reporting Revenue Gross versus Net), which is intended to improve the operability and understandability of the implementation guidance on principal versus agent considerations and the effective date is the same as the requirements in ASU 2014-09. In April 2016, the FASB issued ASU No. 2016-10 Revenue from Contracts with Customers (Topic 606); Identifying Performance Obligations and Licensing, which is intended to clarify identifying performance obligations and the licensing implementation guidance, while retaining the related principles for those areas and the effective date is the same as the requirements in ASU 2014-09. The Company is assessing the impact of the adoption of the ASU on its financial statements, disclosure requirements and methods of adoption.

In June 2016, FASB issued ASU No. 2016-13—Financial Instruments – Credit Losses (Topic 326); Measurement of Credit Losses on Financial Instruments, amends guidance on reporting credit losses for assets held at amortized cost basis and available for sale debt securities. For assets held at amortized cost basis, Topic 326 eliminates the probable initial recognition threshold in current GAAP and, instead, requires an entity to reflect its current estimate of all expected credit losses. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial assets to present the net amount expected to be collected. For available for sale debt securities, credit losses should be measured in a manner similar to current GAAP, however Topic 326 will require that credit losses be presented as an allowance rather than as a write-down. This ASU affects entities holding financial assets and net investment in leases that are not accounted for at fair value through net income. The amendments affect loans, debt securities, trade receivables, net investments in leases, off balance sheet credit exposures, reinsurance receivables, and any other financial assets not excluded from the scope that have the contractual right to receive cash. The amendments in this update are effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company is assessing the impact of the adoption of the ASU on its financial statements, disclosure requirements and methods of adoption.

In May 2016, FASB issued ASU No. 2016-12—Revenue from Contracts with Customers (Topic 606); Narrow-Scope Improvements and Practical Expedients, which is intended to not change the core principle of the guidance in Topic 606, but rather affect only the narrow aspects of Topic 606 by reducing the potential for diversity in practice at initial application and by reducing the cost and complexity of applying Topic 606 both at transition and on an ongoing basis. The effective date and transition requirements for the amendments in this update are the same as the effective date and transition requirements for Topic 606 (and any other Topic amended by update 2014-09). The Company is assessing the impact of the adoption of the ASU on its financial statements, disclosure requirements and methods of adoption.

In May 2016, the FASB issued ASU No. 2016-11 Revenue Recognition (Topic 605) and Derivatives and Hedging (Topic 815); Rescission of SEC Guidance Because of Accounting Standards Updates 2014-09 and 2014-16 Pursuant to Staff Announcements at the March 3, 2016 Emerging Issues Task Force ("EITF") Meeting, which is rescinding certain SEC Staff Observer comments that are codified in Topic 605, Revenue Recognition, and Topic 932, Extractive Activities—Oil and Gas, effective upon adoption of Topic 606. The Company does not expect the adoption of the ASU to have any impact on its financial statements.

In March 2016, the FASB issued ASU No. 2016-09 — Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. The ASU was issued as part of the FASB's simplification initiative and under the ASU, the areas of simplification in the update involve several aspects of the accounting for share-based payment transactions, including the income tax consequences, classifications of awards as either equity or liabilities, and classification on the statement of cash flows. Some of the areas for simplification apply only to nonpublic entities. The amendment eliminates the guidance in Topic 718 that was indefinitely deferred shortly after the issuance of FASB Statement No. 123 (revised 2004), Share-Based Payment. This should not result in a change in practice because the guidance that is being superseded was never effective. The amendment in this ASU is effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Early adoption is permitted for any entity in any interim or annual period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. An entity that elects early adoption must adopt all of the amendments in the same period. The Company is assessing the impact of the adoption of the ASU on its financial statements, disclosure requirements and methods of adoption.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). The main difference between the current requirement under GAAP and this ASU is the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases. This ASU requires that a lessee recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term (other than leases that meet the definition of a short-term lease). The liability will be equal to the present value of lease payments. The asset will be based on the liability, subject to adjustment, such as for initial direct costs. For income statement purposes, the FASB retained a dual model, requiring leases to be classified as either operating or finance. Operating leases will result in straight-line expense (similar to current operating leases) while finance leases will result in a front-loaded expense pattern (similar to current capital leases). Classification will be based on criteria that are largely similar to those applied in current lease accounting. For lessors, the guidance modifies the classification criteria and the accounting for sales-type and direct financing leases. This is effective for annual and interim periods beginning after December 15, 2018 and early adoption is permitted. This ASU must be adopted using a modified retrospective transition, and provides for certain practical expedients. Transition will require application of the new guidance at the beginning of the earliest comparative period presented. We are currently assessing the potential impact of this ASU and expect it will not have a material impact on our consolidated financial condition and results of operations upon adoption.

In July 2015, the FASB issued ASU No. 2015-11—Simplifying the Measurement of Inventory. The ASU was issued as part of the FASB's simplification initiative and under the ASU, inventory is measured at the lower of cost and net realizable value, which would eliminate the other two options that currently exist for the market: (1) replacement cost and (2) net realizable value less an approximately normal profit margin. This ASU is effective for interim and annual periods beginning after December 15, 2016. Early application is permitted and should be applied prospectively. The Company does not expect the adoption of the ASU to have any impact on its financial statements.

PART I – ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not Applicable.

PART I – ITEM 4. CONTROLS AND PROCEDURES.

The Company's management, including the Company's Principal Executive Officer and Principal Financial Officer, have evaluated the effectiveness of the Company's disclosure controls and procedures as such is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based upon their evaluations, the Principal Executive Officer and Principal Financial Officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the Securities and Exchange Commission (the "SEC") (1) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (2) is accumulated and communicated to the Company's management, including its Principal Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There have been no changes in the Company's internal control over financial reporting during the quarter ended August 31, 2016, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II – OTHER INFORMATION

PART II – ITEM 1. LEGAL PROCEEDINGS.

On September 20, 2013, the Company commenced in the United States District Court for the Eastern District of California a declaratory judgment action against competitor, EMED Technologies Corp. ("EMED") to establish the invalidity of one of EMED's patents and non-infringement of the Company's needle sets. EMED answered the complaint and asserted patent infringement and unfair business practice counterclaims. The Company responded by asserting its own unfair business practice claims against EMED. Both parties have requested injunctive relief and monetary damages. On June 16, 2015, the Court issued what it termed a "narrow" preliminary injunction against the Company from making certain statements regarding some of EMED's products. On June 23, 2016, EMED filed a motion claiming that certain language in the Company's device labeling does not comply with the injunction and seeking to prevent the Company from distributing the FREEDOM60 until the Company complies with the injunction. On September 9, 2016, the Court issued an order to show cause concerning the Company's compliance with the injunction, to which the Company responded on September 23, 2016. The Company advised the Court that the language in the Company's labeling that EMED has challenged is language that the FDA directed the Company to use in its labeling. The Court's decision is pending. On March 24, 2016, EMED filed a motion seeking a second preliminary injunction prohibiting RMS from selling three of its products in California. The Company opposed that motion on April 19, 2016. A decision on the motion is still pending. Discovery is ongoing.

On June 25, 2015, EMED filed a claim of patent infringement for the second of its patents, also directed to the Company's needle sets, in the United States District Court for the Eastern District of Texas. This second patent is related to the one concerning the Company's declaratory judgment action. Given the close relationship between the two patents, the Company requested that the Texas suit be transferred to California. Also, based on a validity review of the patent in the U.S. Patent and Trademark Office ("USPTO"), discussed below, the Company requested the Texas suit be stayed. On May 12, 2016, the Court entered an order staying the case until after the Patent Trial and Appeal Board at the USPTO issues a final written decision regarding the validity of the patent.

On September 11, 2015, the Company requested an ex parte reexamination of the patent in the first filed case, and on September 17, 2015 the Company requested an inter partes review ("IPR") of the patent in the second filed case. On November 20, 2015, the USPTO instituted the ex parte reexamination request having found a substantial new question of patentability concerning EMED's patent in the first filed case. A decision to institute the IPR for EMED's patent in the second filed case was ordered by the USPTO on February 19, 2016 having determined a reasonable likelihood all claims of the patent may be found to be unpatentable. Both the ex parte reexamination and the inter partes review are ongoing.

Although the Company believes it has meritorious claims and defenses in these actions and proceedings, their outcomes cannot be predicted with any certainty. If any of these actions against the Company are successful, they could have a material adverse effect on the Company's business, results of operations, financial condition and cash flows.

PART II – ITEM 1A. RISK FACTORS.

Not Applicable.

PART II – ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

On October 21, 2015, the Board of Directors of the Company approved non-employee director compensation of $25,000 each annually, to be paid quarterly half in cash and half in common stock, beginning September 1, 2015.

The following table provides information regarding repurchases by the Company of its common stock during the three month period ended August 31, 2016:

Issuer Purchases of Common Stock

Period (1)	Total Number of Shares Purchased (2)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan (3)	Maximum Number of Shares that May Yet Be Purchased Under the Plan (3)
June 1, 2016 - June 30, 2016	—	—	—	1,816,594
July 1, 2016 - July 31, 2016	166,392	$ 0.45	69,850	1,746,744
August 1, 2016 - August 31, 2016	97,200	$ 0.45	97,200	1,649,544
Total	263,592	$ 0.45	167,050	

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(1) Monthly information is presented by reference to the Company's fiscal months during the second quarter of fiscal 2017.

(2) In July 2016, the Company repurchased 96,542 shares of the Company's common stock owned by Cyril Narishkin at an aggregate purchase price of $43,393 pursuant to a termination and general release agreement, entered into on June 24, 2016, between the Company and Mr. Narishkin.

(3) On September 30, 2015, RMS's Board of Directors authorized a stock repurchase program pursuant to which the Company will make open market purchases of up to 1,000,000 shares of the Company's outstanding common stock. The purchases will be made through a broker to be designated by the Company with price, timing and volume restrictions based on average daily trading volume, consistent with the safe harbor rules of the Securities and Exchange Commission for such repurchases. As of August 31, 2016, the Company had repurchased 350,456 shares at an average price of $0.45 under the program. On June 29, 2016, the Board of Directors approved the amendment to the stock repurchase program increasing the authorized 1,000,000 shares to be repurchased to 2,000,000 shares. There is no expiration date to the program.

On September 30, 2015, the Board of Directors also approved the 2015 Stock Option Plan (the "Plan") authorizing the Company to grant awards to certain employees under the plan at fair market value, subject to shareholder approval. The total number of shares of common stock of the Company, par value $0.01 per share ("Common Stock"), with respect to which awards may be granted pursuant to the Plan shall not exceed 2,000,000 shares. As of August 31, 2016, the Company awarded 0.1 million options to certain executives and key employees under the Plan.

On June 29, 2016, the Board of Directors approved the amendment to the Plan authorizing the total number of shares of common stock authorized to be granted under the Plan be amended from 2,000,000 shares to 4,000,000 shares. On September 6, 2016, at the Annual Shareholder Meeting, shareholders approved the Plan as amended.

On December 20, 2013, we executed an agreement effective March 1, 2014, with a Company director, Dr. Mark Baker, to provide clinical research and support services related to new and enhanced applications for the FREEDOM60® Syringe Infusion System. Authorized by the Board of Directors, the agreement provides for payment of 420,000 shares of common stock valued at $0.20 per share over a three-year period.

PART II – ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

PART II – ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

PART II – ITEM 5. OTHER INFORMATION.

None.

PART II – ITEM 6. EXHIBITS.

3(ii)	By-Laws of Repro Med Systems, Inc.
10.1	Karen Fisher's Employment Agreement, dated January 15, 2015
10.2	Repro Med Systems, Inc. 2015 Stock Option Plan Amendment #1, effective June 29, 2016
31.1	Certification of Principal Executive Officer Pursuant to Section 302 of Sarbanes-Oxley Act 2002
31.2	Certification of Principal Financial Officer Pursuant to Section 302 of Sarbanes-Oxley Act 2002
32.1	Certification of Principal Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act 2002
32.2	Certification of Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act 2002
101*	Interactive Data Files of Financial Statements and Notes.

* In accordance with Regulation S-T, the Interactive Data Files in Exhibit 101 to the Quarterly Report on Form 10-Q shall be deemed "furnished" and not "filed".

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.

REPRO MED SYSTEMS, INC.

October 7, 2016 — /s/ Andrew I. Sealfon
Andrew I. Sealfon, President, Chairman of the Board, Director, Chief Executive Officer

October 7, 2016 — /s/ Karen Fisher
Karen Fisher, Chief Financial Officer and Treasurer

Exhibit 3(ii)

BY-LAWS

OF

REPRO MED SYSTEMS, INC.

ARTICLE I
OFFICES

SECTION 1. PRINCIPAL OFFICE. - The principal office of the corporation shall be located in the County of Orange, State of New York.

SECTION 2. OTHER OFFICES. - The corporation may have other offices, either in or outside of the State of New York, as shall be designated from time to time by the Board of Directors.

ARTICLE II
SHAREHOLDERS

SECTION 1. LOCATION OF MEETINGS. – Shareholders' meetings may be held at such locations, either in or outside the State of New York, as shall be designated by the directors and set forth in the notice of the meeting.

SECTION 2. NOTICE OF ANNUAL MEETING. – Notice of the annual meeting shall be given to each shareholder entitled to vote, at least ten days in advance of said meeting.

SECTION 3. ANNUAL MEETINGS. – The annual shareholders' meeting for the election of directors and the transaction of such other business as may properly come before the meeting shall be held in each year subsequent to the year of incorporation.

SECTION 4. NOTICE OF SPECIAL MEETING. – Notice of a special meeting, stating the names of those calling the meeting, the time, place and purpose or purposes thereof, shall be given to each shareholder entitled to vote, at least ten days in advance of said meeting.

SECTION 5. SPECIAL MEETINGS. – Special shareholders' meetings may be called by the President or Secretary and must be called by either of them upon the written request, or any other manner permitted under federal or state securities laws, of the holders of twenty-five percent of the shares outstanding and entitled to vote.

SECTION 6. QUORUM. – The holders of a majority of shares entitled to vote shall constitute a quorum for all purposes, except as otherwise provided by statute or the incorporation document.

SECTION 7. VOTING. – Every shareholder entitled to vote may vote in person or by proxy, and shall have one vote for each share of stock registered in his/her name unless otherwise provided in the incorporation document.

SECTION 8. ADJOURNED MEETINGS. – Shareholders' meetings may be adjourned to a designated time and place by a vote of a majority of the shareholders present. Notice of such an adjourned meeting need not be given, other than by announcement at the meeting, and any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 9. ACTION BY WRITTEN CONSENT OF SHAREHOLDERS. – Any action that may be taken at a meeting of shareholders may be taken without a meeting by written consent, setting forth the action so taken, signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

ARTICLE III
DIRECTORS

SECTION 1. NUMBER AND TERM. – The board of directors shall consist of seven (7) member(s). Thereafter the number of directors may be increased or decreased in accordance with any provisions of these by-laws and subject to Section 702 of the Business Corporation Law. The directors shall be elected at the annual meeting of the stockholders and each director shall be elected to serve until his successor shall be elected and shall qualify. A director need not be a stockholder.

SECTION 2. POWERS. – The Board of Directors may, in accordance with the laws of the State of New York, the incorporation document and these by-laws, adopt such rules and regulations for the conduct of its meetings, the exercise of its powers and the management of the business of the corporation as it may deem proper.

In addition, the directors may exercise all powers of the corporation and carry out all lawful acts, which are not required to be exercised or done by the shareholders as provided by statute, the incorporation document or these By-laws.

SECTION 3. MEETINGS AND QUORUM. – Meetings of the Board may be held, either in or outside the State of New York, provided a quorum be in attendance. Unless otherwise provided by the incorporation document or the laws of the State of New York, a majority of the directors shall constitute a quorum at any meeting of the Board and the vote of a majority of a quorum shall constitute the act of the Board.

Unless restricted by the incorporation document or elsewhere in these By-laws, members of the Board of Directors or any committee designated by such Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

Regular meetings of the Board of Directors may be scheduled by a resolution adopted by the Board. The Chairman of the Board or the President or Secretary may call, and if requested by any two directors, must call special meeting of the Board and give five days' notice by mail, or two days' notice personally or by telegraph or cable to each director. The Board of Directors may hold an annual meeting, without notice, immediately after the annual meeting of shareholders.

SECTION 4. VACANCIES AND REMOVAL. – Unless otherwise provided in the incorporation document or in the following paragraph, vacancies occurring in the membership of the Board of Directors, from whatever cause arising (including vacancies occurring by reason of the removal of directors without cause and newly created directorships resulting from any increase in the authorized number of directors), may be filled by a majority vote of the remaining directors, though less than a quorum, or such vacancies may be filled by the shareholders.

Unless the incorporation document provides for cumulative voting or the election of one or more directors by class or their election by holders of bonds, or requires all action by shareholders to be by a greater vote, any one or more of the directors may be removed, (a) with or without cause, at any time, by vote of the shareholders holding a majority of the outstanding shares of the corporation entitled to vote, present in person or by proxy, at any special meeting of the shareholders or, (b) for cause, by action of the Board of Directors at any regular or special meeting of the Board. A vacancy or vacancies occurring from such removal may be filled at the special meeting of shareholders or at a regular or special meeting of the Board of Directors.

SECTION 5. COMMITTEES. – The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from its members an Executive Committee or other committees, each consisting of three or more members, with such powers and authority (as are permitted by law) as may be provided in said resolution.

SECTION 6. DIRECTOR ACTION WITHOUT MEETING. – Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or the committee, as the case may be, consent in writing to the adoption of a resolution authorizing the action, and the resolution and written consents thereto are filed with the minutes of the proceedings of the Board of Directors or committee.

ARTICLE IV
OFFICERS

SECTION 1. PRIMARY OFFICERS. – The primary officers of the corporation shall be a President who may be called the Chief Operating Officer ("COO"), one or more Vice-Presidents, a Treasurer who may be called the Chief Financial Officer ("CFO"), and a Secretary all of whom shall be elected annually by the Board of Directors. The Board of Directors may elect a Chairman of the Board of Directors and may appoint such other officers and agents with such powers and duties as it shall deem necessary. Except for the offices of President and Secretary, any two offices or more may be held by one person. The offices of President and Secretary may be held by one person if said person is the sole shareholder of the corporation. Vacancies occurring among any of the offices shall be filled by the directors. Any officer may be removed at any time by the affirmative vote of a majority (unless the incorporation document provides otherwise) of the directors present at a regular meeting of directors or at a special meeting of directors called for that purpose.

SECTION 2. THE CHAIRMAN OF THE BOARD. – The Chairman of the Board of Directors, if one be elected, shall be the Chief Executive Officer ("CEO") and shall preside at all meetings of the Board of Directors and shall perform such other duties as may be assigned by the Board of Directors or the Executive Committee.

SECTION 3. PRESIDENT. – The President, who need not be a director, shall, in the absence or non-election of a Chairman of the Board, preside at all meetings of the shareholders and directors. The President shall report to the CEO and the Board of Directors. He/she shall have general management and control of the business and affairs of the corporation subject to the control of the Board of Directors.

SECTION 4. VICE-PRESIDENT. – The Vice-President, if there are more than one, the senior Vice-President, as determined by the Board of Directors, in the absence or disability of the President, shall exercise the powers and perform the duties of the President and each Vice-President shall exercise such other powers and perform such other duties as shall be prescribed by the directors.

SECTION 5. TREASURER. – The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. He/she shall deposit all monies and other valuables in the name and to the credit of the corporation in such depositaries as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, or the President, taking proper vouchers for such disbursements. He/she shall report to the President and the Board of Directors and shall render to the President and Board of Directors at the regular meetings of the Board of Directors, or whenever they may request it, an account of all his/her transactions as Treasurer and of the financial condition of the corporation. If required by the Board of Directors, he/she

shall give the corporation a bond for the faithful discharge of his/her duties in such amount and with such surety as the Board shall prescribe.

SECTION 6. SECRETARY. – The Secretary shall give, or cause to be given, notice of all meetings of shareholders and directors, and all other notices required by the law or by these By-laws, and in case of his/her absence or refusal or neglect so to do, any such notice may be given by any person thereunto directed by the President, or by the directors, or shareholders, upon whose requisition the meeting is called as provided in these By-laws. He/she shall record all the proceedings of the meetings of the corporation and of the directors in a book to be kept for that purpose, and shall perform such other duties as may be assigned to him by the directors or the President. He/she shall have the custody of the seal of the corporation and shall affix the same to all instruments requiring it, when authorized by the directors or the President, and attest the same.

SECTION 7. SALARIES. – The salaries of all officers shall be fixed by the Board of Directors, and the fact that any officer is a director shall not preclude him/her from receiving a salary as an officer, or from voting upon the resolution so providing.

ARTICLE V
CAPITAL STOCK

SECTION 1. FORM AND EXECUTION OF CERTIFICATES. – Certificates of stock shall be in such form as required by the laws of the State of New York and as shall be adopted by the Board of Directors. They shall be numbered and registered in the order issued; shall be signed by the Chairman or a Vice-Chairman of the Board (if any) or by the President or a Vice-President, and by the Secretary of an Assistant Secretary or the Treasurer of an Assistant Treasurer and may be sealed with the corporate seal or a facsimile thereof. When such a certificate is countersigned by a transfer agent or registered by a registrar, the signatures of any such officers may be facsimile.

SECTION 2. TRANSFER. – Transfer of shares of the corporation shall be transferable only upon its books by the registered holder thereof in person or by their duly authorized attorneys or legal representatives, and upon such surrender of the certificate or certificates for such shares properly assigned for transfer.

SECTION 3. LOST OR DESTROYED CERTIFICATES. – The holder of any certificate representing shares of stock of the corporation, may notify the corporation of any loss, theft or destruction thereof, and the Board of Directors may thereupon, in its discretion, cause a new certificate for the same number of shares, to be issued to such holder upon satisfactory proof of such loss, theft or destruction, and the deposit of indemnity by way of bond or otherwise, in such form and amount and with such surety or sureties as the Board of Directors may require, to indemnify the corporation against loss or liability by reason of the issuance of such new certificate.

SECTION 4. RECORD DATE. – In lieu of closing the books of the corporation, the Board of Directors may fix, in advance, a date, not exceeding sixty days, no less than

ten days, as the record date for the determination of shareholders entitled to receive notice of, or to vote, at any meeting of shareholders, or to consent to any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payments of any dividends, or allotment of any rights, or for the purpose of any other action.

ARTICLE VI
MISCELLANEOUS

SECTION 1. DIVIDENDS. – The directors may declare dividends from time to time upon the capital stock of the corporation from the surplus or net profits available therefor.

SECTION 2. SEAL. – The directors shall provide a suitable corporate seal, which shall be in the charge of the Secretary and shall be used as authorized by the By-laws.

SECTION 3. FISCAL YEAR. – The fiscal year of the corporation shall be determined by resolution duly adopted by the Board of Directors.

SECTION 4. CHECKS, NOTES, ETC. – Checks, notes, drafts, bills of exchange and orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed or endorsed in such manner as shall be determined from time to time by resolution of the Board of Directors.

The funds of the corporation shall be deposited in such bank or trust company, and checks drawn against such funds shall be signed or endorsed in such manner as determined by the directors.

SECTION 5. NOTICE AND WAIVER OF NOTICE. – Whenever any notice is required by these By-laws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage, prepaid, addressed to the person entitled thereto at his/her address as it appears on the records of the corporation, and such notice shall be deemed to have been given on the day of such mailing. Shareholders not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by statute.

Whenever any notice whatsoever is required to be given under the provisions of any law, or under the provisions of the incorporation document of the corporation or these By-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE VII
AMENDMENTS

SECTION 1. BY SHAREHOLDERS. – These By-laws may be amended at any shareholders' meeting by vote of the shareholders holding a majority (unless the incorporation document requires a larger vote) of the outstanding shares issued and outstanding and entitled to vote thereat, present either in person or by proxy, provided notice of the amendment is included in the notice or waiver of notice of such meeting.

SECTION 2. BY DIRECTORS. – The Board of Directors may also amend these By-laws at any regular or special meeting of the Board by a majority (unless the incorporation document requires a larger vote) vote of the entire Board, but any By-laws so made by the Board may be altered or repealed by the shareholders.

ARTICLE VIII
INDEMNIFICATION

No director shall be personally liable to the corporation or its shareholders for damages for any breach of duty in such capacity, except that the foregoing shall not eliminate or limit liability where such liability is imposed under the New York Business Corporation Law.

To the maximum extent permitted by the laws of the State of New York and the federal securities laws, the corporation shall indemnify and, upon request, shall advance expenses to any director or officer made, or threatened to be made, a party to an action or proceeding (other than one by or in the right of the corporation), by reason of the fact that he or she was a director or officer of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director or officer acted in good faith for a purpose which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

Exhibit 10.1

EMPLOYMENT AGREEMENT

THIS EMPLOYMENT AGREEMENT (this "Agreement") is made as of this 15th day of January, 2015 between Repro-Med Systems, Inc., a New York corporation, doing business as RMS Medical Products and having its principal place of business at 24 Carpenter Road, Chester, New York 10918 ("RMS"), and Karen Fisher, residing at 2 Stephen Drive, Hopewell Junction, New York 12533, ("Employee" or "CFO").

WITNESSETH

WHEREAS, RMS wishes to employ Employee to perform certain services for RMS; and Employee wishes to accept such employment all on the terms and conditions set forth below

NOW, THEREFORE, in consideration of the mutual obligations herein set forth, the parties agree as follows:

1. Term of Employment. Subject to the terms and conditions of this Agreement, RMS hereby employs Employee and Employee accepts employment with RMS, on an at will basis (the "Term"), provided that if Employee is terminated without cause she shall receive the termination benefit provided below

2. Place of Work . At the executive office of RMS to be located at or within a 10 mile radius of 24 Carpenter Road. Chester NY 10918.

3. Duties of Employee.

(a) Employee shall be employed as Chief Financial Officer of RMS. Employee shall have general charge and supervision over the day-to-day financial operations of RMS and shall work with the CEO and the Board of Directors (the "Board") in formulating policy and setting financial strategies. Employee will report directly to the CEO. Employee hereby accepts this employment upon the terms and conditions herein contained and agrees to devote all of her business time, attention and efforts to promote and further the business of RMS.

(b) Employee shall faithfully adhere to, execute and fulfill all lawful policies established by RMS.

(c) Employee shall not, during the term of her employment hereunder, be engaged in any other business activity pursued for gain, profit or other pecuniary advantage if such activity interferes with her duties and responsibilities hereunder. The foregoing limitations shall not be construed as prohibiting Employee from pursuing outside interests that neither conflict with RMS business nor impact upon her contributions or efforts for the benefit of RMS nor from making personal investments in such form or manner as will neither require her services in the operations or affairs of the companies or enterprises in which such investments are made nor violate the terms of paragraph 6 hereof.

4. Compensation.

(a) Salary. As compensation for all of the services to be performed by Employee hereunder, Employee shall receive a base salary during the Term (the "Base Salary") of $185,000 per fiscal year. The Base Salary shall be payable to Employee in accordance with RMS's normal payroll practices and subject to all applicable Federal, State and local taxes and other required deductions. The Base Salary may be increased in such amounts as determined by the RMS Board of Directors (the Board") in its sole and absolute discretion. Such Base Salary shall be pro-rated for the period from the commencement of employment through February 28, 2015, the end of the fiscal year of RMS.

(b) Sign on Bonus. Employee shall receive a sign-on bonus of $30,000 payable in two parts as follows:

i) $15,000 with initial payroll after joining RMS

ii) $15,000 payable after six months of employment

(c) Performance Bonus. Employee shall also be entitled to a performance bonus payable to Employee each calendar year while she is actively employed. Employee shall receive a minimum bonus of $25,000 for her first full fiscal year of employment, payable on or before March 15, 2016. Employee's performance bonus in subsequent years will be a minimum of up to 20% of her Base Salary based on metrics of a companywide incentive plan to be determined by the Board with input from the CFO and CEO

(d) Stock or Stock Option Grant. Employee shall receive, during her first fiscal year of employment, a stock or stock option grant vesting over a term of up to five years as may be granted by

the Board.

(e) Benefits. Employee shall be entitled to receive the following additional benefits:

i. Health Benefits. To the extent that RMS provides RMS executive employees with health coverage,, RMS shall make such coverage available to Employee.

ii. Other Benefits. To the extent that RMS provides its employees with other benefits, including reimbursement of expenses, Employee shall be allowed to participate in the same manner as other executive employees. Employer agrees to pay Cobra health insurance until its plan waiting period of 90 days is reached, ensuring continuous coverage.

iii. Vacation Days. Employee shall be entitled to three (3) weeks' paid vacation time to be taken, at the reasonable discretion of the Employee during the course of each fiscal year, subject to her responsibilities as CFO . Upon termination of employment, Employee shall be entitled to pay based on the pro-rata portion of her unused vacation time during the current fiscal year.

5. Termination; Rights on Termination. This Agreement and Employee employment hereunder may be terminated in any one of the following ways:

(a) Good Cause. RMS may terminate this Agreement for "good cause" effective immediately upon giving written notice of termination to Employee. "Good cause" shall be: (1) Employee's breach of this Agreement or any provision hereof which has a material adverse impact upon the business of RMS which Employee shall fail to remedy within ten (10) days after receipt of written notice from RMS of such breach; (2) Employee's failure or refusal to perform any of Employee's material duties and responsibilities hereunder which Employee shall fail to remedy within ten (10) days after receipt of written notice from RMS of such failure; (3) Employee's dishonesty, fraud or misconduct with respect to the business or affairs of RMS which has a material adverse effect on the operations or reputation of RMS; or (4) Employee's conviction of a felony crime, if such crime prevents Employee from performing her material duties and responsibilities hereunder or has a material adverse effect upon the reputation and good will of RMS. In the event that this Agreement is terminated for "good cause", Employee shall not be entitled to receive her termination benefit hereunder.

(b) Without Cause. In the event that this Agreement is terminated "without cause" by RMS, Employee shall receive her then current Base Salary for a period of six months following the date of termination,, upon the terms and subject to the conditions set forth in paragraph 5(e) below. As used in this Agreement, the term "without cause" shall mean: (i) the termination of Employee's employment by RMS for any reason other than "good cause"; or (ii) a termination of Employee as a result of a default by RMS under this Agreement or upon a change in control. As used in this Agreement, the term "change in control" shall mean (x) the sale by RMS of substantially all of its assets to a single purchaser or to a group of associated purchasers not affiliated with Andrew I Sealfon; (y) the sale, or exchange or other disposition, in one transaction, of more than fifty (50%) percent of the issued and outstanding Voting Stock of RMS: or (z) the merger or consolidation of RMS in a transaction in which the shareholders of RMS receive and the shareholders of RMS collectively own less than fifty (50%) percent of the issued and outstanding voting shares of the new or continuing corporation. As used herein, "Voting Stock of RMS" shall mean the shares that vote for the election of the Board of RMS.

(c) Death. The death of Employee shall immediately terminate this Agreement with no additional compensation due to Employee's estate except for Base Salary pro-rated through the date of death, and as otherwise specifically provided herein for vacation pay and unreimbursed expenses.

(d) Manner of Payment. Any amounts to be paid by RMS to Employee under paragraphs (a), (b) and (c) above shall be paid in regular installments as if Employee were still employed by RMS for the period specified in such paragraphs. Such payments shall be made at the same time as, and less any withholding or other taxes required by law that are deducted from, amounts paid in accordance with RMS's standard payroll procedure. Employee agrees that if she breaches, or fails to comply with. any covenant or agreement herein that applies to the period following the termination of her employment by or with RMS which breach Employee shall fail to remedy within ten (10) days after receipt of written notice from RMS, RMS will be immediately released from any further obligations to pay to Employee any amounts that would otherwise be payable to her under this Agreement, including but not limited to amounts to be paid to Employee pursuant to paragraphs 5(a), (b) and (c) above.

6. Non-Competition/Non-Solicitation Agreement. Employee shall not, either directly or indirectly for the benefit of herself or on behalf of or in conjunction with any other person, firm, corporation or other entity:

(a) During the period of Employee' s employment by or with RMS and for a period of one (1) year after the termination of such employment for any reason, (i) engage, as an officer, director, shareholder, owner, partner or in a managerial or advisory capacity, whether as an employee, independent contractor, consultant or advisor, or as a sales representative, in any business offering

any services or products in competition with RMS, or any entity controlled by RMS or (ii) solicit orders from or enable any other person, firm, corporation or other entity offering any services or products in competition with RMS or any entity controlled by RMS to solicit orders from any other person, firm, corporation or other entity which was a customer of RMS or any entity controlled by RMS or which RMS or any entity controlled by RMS, solicited to become a customer during Employee's employment.

(b) During the period of Employee's employment by or with RMS and for a period of (1) year after the termination of such employment for any reason, interfere with, disrupt or attempt to disrupt the relationships, contractual or otherwise, between RMS and any of its customers, suppliers or employees including, but not limited to, the hiring of any employee of RMS or calling upon any employee of RMS or any entity controlled by RMS for the purpose or with the intent of enticing such employee away from or out of the employ of RMS or any entity controlled by RMS.

(c) In the event of a material breach by Employee of paragraphs 6(a) and/or 6(b) above, Employee acknowledges that RMS would be entitled to equitable and injunctive relief to enforce these provisions due to the fact that RMS would suffer irreparable harm as a result of such a breach and monetary damages would be insufficient to compensate RMS for such harm.

(d) Notwithstanding the above, the foregoing covenants shall not be deemed to prohibit Employee from acquiring as an investment not more than five percent (5%) of the capital stock of a competing business, whose stock is traded on a national securities exchange or over-the-counter.

7. Return of RMS Property. Upon termination or cessation of Employee's employment with RMS, regardless of the time or reason, Employee will promptly surrender and deliver to RMS all property belonging to RMS including, but not limited to, all computer hardware, equipment, books, records, lists, documents and data of any type or kind, and all copies and files that may be in her possession or under her control.

8. Confidential Information. Employee recognizes and acknowledges that, as an employee of RMS, she will have, access to certain confidential information and trade secrets of RMS and/or entities controlled by RMS, such as lists of vendors and customers, the terms of relationships or agreements with significant vendors and customers, operational policies, pricing and cost policies, and other significant and material confidential information and trade secrets, that are valuable, special and unique assets of RMS and/or entities controlled by RMS, but excluding (i) information that is legally within the public domain at the time of the receipt thereof by the Employee or at the time of the disclosure of such confidential information by the Employee, (b) is independently developed by the Employee after termination of this Agreement without reference to confidential information or (c) is considered as general knowledge by a person having Employee's experience. Employee will not, during the period she is employed by or with RMS, or at any time thereafter, disclose such confidential information and trade secrets to any person, firm, corporation, association or other entity for any purpose whatsoever. Because of the difficulty of measuring economic losses as a result of the breach of the foregoing agreement not to disclose confidential information and trade secrets, and because of the immediate and irreparable damage that would be caused for which RMS and/or entities controlled by RMS would have no other adequate remedy, Employee agrees that such agreement may be enforced by injunctions, restraining orders or other equitable actions. Nothing herein shall be construed as prohibiting RMS from pursuing any other available remedy for a breach or threatened breach of the provisions of this paragraph, including the recovery of damages.

9. Assignment Binding Effect. Employee understands that she has been selected for employment by RMS on the basis of his personal qualifications, experience and skills. Employee agrees, therefore, that she cannot assign all or any portion of his performance under this Agreement. Subject to the preceding two (2) sentences, this Agreement shall be binding upon, inure to the benefit of and be enforceable by the parties hereto and their respective heirs, legal representatives, successors and assigns.

10. Complete Agreement. This Agreement sets forth the final, complete and exclusive statement and expression of the agreement between the parties and the terms of this Agreement, cannot be varied, contradicted or supplemented by evidence of any prior or contemporaneous oral or written agreements. This Agreement supersedes and terminates all prior agreements with respect to the subject matter contained herein. No oral promises, covenants or representations of any character or nature have been made to induce any party to enter into this Agreement. This Agreement may not be later modified except by a further writing signed by a duly authorized officer of RMS and Employee and no term of this Agreement may be waived except by a writing signed by the party waiving the benefit of such term. Employee acknowledges that she has participated in the drafting of this Agreement and has had the opportunity to be represented by separate legal counsel in connection with negotiating this Agreement and that for purposes of the interpretation of any provision of this Agreement it shall be

treated as jointly drafted by the parties.

11. Notice. All notices under this Agreement shall be transmitted to the respective parties, shall be in writing, sent by overnight delivery or registered or certified mail and shall be considered to have been duly given or served when personally delivered to any individual party; addressed in all cases to the party at his or its address set forth below, or to such other address as such party may hereafter designate:

To RMS:

Repro-Med Systems, Inc
24 Carpenter Road
Chester, New York 10918

To: Employee

Karen Fisher
2 Stephen Drive
Hopewell Junction, NY 12533

12. Severability; Headings. If any portion of this Agreement is held invalid or inoperative, the other portions of this Agreement shall be deemed valid and operative and, so far as is reasonable and possible, effect shall be given to the intent manifested by the portion held invalid or inoperative. The determination that any portion of this Agreement is invalid or inoperative shall not limit or release any of the parties from their other obligations hereunder to any other party arising by virtue of a party's failure to comply with such invalid or inoperative portion of this Agreement. The section headings herein are for reference purposes only and are not intended in any way to describe, interpret, define or limit the extent or intent of this Agreement or of any part hereof.

13. Governing Law. This Agreement shall in all respects be construed according to the laws of the State of New York. The Federal and State Courts of New York shall have jurisdiction over any dispute arising out of this Agreement.

14. Counterparts. This Agreement may be executed by electronic transmission in two (2) or more counterparts, each of which shall be deemed an original and all of which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.

ATTEST: Repro-Med Systems, Inc

By: _____
Andrew I. Sealfon, President

WITNESS:

_____
Karen Fisher

Exhibit 10.2

REPRO MED SYSTEMS, INC.
2015 STOCK OPTION PLAN
AMENDMENT #1

The purpose of this amendment, effective by board resolution on June 29, 2016, is to modify and replace the existing paragraph in Repro Med Systems, Inc. 2015 Stock Option Plan (the "Plan") with the following:

1.1. Shares Available for Awards

1.1.1. The total number of shares of common stock of the Company, par value $.01 per share ("Common Stock"), with respect to which awards may be granted pursuant to the Plan shall not exceed 4,000,000 shares. Such shares may be authorized but unissued Common Stock or authorized and issued Common Stock held in the Company's treasury or acquired by the Company for the purposes of the Plan. The Committee may direct that any stock certificate evidencing shares issued pursuant to the Plan shall bear a legend setting forth such restrictions on transferability as may apply to such shares pursuant to the Plan.

EXHIBIT 31.1

RULE 13A-14(A) / 15D-14(A) CERTIFICATION OF
PRINCIPAL EXECUTIVE OFFICER

I, Andrew I. Sealfon, Principal Executive Officer, certify that:

1) I have reviewed Form 10-Q of Repro Med Systems, Inc. (the "Report");

2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 7, 2016

/s/ Andrew I. Sealfon
Andrew I. Sealfon
Chief Executive Officer

EXHIBIT 31.2

RULE 13A-14(A) / 15D-14(A) CERTIFICATION OF
PRINCIPAL FINANCIAL OFFICER

I, Karen Fisher, Principal Financial Officer, certify that:

1) I have reviewed Form 10-Q of Repro Med Systems, Inc. (the "Report");

2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 7, 2016

/s/ Karen Fisher
Karen Fisher
Chief Financial Officer and Treasurer

EXHIBIT 32.1

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

In connection with the Quarterly Report of Repro Med Systems, Inc. (the "Company") on Form 10-Q (the "Report") for the period ending August 31, 2016 as filed with the Securities and Exchange Commission, I, Andrew I. Sealfon, Principal Executive Officer, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in this report.

Date: October 7, 2016

/s/ Andrew I. Sealfon
Andrew I. Sealfon
Chief Executive Officer

EXHIBIT 32.2

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

In connection with the Quarterly Report of Repro Med Systems, Inc. (the "Company") on Form 10-Q (the "Report") for the period ending August 31, 2016 as filed with the Securities and Exchange Commission, I, Karen Fisher, Principal Financial Officer, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in this report.

Date: October 7, 2016

/s/ Karen Fisher
Karen Fisher
Chief Financial Officer and Treasurer