

**.CompuMed, Inc.**

**March 31, 2017 – Q2 Quarterly Report**

**1) Name of the issuer and its predecessors (if any)**

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

**CompuMed, Inc.**

**2) Address of the issuer's principal executive offices**

**Company Headquarters**

Address 1: **5777 West Century Blvd.**

Address 2: **Suite 360**

Address 3: **Los Angeles, CA, 90045**

Phone: **(310) 258-5000**

Email: [learroll@compumedinc.com](mailto:learroll@compumedinc.com)

Website(s): [www.compumedinc.com](http://www.compumedinc.com)

**IR Contact: CompuMed, Inc.**

Address 1: **5777 West Century Blvd.**

Address 2: **Suite 360**

Address 3: **Los Angeles, CA, 90045**

Phone: **(310) 258-5000**

Email: [investorrelations@compumedinc.com](mailto:investorrelations@compumedinc.com)

Website(s): <http://www.compumedinc.com>

**3) Security Information**

**Trading Symbol: CMPD**

Exact title and class of securities outstanding: Common Stock

CUSIP: 204914 40 2

Par or Stated Value: .01

Total shares authorized: **50,000,000** as of: **7/21/1986**

Additional class of securities (if necessary):

Trading Symbol: \_\_\_\_\_

Exact title and class of securities outstanding: \_\_\_ CUSIP: \_\_\_\_\_

Par or Stated Value: \_\_\_\_\_

Total shares authorized: \_\_\_\_\_ as of: \_\_\_\_\_ Total shares outstanding: \_\_\_\_\_ as of: \_\_\_\_\_

**Transfer Agent Name:** Computershare

**Address 1:** 350 Indiana Street

**Address 2:** Suite 750

**Address 3:** Golden, CO 80401

**Phone:** (303) 262-0678

Is the Transfer Agent registered under the Exchange Act? \* **YES**  **NO**

\*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

**List any restrictions on the transfer of security:**

Restricted securities may only be sold pursuant to exemptions under the Securities Act of 1933 and accompanying regulation

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

**4) Share Outstanding:**

<b>Common Stock *</b>	
Period End Date	March 31, 2017
Authorized	50,000,000
Issued and Outstanding	31,586,984
<b>Preferred Stock *</b>	
Period End Date	March 31, 2017
Authorized	1,000,000
<b>Class</b>	<b>A</b>
Issued and Outstanding	8,400
<b>Class*</b>	<b>B</b>
Issued and Outstanding	300
<b>Class</b>	<b>D</b>
Issued and Outstanding	4,167

\*See Note B - Stockholder's Equity

**5) Issuance History**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

- A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);  
Below
- B. Any jurisdictions where the offering was registered or qualified;  
Below
- C. The number of shares offered;  
Below
- D. The number of shares sold;  
Below
- E. The price at which the shares were offered, and the amount actually paid to the issuer;  
Below
- F. The trading status of the shares;  
Below
- G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act;  
Below

**List of Relevant Transactions for this Section:**

No relevant transactions as of March 31, 2017.

**6) Describe the Issuer's Business, Products and Services**

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

**A. Description of the issuer's business operations;**

CompuMed, Inc. Diagnostic Telemedicine Solutions provide patients with the highest level of clinical care at reduced costs. Our solutions provide real-time access to U.S. Board-Certified specialists through cloud-based technology and integrated medical devices to medical facilities anywhere in the world. Our solutions primarily support the diagnosis and treatment of several costly, high incidence diseases, including cardiovascular disease.

**B. Date and State (or Jurisdiction) of Incorporation:**

The Company was incorporated in the State of Delaware on July 21, 1986

**C. The issuer's primary and secondary SIC Codes: 5045 and 5047**

**D. The issuer's fiscal year end date: September 30**

## **E. Principal products or services, and their markets;**

### **Telemedicine Products**

CompuMed, Inc. Diagnostic Telemedicine Solutions provide patients with the highest level of clinical care at reduced costs. Our telecardiology and teleradiology solutions provide direct access to U.S. Board-Certified specialists through cloud-based technology and integrated medical devices. The company services over 1,000 clinical settings. We have established a large network for remote electronic processing of electrocardiograms (“ECGs”), echocardiograms (“Echos”), ultrasound studies and X-rays. CompuMed has created an electronic telemedicine infrastructure to link clinical diagnostic equipment data collected at the patient’s point of care with top specialists. We also provide real-time access to specialists for consultations. The equipment that we rent and sell consist primarily of 12-lead ECG and ultrasound devices. CompuMed also provides mobile imaging services, including the administration of radiology and cardiology diagnostic exams. We are providing single lead ECG interpretations for the consumer market through a handheld device. One of our innovations is the workflow technology being used to manage the inflow of data to our servers, and the routing of that data to specialists through technology such as Picture Archiving and Communication Systems (PACS).

Our services are available twenty-four hours a day, seven days per week. We have expertise in electronic workflow, diagnostic imaging and analysis. Additionally, we contract with certain partners to develop diagnostic systems, which support our telemedicine workflow. We provide these solutions to our customers either through sale, rental and lease to own arrangements. The value proposition for our clients is top clinical care at a lower cost, while minimizing risk.

## **F. Describe the Issuer’s Facilities**

The Company has capital leases for machinery and equipment that expires between now and 2018. On January 1, 2017, the Company entered into a new lease in the existing office location expiring on February 28, 2018. Under the new lease, the Company occupies 2,318 square feet of space at \$3,462 per month.

## **G. Officers, Directors, and Control Persons**

### **A. Names of Officers, Directors, and Control Persons. 12/31/16**

David W. Pointer	Chairman of the Board
Lee Keddie	Chief Executive Officer, President and Director
Loren Den Herder	Director
Laura Carroll	Chief Financial Officer and Corporate Secretary

### **CONTROL PERSONS**

#### **David W. Pointer**

VI Capital Management, LLC

PO Box 402, Newman Lake, Washington 99025

4,167 Series D Preferred shares (convertible to 8,334,000 common shares) and 2,301,065 common shares

**B. Legal/Disciplinary History.** None.

**C. Beneficial Shareholders.**

**VI Capital Management, LLC**

PO Box 402, Newman Lake, Washington 99025

4,167 Series D Preferred shares (convertible to 8,334,000 common shares) and 2,301,065 common shares

David W. Pointer, as the sole manager VI Capital Management LLC (“VI Capital” may be deemed to be an indirect beneficial owner of the shares of Common Stock held directly by VI Capital. Mr. Pointer does not own any shares of Common Stock directly and disclaims beneficial ownership of the shares of Common Stock beneficially owned by VI Capital.

**D. Third Party Providers**

**Legal Counsel**

**Name:** John Myer

**Firm:** Myer Law PLLC

**Address 1:** 2101 Fourth Avenue Suite 1900

**Address 2:** Seattle, Washington 98121

**Phone:** 206-651-5563

**Email:** [john@myercorplaw.com](mailto:john@myercorplaw.com)

**Accountants**

**Name:** Alan Kazden, CPA

**Firm:** Rose, Snyder & Jacobs

**Address 1:** 15821 Ventura Blvd., Suite 490

**Address 2:** Encino, CA 91436

**Phone:** (818) 461-0600

**Email:** [akazden@rsjcpa.com](mailto:akazden@rsjcpa.com)

**Investor Relations**

**Name:** CompuMed, Inc.

**Firm:** CompuMed, Inc.

**Address 1:** 5777 W. Century Blvd., Suite 360

**Address 2:** Los Angeles, CA 90045

**Phone:** (310) 258-5000 x117 **Email:** [investorrelations@compumedinc.com](mailto:investorrelations@compumedinc.com)

**E. Issuer Certification**

**I, Lee Keddie, CEO certify that:**

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

**March 31, 2017**



**/s/ Lee Keddie [Signature]**

**Chief Executive Officer I, Laura Carroll, Chief Financial Officer certify that:**

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

**March 31, 2017**



**/s/ Laura Carroll [Signature]**

**Chief Financial Officer**

**Quarterly update and letter from CompuMed, Inc. leadership team:**

Dear CompuMed Shareholders,

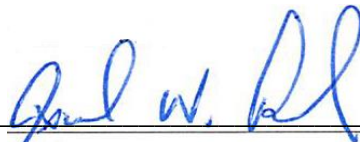
When we introduced the first letter in the 2<sup>nd</sup> Quarter 2016, we mentioned there will be quarters with “nothing to report” beyond the financial statements accompanying the letter. This quarter, there is nothing additional to report outside of the Q2 fiscal 2017 financial report.

Thank you for your continued support of the Company.



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Lee D. Keddie, CEO



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David W. Pointer, Chairman

**COMPUMED, INC.**  
**FINANCIAL STATEMENTS**

### Item 3. Interim Financial Statements

#### CONDENSED BALANCE SHEETS COMPUMED, INC.

	March 31, 2017	September 30, 2016
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	94,991	125,633
Accounts receivable, net of allowance of \$19,205 (March 2017) and \$16,805 (September 2016)	291,600	250,061
Inventory	22,085	15,719
Prepaid expenses and other current assets	6,203	10,471
<b>TOTAL CURRENT ASSETS</b>	<b>414,878</b>	<b>401,884</b>
<b>PROPERTY AND EQUIPMENT, AT COST</b>		
Machinery and equipment	366,460	359,596
Furniture, fixtures and leasehold improvements	16,836	16,836
Equipment under capital leases	371,332	371,332
	754,627	747,764
Accumulated depreciation and amortization	(575,960)	(530,921)
<b>TOTAL PROPERTY AND EQUIPMENT</b>	<b>178,667</b>	<b>216,843</b>
<b>OTHER ASSETS</b>		
Patents, net of accumulated amortization of \$0 (June 2016) and \$107,727 (September 2015)	-	-
Other assets	16,471	3,864
<b>TOTAL OTHER ASSETS</b>	<b>16,471</b>	<b>3,864</b>
<b>TOTAL ASSETS</b>	<b>610,017</b>	<b>622,591</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	163,287	133,298
Notes Payable	-	-
Accrued Liabilities	115,796	133,149
Current portion of capital lease obligations	20,038	27,564
<b>TOTAL CURRENT LIABILITIES</b>	<b>299,121</b>	<b>294,011</b>
Capital lease obligations	0	10,627
Revolving line of credit - non current	-	-
<b>TOTAL LIABILITIES</b>	<b>299,121</b>	<b>304,638</b>
<b>STOCKHOLDERS' EQUITY</b>		
Preferred Stock, \$0.10 par value - authorized 1,000,000 shares		
Preferred Stock- Class A \$3.50 cumulative convertible voting - issued and outstanding - 8,400 shares	870	870

Preferred Stock- Class B \$3.50 cumulative convertible voting - issued and outstanding - 300 shares	417	417
Preferred Stock- Class D 2% convertible - issued and outstanding - 4,167 shares	-	-
Common Stock, \$0.01 par value - authorized 50,000,000 shares, issued and outstanding – 31,586,984 and 31,586,984 (March 2017 and September 2016)	315,870	315,870
Additional paid-in capital	37,214,885	37,200,925
Accumulated deficit	(37,221,146)	(37,200,129)
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>310,896</b>	<b>317,953</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>610,017</b>	<b>622,591</b>

See notes to financial statements

**CONDENSED STATEMENTS OF OPERATIONS  
(UNAUDITED)**

<b>Revenue From Operations</b>	<b>Three Months Ended March 31,</b>		<b>Six Months March 31,</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
<b>Total Revenue</b>	<b>587,283</b>	<b>516,126</b>	<b>1,110,135</b>	<b>1,090,483</b>
<b>Cost of Goods Sold</b>	<b>283,622</b>	<b>261,972</b>	<b>554,189</b>	<b>576,963</b>
<b>Gross Profit</b>	<b>303,661</b>	<b>254,154</b>	<b>555,946</b>	<b>513,520</b>
Selling, General and Administrative Expenses	293,238	220,235	527,664	425,449
Depreciation and Amortization	22,520	28,884	45,039	186,797
<b>OPERATING PROFIT/(LOSS)</b>	<b>(12,097)</b>	<b>(5,035)</b>	<b>(16,757)</b>	<b>(98,726)</b>
<b>Other Income</b>	-	2,826	0	7,365
<b>Taxes</b>	800	800	800	800
<b>Interest Expense</b>	1,407	6,076	3,460	15,914
NET PROFIT/(LOSS) Before Non-recurring Event	(14,304)	985	(21,017)	(108,075)
<b>NET PROFIT/(LOSS) Adjusted for Non-recurring event</b>	<b>(14,304)</b>	<b>985</b>	<b>(21,017)</b>	<b>(108,075)</b>
Weighted average number of common shares outstanding	31,586,984	31,586,984	31,586,984	31,586,984

COMPUMED, INC.  
STATEMENTS OF STOCKHOLDER'S EQUITY

	Series A Stock		Series D Stock		Common Stock		Additional Paid In Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount			
<b>Balances at March 31, 2016</b>	<b>8,400</b>	<b>\$870</b>	<b>4,167</b>	<b>\$416.70</b>	<b>31,586,984</b>	<b>\$315,870.28</b>	<b>\$37,165,821.67</b>	<b>(\$37,173,775.85)</b>	<b>\$309,202.80</b>
Shares Issued									
Stock Based compensation							\$2,091.00		\$2,091.00
Net Profit								\$26,896.80	\$26,896.80
<b>Balances at June 30, 2016</b>	<b>8,400</b>	<b>\$870</b>	<b>4,167</b>	<b>\$416.70</b>	<b>31,586,984</b>	<b>\$315,870.28</b>	<b>\$37,167,912.67</b>	<b>(\$37,146,879.05)</b>	<b>\$338,190.60</b>
Shares Issued									
Stock Based compensation							\$33,012.00		\$33,012.00
Net Profit								(\$53,250.08)	(\$53,250.08)
<b>Balances at September 30, 2016</b>	<b>8,400</b>	<b>\$870</b>	<b>4,167</b>	<b>\$416.70</b>	<b>31,586,984</b>	<b>\$315,870.28</b>	<b>\$37,200,924.67</b>	<b>(\$37,200,129.13)</b>	<b>\$317,952.52</b>
Shares Issued									
Stock Based compensation							\$7,225.00		\$7,225.00
Net Profit								(\$6,712.20)	(\$6,712.20)
<b>Balances at December 31, 2016</b>	<b>8,400</b>	<b>\$870</b>	<b>4,167</b>	<b>\$416.70</b>	<b>31,586,984</b>	<b>\$315,870.28</b>	<b>\$37,208,149.67</b>	<b>(\$37,206,841.33)</b>	<b>\$318,465.32</b>
Shares Issued									
Stock Based compensation							\$6,735.00		\$6,735.00
Net Profit								(\$14,304.41)	(\$14,304.41)
<b>Balances at March 31, 2017</b>	<b>8,400</b>	<b>\$870</b>	<b>4,167</b>	<b>\$416.70</b>	<b>31,586,984</b>	<b>\$315,870.28</b>	<b>\$37,214,884.67</b>	<b>(\$37,221,145.74)</b>	<b>\$310,895.91</b>

**A- CONDENSED STATEMENTS OF CASH FLOWS**

	<b>Six Months Ending March 31,</b>	
	<b>2017</b>	<b>2016</b>
<b>CASH FLOW FROM OPERATING ACTIVITIES: Net Profit/(Loss)</b>	<b>(21,017)</b>	<b>(108,075)</b>
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock Based Compensation	13,960	5,148
Depreciation and write-offs	45,039	146,906
(Increase)/Decrease in accounts receivable	(41,538)	30,479
(Increase)/Decrease in inventories, prepaid expenses and other assets	(14,704)	52,640
Increase/(Decrease) in accounts payable and other liabilities	12,636	(147,560)
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(5,624)</b>	<b>(20,462)</b>
(Purchase)/ Sale of Patents		
(Purchase)/ Sale of property and Equipment	(6,864)	
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(6,684)</b>	
<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Payment on capital lease obligation	(18,154)	(62,852)
Equity proceeds	-	-
Proceeds from Notes Payable	-	30,000
<b>NET CASH PROVIDED BY/ (USED IN) FINANCING ACTIVITIES</b>	<b>(18,154)</b>	<b>(32,852)</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(30,642)</b>	<b>(53,314)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>125,633</b>	<b>117,782</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>\$ 94,991</b>	<b>\$ 64,468</b>

See notes to financial statements

COMPUMED, INC.  
NOTES TO CONDENSED FINANCIAL STATEMENTS

*Note A- Basis of Presentation and Accounting Policies*

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States for financial information. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. For further information, refer to the financial statements for the year ended September 30, 2013 and the notes thereto included in the Company's Annual Report posted at [www.otcmarkets.com](http://www.otcmarkets.com).

On March 25, 2011, the Company filed a Form-15 with the SEC to deregister its common stock and suspend its reporting obligations under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Company believes that the deregistering its common stock will reduce significant expenses associated with regulatory compliance and that will be able to reallocate our resources towards improving growth and profitability. Our stock is currently traded on the OTC Pink operated by OTCMarkets.

*Note B: Stockholder's Equity*

**CLASS A \$3.50 CUMULATIVE CONVERTIBLE VOTING PREFERRED STOCK:**

The holders of Class A Preferred Stock are entitled to receive, when and as declared by the Board of Directors, dividends at an annual rate of \$0.35 per share, payable quarterly. Dividends are cumulative from the date of issuance. Every two (2) shares of the Class A Preferred Stock are presently convertible, subject to adjustment, into one (1) share of Common Stock. In the event of any liquidation, the holders of the Class A Preferred Stock are entitled to receive \$2.00 in cash per share plus accumulated and unpaid dividends out of assets available for distribution to stockholders, prior to any distribution to holders of Common Stock or any other stock ranking junior to the Class A Preferred Stock. The Class A Preferred Stock may be redeemed by the Company, upon 30-days' written notice, at a redemption price of \$3.85 per share. Class A Preferred Stock stockholders have the right to convert their shares into Common Stock during such 30-day period. Shares of Class A Preferred Stock have one vote each. Shares of Class A Preferred Stock vote along with shares of Common Stock and shares of Class B Preferred Stock as a single class on all matters presented to the stockholders for action except as follows: Without the affirmative vote of the holder of a majority of the Class A Preferred Stock then outstanding, voting as a separate class, the Company may not (i) amend, alter or repeal any of the preferences or rights of the Class A Preferred Stock, (ii) authorize any reclassification of the Class A Preferred Stock, (iii) increase the authorized number of shares of Class A Preferred Stock or (iv) create any class or series of shares ranking prior to the Class A Preferred Stock as to dividends or upon liquidation. A total of 4,200 shares of Common Stock are currently issuable upon conversion of the remaining 8,400 shares of the Class A Preferred Stock.

#### CLASS B \$3.50 CONVERTIBLE VOTING PREFERRED STOCK:

In August 1994, the Company issued 52,333 shares of Class B \$3.50 Convertible Preferred Stock ("Class B Preferred Stock") in connection with the acquisition of certain property. The holders of Class B Preferred Stock are entitled to receive dividends only, when and as declared by the Board of Directors. Each share of Class B Preferred Stock is convertible, subject to adjustment, into ten (10) shares of Common Stock. In the event of any liquidation, the holders of the Class B Preferred Stock are entitled to receive \$3.50 in cash per share plus accumulated and unpaid dividends out of assets available for distribution to stockholders, prior to any distribution to holders of Common Stock or any other stock ranking junior to the Class B Preferred Stock. Each share of Class B Preferred Stock may be redeemed by the Company, upon 30-days' written notice, at a redemption price of \$3.85 per share. Class B Preferred Stock stockholders have the right to convert their shares into Common Stock during this 30-day period.

Shares of Class B Preferred Stock are entitled to one vote each. Shares of Class B Preferred Stock vote as a single class on all matters presented to the stockholders for action except as follows: Without the affirmative vote of the holder of a majority of the Class B Preferred Stock then outstanding, voting as a separate class, the Company may not (i) amend, alter or repeal any of the preferences or rights of the Class B Preferred Stock, (ii) authorize any reclassification of the Class B Preferred Stock, (iii) increase the authorized number of shares of Class B Preferred Stock or (iv) create any class or series of shares ranking prior to the Class B Preferred Stock as to dividends or upon liquidation. A total of 3,000 shares of Common Stock are currently issuable upon conversion of the remaining 300 shares of Class B Preferred Stock.

#### CLASS D VOTING PREFERRED STOCK:

On March 14, 2007, the Company closed a private placement of its securities to an institutional investor pursuant to the Securities Purchase Agreement. The Company sold to the investor 4,167 Units at a price of \$480 per Unit resulting in total proceeds of \$2,000,000. Each Unit consisted of one (1) share of the Company's Class D Preferred Stock as well as 1,000 Common Stock Purchase Warrants with an exercise price of \$0.30 per share. Pursuant to the Agreement, the Company issued all 4,167 shares of the authorized Class D Preferred Stock. Each share of Class D Preferred Stock is convertible at any time into 2,000 shares of the Company's common stock. The holder of each issued and outstanding share of Class D Preferred Stock will be entitled to receive a dividend in respect of each such share at the rate per share of \$9.60 per annum, payable on each of the first, second, third, and fourth anniversaries of March 12, 2007, commencing March 12, 2008. Dividend payments to each holder will be made in shares of the Company's common stock valued at the average Market Price over 20 trading days, as defined in the Certificate of Designation. In the event the dividends may not lawfully be paid by the issuance of the Company's common stock and may be lawfully paid in cash, the dividends will be paid in cash. In the event of any liquidation, dissolution or winding-up, either voluntarily or involuntarily, the holders of shares of the Class D Preferred Stock then issued and outstanding will be entitled to be paid out of the Company's assets available for distribution to its stockholders, whether from capital, surplus or earnings, before any payment shall be made to the holders of shares of the Company's common stock or upon any other series of the Company's Preferred Stock with a liquidation preference subordinate to the liquidation preference of Class D Preferred Stock, an amount per share equal to \$480 plus the dollar amount equal to all unpaid and accrued dividends and

interest thereon. In addition, a merger or consolidation with or into any other corporation, or a sale, lease, exchange, or transfer of all or any part of the Company's assets will be deemed a liquidation event unless no assets are distributed in respect of any class of the Company's capital stock in connection with, or as a result of, such merger or consolidation. The Class D Preferred Stock has the same voting rights as the Company's common stock except that each share of Class D Preferred Stock is entitled to 2,000 votes for vote allowed a share of the Company's common stock, however such amount will be proportionally adjusted in the event of a reverse or forward split of the Company's common stock.

Note C- Stock-Based Compensation

The Company accounts for stock options in accordance with FASB ASC Topic 718 using the modified prospective method. Under this method, compensation cost recognized includes: (a) compensation cost for all share-based payments granted prior to, but not yet vested as of October 1, 2006, based on the grant-date fair value estimated in accordance with guidance issued by the FASB amortized over the options' vesting period, and (b) compensation cost for all share-based payments granted subsequent to October 1, 2006, based on the grant-date fair value estimated in accordance with guidance issued by the FASB amortized over the options' vesting period.

	<b>March 31, 2017</b>	
	<b>Shares</b>	<b>Weighted- Average Exercise Price</b>
<b>Options outstanding, beginning of period</b>	<b>5,575,000</b>	<b>0.22</b>
Options exercised	-	-
Options granted	-	-
Options forfeited/canceled	-	-
Options outstanding, end of period	5,575,000	0.22
<b>Options exercisable, end of period</b>	<b>5,575,000</b>	<b>0.22</b>

Note D- Earnings Per Share

The Company reports its earnings (loss) per share in accordance with FASB ASC Topic 260. Basic loss per share is calculated using the net loss divided by the weighted average common shares outstanding. Shares from the assumed conversion of outstanding warrants, options and the effect of the conversion of the Class A Preferred Stock and Class B Preferred Stock are omitted from the computations of diluted loss per share because the effect would be anti-dilutive.

**Six months ended March 31, 2017**

Net Profit/(Loss)	<b>\$ (21,017)</b>
Less: preferred stock dividends	
<b>Net Profit/(Loss) available to common stockholders</b>	<b>\$ (21,017)</b>

Note E- Fair Value

The Company measures its financial assets and liabilities at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., exit price) in an orderly transaction between market participants at the measurement date. Additionally, the Company is required to provide disclosure and categorize assets and liabilities measured at fair value into one of three different levels depending on the assumptions (i.e., inputs) used in the valuation. Level I provides the most reliable measure of fair value while Level III generally requires significant management judgment. Financial assets and liabilities are classified in their entirety based on the lowest level of input significant to the fair value measurement. The fair value hierarchy is defined as follows:

<b>Level Input</b>	<b>Input Definition:</b>
Level I	Inputs are adjusted, quoted prices for identical assets or liabilities in active markets at the measurement date
Level II	Inputs, other than quoted prices included in Level 1, that are observable for the asset or liability through collaboration with market data or measurement
Level III	Unobservable inputs that reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date.

The following table summarizes fair value measurements by level at March 31, 2017 for assets and liabilities measured at fair value on a recurring basis:

	<b>Level I</b>	<b>Level II</b>	<b>Level III</b>	<b>Total</b>
Cash and cash equivalents	\$94,991	\$ -	\$ -	\$94,991
Total assets	\$94,991	\$ -	\$ -	\$94,991

For certain of the Company's financial instruments, including accounts receivable, accounts payable and accrued liabilities, the carrying amounts approximate fair value due to their short maturities.

Note G- Commitments and Contingencies

The Company has capital leases for machinery and equipment that expires between now and 2018. On January 1, 2016, the Company entered into a new lease in the existing office location expiring on February 28, 2017. Under the new lease, the Company occupies 2,318 square feet of space at \$3,462 per month.

<u>Fiscal Year Ending</u>	<u>Capital Lease</u>	<u>Operating Leases</u>
2017	11,402	39,660
2018	11,402	21,932
2019	-	-
2020	-	-
	<u>22,804</u>	<u>61,592</u>
Less amount representing interest	<u>2,766</u>	
Net minimum lease payment	<u>20,038</u>	
Less current portion	<u>20,038</u>	
Present value of net minimum payment, less current portion	<u>0</u>	

The interest rates on capital lease outstanding as of March 31, 2017 was 24.5%

Rental expenses under operating leases for the six months ended March 31, 2017 and 2016 were \$25,020 and \$46,080 respectively.

**Management's Discussion and Analysis or Plan of Operation**

Safe Harbor for Forward -Looking Statements

This report contains forward-looking statements, including, without limitation, statements concerning our possible or assumed future results of operations. These statements are preceded by, followed by or include the words "believes," "could," "expects," "intends," "anticipates," or similar expressions. Our actual results could differ materially from those anticipated in the forward-looking statements for many reasons including, but not limited to, product and service demand and acceptance, changes in technology, ability to raise capital, the availability of appropriate acquisition candidates and/or business partnerships, economic conditions, the impact of competition and pricing, capacity and supply constraints or difficulties, government regulation and other risks described in our annual report files with

the OTC Pink operated by OTCMarkets. Although we believe the expectations reflected in the forward-looking statements are reasonable, they relate only to events as of the date on which the statements are made, and our future results, levels of activity, performance or achievements may not meet these expectations. We do not intend to update any of the forward-looking statements after the date of this document to conform these statements to actual results or to changes in our expectations, except as required by law.

Statements contained in this report, such as statements about revenue, operations, and earnings growth and other financial results are forward-looking statements pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All such forward-looking statements including statements concerning the Company's plans, objectives, expectations and intentions are based largely on management's expectations and are subject to and qualified by risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. These statements are subject to uncertainties and risks including, without limitation, product and service demand and acceptance, changes in technology, ability to raise capital, the availability of appropriate acquisition candidates and/or business partnerships, economic conditions, the impact of competition and pricing, capacity and supply constraints or difficulties, government regulation and other risks identified in the Company's filings with the Securities and Exchange Commission and OTCPink operated by OTCMarkets. These cautionary statements expressly qualify all such forward-looking statements. The Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect events, conditions or circumstances on which any such statement is based after the date hereof, except as required by law.

### **Results of Operations For The Quarter Ended March 31, 2017 Compared To Quarter Ended March 31, 2016**

CompuMed finished the second quarter FY 2017 with \$14,304 in net loss compared to a net profit of \$985 in the same quarter a year ago. The Company had an operating loss of \$12,097 for the second quarter 2017 compared to an operating profit of \$5,035 for the same quarter of 2016.

**Total Revenue** for the second quarter of 2017 increased by 14% to \$587,283 from \$516,126 for the same quarter of fiscal 2016 and for the six months ended March 31, 2017 revenue increased by 2% to \$1,110,135 from \$1,090,483 for the same period of 2016. The increase in revenue for the current quarter compared to the same quarter a year ago is primarily due to higher equipment sales; increase in overreads and diagnostic study interpretation services; and additional equipment rentals. The timing of sales for both OsteoGram and equipment is unpredictable.

**Cost of Goods** for the second quarter ended 2017 increased by 8% to \$283,622 from \$261,972 for the same quarter of 2016 and for the six months ended March 31, 2017 it decreased by 4% to \$554,189 from \$576,963 for the same period of 2016. The increase for the current quarter compared to prior year quarter is primarily related to the increase in revenue in

physician interpretation variable costs directly related to the diagnostic study interpretations revenue and equipment cost of goods. The slight decrease for the six months ended is due to some products with increases in revenue have higher gross profits.

**Selling, General and Administrative Expenses** for the second quarter ended 2017 increased by 33% to \$293,238 from \$220,235 for the same period of 2016 and for the six months ended March 31 2017 it increased by 24% to \$527,664 from \$425,449 for the same period of 2016. The increase for the three months is primarily due to costs associated with investment in technology and marketing such as trade shows and conferences. The increase for the six months is primarily related to software development costs for OsteoGram required for China distributor's customers; costs associated with investment in technology and marketing such as trade shows and conferences.

**Interest Expense** for the second quarter ended 2017 decreased by 77% to \$1,048 from \$6,076 for the same period of 2016 and for the six months ended March 31, 2017 it decreased by 78% to \$3,461 from \$15,914 for the same period 2016. The decrease is primarily related to there is only one capital lease remaining and payment is weighted to mostly principle versus interest.

### **Financial Condition, Liquidity and Capital Resources**

#### *Operations*

At March 31, 2017, we had \$94,991 in cash compared to a balance of \$125,633 at September 30, 2016, a net decrease of \$30,642.

The Company's cash used in operating activities for the six months ended March 31, 2017 was \$5,624.

Cash used in investing activities was \$6,864 for the six months ended March 31, 2017.

Cash used in financing activities was \$18,154 for the six months ended March 31, 2017. This was related to payments towards capital lease obligations.

The Company anticipates that its cash flow from operations and available cash will be sufficient to meet its anticipated financial needs for at least the next 12 months assuming that no significant downturn in its business occurs. There can be no guarantee that the Company will achieve this result, however, resulting in the Company needing to raise additional capital in the future or draw down on its available credit line. Such sources of financing might not be available on reasonable terms or at all. Failure to raise capital when needed could adversely impact the Company's business, operating results and liquidity. Additionally, the Company may find it desirable to raise additional equity capital to accelerate its strategic objectives. However, there can be no guarantees that the Company will be able to do so or that such capital will be available. If additional funds were raised through the issuance of equity securities, the percentage of ownership of existing stockholders would be reduced. Furthermore, these equity securities might have rights, preferences or privileges senior to the Company's Common Stock. The Company's Common stock is currently quoted on OTC Pink

operated by OTC Markets, which may make it more difficult to raise funds through the issuance of equity securities. These additional sources of financing may not be available on acceptable terms, if at all. Additionally, we are exploring joint ventures, acquisitions and other forms of strategic transactions, which might cause us to require additional capital. The Company plans to make use of its existing credit facility for such transactions. However, there is no guarantee that the Company will be able to enter in such a transaction or that it would be at terms consistent with the available credit facility.

#### Capital Commitments

Our primary capital resource commitments at December 31, 2016 consist of capital and operating lease commitments, primarily for ECG equipment and our corporate office facility.

#### Financing Activities

None.

#### Material Trends and Uncertainties

The marketplace acceptance of peripheral densitometry equipment is still limited, and subject to complex scientific, clinical, reimbursement and policy-making factors which are constantly evolving. It is difficult to predict if any of these factors will create material barriers to our ability to expand the Skeletal Health business. Additionally, these factors are different in various foreign markets. The overall business is also competitive and a number of competitive technologies are emerging that may hinder the acceptance of our product in the marketplace. We have invested heavily to help our channel partners develop the expertise to position and sell our products effectively, however, we have not yet seen material results from that effort and there are no guarantees that we will be successful.

The telemedicine business is very competitive and we rely significantly on certain contracts with individual state governments. While we have a good track record of renewing contracts, many customers reserve the rights to cancel such contracts under a broad base of options. We experience some declines of customer usage of our services at various times for a variety of reasons. A loss of some of these contracts could be material for the Company. Additionally, it is possible that competitive pressures may force us to lower our prices, which could adversely affect our overall revenues as well as our gross profits.

We are also vulnerable to potential state government budget constraints. The Company receives significant revenues from state correctional contracts and any significant decreases in the amounts allocated to the annual healthcare budgets in various state governments could adversely affect us.

Many policies relating to telemedicine regulatory and licensing oversight are evolving often on a state-by-state basis. We might be forced to change or cease offering certain services if some of the regulatory or licensing landscape changes. This could have a material effect on our business.

If our revenues should be impacted materially by some of these negative trends, we might have to draw on our credit line or seek equity capital to meet short-term liquidity needs. Both of those events might be dilutive to our shareholders. Additionally, we might not meet all of the conditions and criteria to affect a drawdown on the credit facility or to be able to secure suitable equity funding from an investor. In such an event, the Company might be forced to significantly reduce its operations or abandon some or all of its activities.

Off-Balance Sheet Arrangements

None.

Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations, including the discussion on liquidity and capital resources, are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we re-evaluate our estimates and judgments, particularly those related to the determination of the estimated recoverable amounts of trade accounts receivable, impairment of long-lived assets and deferred tax valuation allowance. We believe the following critical accounting policies require our more significant judgment and estimates used in the preparation of the financial statements:

We maintain an allowance for doubtful accounts for estimated losses that may arise if any of our customers are unable to make required payments. Management specifically analyzes the age of customer balances, historical bad debt experience, customer credit-worthiness, and changes in customer payment terms when making estimates of the collectability of our trade accounts receivable balances. If we determine that the financial conditions of any of our customers deteriorated, whether due to customer specific or general economic issues, increases in the allowance may be made. Accounts receivable are written off when all collection attempts have failed.

We review our long-lived assets and certain identifiable intangibles for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. Recoverability of long-lived and amortizable intangible assets to be held and used is measured by a comparison of the carrying amount of an asset to the future operating cash flows expected to be generated by the asset. If these assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying value of the assets exceeds their fair value.

Revenue is recognized as the following criteria have been met: (1) persuasive evidence of an arrangement exists, (2) the product has been delivered or the services have been rendered, (3) the fee is fixed or determinable, and (4) collectability of the fee is reasonably assured.

Cardiology Services are comprised of primarily ECG processing/overreads, Echo/ultrasound interpretations, and rental fees. ECG services and diagnostic interpretations revenue is recognized monthly on a per-usage basis after the services are performed. Equipment rental revenue is recognized monthly over the terms of the customer's agreement.

Medical device and supplies sales revenue is recognized upon shipment of the products and passage of title to the customer.

Income taxes are accounted for under the asset and liability method. Under this method, to the extent that we believe that the deferred tax asset is not likely to be recovered, a valuation allowance is provided. In making this determination, we consider estimated future taxable income and taxable timing differences expected to reverse in the future. Actual results may differ from those estimates.

*Other Information*

None

*Subsequent Events*

None