JAMBA, INC.
Form S-8
December 05, 2006

As filed with the Securities and Exchange Commission on December 5, 2006

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

JAMBA, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	20-2122262
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

1700 17th Street
San Francisco, California 94103

(Address, Including Zip Code, of Principal Executive Offices)

JAMBA JUICE COMPANY AMENDED AND RESTATED 1994 STOCK INCENTIVE PLAN

JAMBA JUICE COMPANY 2001 EQUITY INCENTIVE PLAN

JAMBA, INC. 2006 EMPLOYEE, DIRECTOR AND CONSULTANT STOCK PLAN

(Full Titles of the Plan)

Paul E. Clayton
Chief Executive Officer
Jamba, Inc.
1700 17th Street
San Francisco, California 94103
(415) 865-1100

(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered[1]	Proposed Maximum Offering Price Per Share[2]	Proposed Maximum Aggregate Offering Price[2]	Amount of Registration Fee
Common Stock, $0.001 par value	1,434,729 shares	$ 3.96	$5,681,526.84	$ 607.92
Common Stock, $0.001 par value	5,000,000 shares	$10.80	$ 54,000,000	$5,778.00

(1) The number of shares of common stock, par value $.001 per share (''Common Stock''), stated above consists of the aggregate number of shares which may be sold (i) upon the exercise of options which have been granted under the Jamba Juice Company Amended and Restated 1994 Stock Incentive Plan and the Jamba Juice Company 2001 Equity Incentive Plan and (ii)upon the exercise of options or issuance of stock awards which may hereafter be granted under the Jamba, Inc. 2006 Employee, Director and Consultant Stock Plan. The maximum number of shares which may be sold upon the exercise of such options or issuance of stock awards granted under the plans is subject to adjustment in accordance with certain anti-dilution and other provisions of the plans. Accordingly, pursuant to Rule 416 under the Securities Act of 1933, as amended (the ''Securities Act''), this Registration Statement covers, in addition to the number of shares stated above, an indeterminate number of shares which may be subject to grant or otherwise issuable after the operation of any such anti-dilution and other provisions.

(2) This calculation is made solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(c) and (h) under the Securities Act as follows: (i) in the case of shares of Common Stock which may be purchased upon exercise of outstanding options, the fee is calculated on the basis of the price at which the options may be exercised; and (ii) in the case of shares of Common Stock for which options have not yet been granted and/or stock awards have not yet been issued and the price of which is therefore unknown, the fee is calculated on the basis of the average of the high and low sale prices per share of the Common Stock on the American Stock Exchange as of a date (December 1, 2006) within five business days prior to filing this Registration Statement.

EXPLANATORY NOTE

Pursuant to a certain Agreement and Plan of Merger, dated as of March 10, 2006, as amended, by and among the Registrant, JJC Acquisition Company, a wholly-owned subsidiary of the Registrant, and Jamba Juice Company (''Jamba''), on November 29, 2006, the Registrant assumed all options to purchase Jamba common stock then outstanding under the Jamba Juice Company Amended and Restated 1994 Stock Incentive Plan (the ''1994 Plan'') and the Jamba Juice Company 2001 Equity Incentive Plan (the ''2001 Plan''). In conjunction with its assumption of those options, the Registrant is registering on this Registration Statement an aggregate of 1,414,969 shares under the 1994 Plan and an aggregate of 19,760 shares under the 2001 Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated herein by reference:

1. The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2005, as filed on March 28, 2006.
2. The Amendment to the Registrant's Annual Report on Form 10-K/A for the fiscal year ended December 31, 2005, as filed on August 3, 2006.
3. The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 30, 2006, as amended.
4. The Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006.
5. The Registrant's Amended Quarterly Report on Form 10-Q/A for the quarter ended September 30, 2005.
6. The Registrant's Current Report on Form 8-K, filed with the Commission on March 13, 2006.
7. The Registrant's Current Report on Form 8-K, filed with the Commission on March 16, 2006.
8. The Registrant's Current Report on Form 8-K, filed with the Commission on March 22, 2006.
9. The Registrant's Current Report on Form 8-K, filed with the Commission on April 17, 2006.
10. The Registrant's Current Report on Form 8-K, filed with the Commission on June 30, 2006.
11. The Registrant's Current Report on Form 8-K, filed with the Commission on July 21, 2006.
12. The Registrant's Current Report on Form 8-K, filed with the Commission on August 3, 2006, as amended on September 1, 2006 and November 7, 2006.
13. The Registrant's Current Report on Form 8-K, filed with the Commission on September 1, 2006.
14. The Registrant's Current Report on Form 8-K, filed with the Commission on November 7, 2006.
15. The Registrant's Current Report on Form 8-K, filed with the Commission on November 8, 2006.
16. The Registrant's Amendment No. 2 to the Current Report on Form 8-K/A, filed with the Commission on November 7, 2006.
17. The Registrant's Current Reports on Form 8-K, filed with the Commission on December 5, 2006.
18. The description of the Company's common stock contained in the Company's registration statement on Form 8-A under the Exchange Act (File No. 001-32552), including amendments or reports filed for the purpose of updating such description.

All reports and other documents filed by the Registrant after the date hereof pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such reports and documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The validity of the issuance of the shares of common stock registered under this Registration Statement has been passed upon for the Registrant by DLA Piper US LLP.

Item 6. Indemnification of Directors and Officers.

Incorporated by reference from the Registrant's Registration Statement on Form S-1, File No. 333-122812.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

(4.1) Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 1, 2006).
(4.2) Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 1, 2006).
(4.3) Amended and Restated By-laws of the Company (incorporated by reference to exhibit 3.3 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 1, 2006).
(4.4) Specimen Common Stock Certificate (incorporated by reference to exhibits of the same number filed with the Registrant's Registration Statement on Form S-1 or amendments thereto (File No. 333-122812)).
(5) Opinion of DLA Piper US LLP as to the legality of shares being registered.
(23.1) Consent of DLA Piper US LLP (included in opinion of counsel filed as Exhibit 5).
(23.2) Consent of Rothstein, Kass & Company, P.C.
(23.2) Consent of Deloitte & Touche LLP

(24) Power of Attorney to file future amendments (set forth on the signature page of this Registration Statement).
(99.1) Jamba, Inc. 2006 Employee, Director and Consultant Stock Plan (incorporated by reference to Exhibit 10.18 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 1, 2006).
(99.2) Jamba Juice Company Amended and Restated 1994 Stock Incentive Plan (incorporated by reference to Exhibit 10.16 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 1, 2006).
(99.3) Jamba Juice Company 2001 Equity Incentive Plan (incorporated by reference to Exhibit 10.17 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 1, 2006).

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set

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forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) (§ 230.424(b) of this chapter) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the ‘‘Calculation of Registration Fee’’ table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, That:

(A) Paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8 (§ 230.16b of this chapter), and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)) that are incorporated by reference in this registration statement; and

(B) Paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if the registration statement is on Form S-3 (§ 239.13 of this chapter) or Form F-3 (§ 239.33 of this chapter) and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) (§ 230.424(b) of this chapter) that is part of the registration statement.

(C) Provided further, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is for an offering of asset-backed securities on Form S-1 (§ 239.11 of this chapter) or Form S-3 (§ 239.13 of this chapter), and the information required to be included in a post-effective amendment is provided pursuant to Item 1100(c) of Regulation AB (§ 229.1100(c)).

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b)

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is,

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therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in San Francisco, California on December 5, 2006.

JAMBA, INC.
By: /s/ Paul E. Clayton
Paul E. Clayton
Chief Executive Officer

Each person whose signature appears below constitutes and appoints Paul E. Clayton and Donald D. Breen, and each of them singly, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of Jamba, Inc., and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/Paul E. Clayton Paul E. Clayton	Chief Executive Officer and Director (Principal Executive Officer)	December 5, 2006
/s/Donald D. Breen Donald D. Breen	Chief Financial Officer and (Principal Financial and Accounting Officer)	December 5, 2006
/s/ Steven R. Berrard Steven R. Berrard	Director	December 5, 2006
/s/ Thomas C. Byrne Thomas C. Byrne	Director	December 5, 2006
/s/ Richard L. Federico Richard L. Federico	Director	December 5, 2006
/s/ Robert C. Kagle Robert C. Kagle	Director	December 5, 2006
/s/ Craig J. Foley Craig J. Foley	Director	December 5, 2006
/s/ Brian Swette Brian Swette	Director	December 5, 2006
/s/ Ramon Martin-Busutil Ramon Martin-Busutil	Director	December 5, 2006

Jamba, Inc.

INDEX TO EXHIBITS FILED WITH
FORM S-8 REGISTRATION STATEMENT

Exhibit Number	Description
(4.1)	Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 1, 2006).
(4.2)	

	Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 1, 2006).
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(5)	Opinion of DLA Piper US LLP as to the legality of shares being registered.
(23.1)	Consent of DLA Piper US LLP (included in opinion of counsel filed as Exhibit 5).
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licensees in the entertainment and toy products market will produce increased revenues for the Company in future periods, nor can the timing of any potential revenue increases be predicted, particularly given the uncertain economic conditions currently being experienced worldwide.

Gross profit increased to $451,100, or approximately 63% of revenues, in 2011 from $383,200, or approximately 58% of revenues, in 2010. Licenses, royalties and fees have historically carried a higher gross profit than product sales, which generally consist of supplies or other manufactured products that incorporate the Company s technologies or equipment used to support the application of its technologies. These items (except for inks which are manufactured by the Company) are generally purchased from third-party vendors and resold to the end-user or licensee and carry a lower gross profit than licenses, royalties and fees. The higher gross profit in 2011 compared to 2010 reflects higher product sales along with a favorable mix of product sales as well as cost reductions implemented during the second quarter of 2010.

Table of Contents

Index to Financial Statements

As the variable component of cost of revenues related to licenses, royalties and fees is a low percentage of these revenues and the fixed component is not substantial, period to period changes in revenues from licenses, royalties and fees can significantly affect both gross profit from licenses, royalties and fees as well as overall gross profit. Primarily due to the cost reductions initiated in the second quarter of 2010, the gross profit from licenses, royalties and fees increased to approximately 84% of revenues from licenses, royalties and fees in 2011 from approximately 82% in 2010.

Gross profit, expressed as a percentage of revenues, of product and other sales is dependent on both the overall sales volumes of product and other sales and on the mix of the specific goods produced and/or sold. As a result of both increased ink sales, favorable product mix and cost reductions initiated in the second quarter of 2010, the gross profit from product and other sales increased to approximately 40% of revenues in 2011 compared to approximately 27% of revenues from product and other sales in 2010.

Research and development expenses decreased to $113,700 in 2011 from $132,300 in 2010. The decrease in 2011 compared 2010 is due primarily to a staff reduction in the second quarter of 2010.

Sales and marketing expenses increased to $167,300 in 2011 from $152,800 in 2010. The increase in 2011 compared to 2010 is due primarily to higher commission expenses on the higher level of revenues, relocation expenses related to the relocation of a key sales and marketing employee from North Carolina to Pennsylvania and higher travel expenses.

General and administrative expenses increased to $353,800 in 2011 from $332,500 in 2010. The increase in 2011 compared 2010 is due primarily to higher patent related expenses and professional fees offset in part by lower insurance costs in 2011 compared to 2010.

Other income (expenses) includes, in 2011, (i) a license transfer fee of $60,000, net of commission expense of $6,000, received in connection with the sale by a licensee in the entertainment and toy products market of an operating division that included, with the Company s consent, assignment of the technology license with the Company to another business in the entertainment and toy products market during the third quarter of 2011; (ii) the reversal of approximately $74,700 of accounts payable and related accrued expenses related to invoices received during 2001 from a professional services business that provided legal services to the Company that the Company, with legal counsel, has determined to be no longer statutorily payable as the statute of limitations to bring a claim has expired; and (iii) the reversal of a total of $38,000 of accrued expenses related to (x) potential reimbursement of expenses to members of a group who in 1999 succeeded in electing four members to the Company s Board of Directors and (y) the purchase of equipment in 2007 for which an invoice was never submitted by the supplier that the Company, with legal counsel, has determined to be no longer statutorily payable as the applicable statutes of limitations to bring such claims have expired. Additionally, other income (expenses) includes interest on funds borrowed under the Company s line of credit with a bank and on unsecured loans from five individuals. Also included in other income (expenses) are financing costs related to warrants issued in 2011 and 2010 primarily in conjunction with unsecured loans received during those periods.

The lower net loss of $27,300 in 2011 compared to the net loss of $245,100 in 2010 resulted primarily from a higher gross profit on a higher level of revenues and other income including a technology license transfer fee and the reversal of accounts payable and accrued expenses that are no longer statutorily payable offset in part by higher operating expenses in 2011 compared to 2010.

Management of the Company does not believe that inflation and changing prices have had a significant effect on its revenues and results of operations during the years ended December 31, 2011 and December 31, 2010.

Plan of Operation, Liquidity and Capital Resources

The Company s cash increased to $22,900 at December 31, 2011 from $10,600 at December 31, 2010. During 2011, the Company generated $19,300 from its operating activities, received $18,000 from the sale of 335,337 shares of its common stock and borrowed $17,000 from two individuals, one of whom is a director of the Company. The Company repaid the loans and also repaid $25,000 of its line of credit with a bank.

Table of Contents

Index to Financial Statements

In 2011, the Company s revenues increased primarily as a result of license fees generated from a license signed in mid-2010 with a licensee in the entertainment and toy products market, sales of ink to the licensed printers of the Company s licensees in the entertainment and toy products market and license and royalty revenues from a new licensee signed in the first quarter of 2011. Primarily as a result of higher revenues, favorable product mix, a license transfer fee received from a licensee, the reversal of certain liabilities and the positive effect of certain cost reductions in 2010, the Company recorded a significantly lower net loss of $27,300 in the year ended December 31, 2011 and had positive operating cash flow of $19,300 during that period. At December 31, 2011, the Company had negative working capital of $338,100 and stockholders deficiency of $334,400. For the full year of 2010, the Company had a net loss of $245,100 and had negative operating cash flow of $170,200 during the year. At December 31, 2010, the Company had negative working capital of $343,000 and stockholders deficiency of $333,400.

During 2010, the Company accepted an offer by a bank to repay the then outstanding balance of $100,000 under its line of credit, received in 2008, with that bank in forty-eight equal monthly installments, plus interest, beginning in October 2010. As of December 31, 2011, the balance on the line of credit had been reduced to $68,750. During 2010 and 2011, the Company received unsecured loans totaling $67,500 from five individuals and, through December 31, 2011, repaid $17,000 of those amounts borrowed and converted $6,500 of the principal and approximately $700 of accrued interest into 159,088 shares of its common stock. Additionally, in 2010, 2011 and 2012 through the date of this report, the Company raised approximately $129,600 through the sale of 3,423,416 shares of its common stock. These borrowings and sales of common stock have allowed the Company to remain in operation through the current date.

Management of the Company believes that it will need to obtain additional capital in the near future to support its working capital requirements associated with its existing revenue base and to fund operating losses that it believes may continue through 2012 related to the uncertainty associated with the worldwide economic downturn. There can be no assurances that the Company will be successful in obtaining sufficient additional capital, or if it does, that the additional capital will enable the Company to return its business to profitability and develop new revenue sources to have a material positive effect on the Company s operations and cash flow. The Company believes that without additional investment, it may be forced to cease operations in the near future.

There can be no assurances that the Company will be successful in obtaining additional investment. There can be no assurances that revenues in future periods will be sustained at levels that will allow it to maintain positive cash flow.

The Company continues to maintain a cost containment program including curtailment, where possible, of discretionary research and development and sales and marketing expenses. In the second quarter of 2010, the Company reduced it staff by two full-time individuals.

The Company s plan of operation for the twelve months beginning with the date of this annual report consists of concentrating available human and financial resources to continue to capitalize on the specific business relationships the Company has developed in the entertainment and toy products market, including a new licensee with a significant presence in the entertainment and toy products market added as a result of the assignment, with the Company s consent, of a technology license by a former licensee late in the third quarter of 2011, a licensee added in 2010 whose initial line of products that incorporate the Company s technologies are now available for purchase in certain retail outlets in the United States, an additional licensee added in the first quarter of 2011 and a new licensee with a major presence in the entertainment and toy products market with whom a multi-year license was signed in February 2012. The two most recently added licensees in the entertainment and toy products market are well known and highly regarded participants in this market with significantly greater market recognition and retail distribution in this market than the licensee who previously held the license for these specific technologies. The Company plans to continue developing applications for these licensees while expanding its licensee base in the entertainment and toy market. Additionally, the Company believes that revenue growth in the retail loss prevention market can be achieved through increased royalties and security ink sales to its licensees in this market. The Company will continue to adjust its production and technical staff as necessary. The Company will also, subject to available financial resources, invest in capital equipment needed to support potential growth in ink production requirements beyond its current capacity. Additionally, the Company will pursue opportunities to market its current technologies in specific security and non-security markets.

Table of Contents

Index to Financial Statements

The Company has received and continues to seek additional capital, in the form of debt, equity or both, to support its working capital requirements. There can be no assurances that the Company will be successful in raising additional capital, or that such additional capital, if obtained, will enable the Company to generate additional revenues and positive cash flow.

The Company generates a significant portion of its total revenues from licensees in the entertainment and toy products market. These licensees generally sell their products through retail outlets. During the year, such sales may be adversely affected by a continuation of the slowdown in consumer spending that was experienced from 2009 to 2011 due to the current negative economic environment. As a result, the Company s revenues, results of operations and liquidity may continue to be negatively impacted as they were in previous years.

Risk Factors

The Company s operating results, financial condition and stock price are subject to certain risks, some of which are beyond its control. These risks could cause the Company s actual operating and financial results to differ materially from those expressed in its forward looking statements, including the risks described below and the risks identified in other documents which are filed and furnished with the SEC:

Access to Capital. The Company anticipates that it will need to raise capital in the near future to fund its historical and new business operations. The crisis in the financial markets that commenced in 2007 has caused serious deterioration in the net worth and liquidity of many investors, including that of potential investors in the Company, and seriously eroded investor confidence in general making it more difficult for the Company to raise capital. If the Company is unable to secure capital in the near future, in the form debt, equity or both, it may be forced to cease operations. There can be no assurances that the Company will be successful in obtaining additional investment in sufficient amounts to fund its ongoing business operations.

Line of Credit. The Company has a line of credit with a bank that, at its inception, allowed the Company to borrow a maximum of $100,000. In August 2010, after the bank indicated that it would not renew the line of credit, the Company accepted an offer by the bank to repay the then outstanding loan balance of $100,000 in forty-eight equal monthly installments of $2,083, plus interest, beginning in October 2010 and maturing in September 2014. During 2010 and 2011, the Company incurred unsecured loans totaling $67,500 from five individuals, repaid $17,000 of these loans and converted $6,500 of these loans, along with approximately $700 of accrued interest, into 159,088 shares of the Company s common stock. The incurrence of these unsecured loans constituted a violation of certain covenants of the Company s line of credit with the bank. Under the terms of the line of credit agreement, this covenant violation is an event of default whereby the bank has certain rights, including the right to require the Company to immediately repay the entire outstanding loan balance. Should the bank impose a requirement for immediate repayment of the entire outstanding loan balance, which was $68,750 at December 31, 2011, this could have a material adverse effect on the Company s financial condition.

Dependency on Major Customers. The Company is dependent on its licensees to develop new products and markets that will generate increases in its licensing and product revenues. The inability of the Company s licensees to maintain at least current levels of sales of products utilizing the Company s technologies could adversely affect the Company s operating results and cash flow. To the extent the Company s licensees are adversely affected by the current economic downturn, the Company s revenues may also be negatively impacted. The Company has derived a significant percentage of its revenues through a licensing relationship with a major customer. Revenues obtained directly from this customer and indirectly, through the customer s third party licensed printer, equaled approximately 41% of the Company s revenues in 2011. The Company also has, from time to time, substantial receivables from these businesses. Late in the third quarter of 2011, this customer sold the operating division that utilized a technology license with the Company to a business with a significant presence in the entertainment and toy products market and, with the Company s consent, assigned the technology license to the purchaser. In January 2012, the Company negotiated a new six-year license, containing guaranteed royalties for 2012, with the purchaser of the license which permits this licensee to exclusively market a specific line of products incorporating the Company s technologies through a specific distribution channel but permitting the Company to license the covered technologies to others for applications and sale through channels of distribution not available to this licensee under the terms of the new license. In February 2012, the Company negotiated a license, expiring in 2015

Table of Contents

Index to Financial Statements

and containing guaranteed minimum royalties over the term of the license, with another new licensee who also has a significant presence in the entertainment and toy products market that permits this licensee to exclusively market products with other characteristics that incorporate the Company s technologies through a distinctly different channel of distribution. These two licensees are well known and highly regarded participants in the entertainment and toy products market with significantly greater market recognition and retail distribution in this market than the licensee who previously held the license for these specific technologies. The agreements with both licensees contain renewal options but there can be no assurances that the licenses will continue in force at the same or more favorable terms beyond their current termination dates, nor can there be any assurances that the relationships with these two new licensees will generate revenues for the Company equal to or greater than its former licensee who previously marketed products incorporating the Company s technologies in the entertainment and toy products market.

Possible Inability to Develop New Business. While the Company raised cash through additional capital investment and borrowings under its line of credit in 2009 and loans from individuals in 2010 and 2011, it limited increases in its operating expenses and reduced its operating expenses when possible. Management of the Company believes that any significant improvement in the Company s cash flow must result from increases in revenues from traditional sources and from new revenue sources. The Company s ability to develop new revenues may depend on the extent of both its marketing activities and its research and development activities, both of which are limited. There are no assurances that the resources that the Company can devote to marketing and to research and development will be sufficient to increase its revenues to levels that will enable it to return to and maintain positive operating cash flow in the future.

Inability to Obtain Raw Materials and Products for Resale. The Company s adverse financial condition has required it from time to time to significantly defer payments due to (i) vendors who supply raw materials and other components of its security inks and (ii) providers of professional and other services. As a result, the Company is required to pay cash in advance of shipment to certain of its suppliers. The inability to obtain materials on a timely basis and the possibility that certain vendors may permanently discontinue supplying the Company with needed products and services may result in delayed shipments to customers and further impact the Company s ability to service its customers, thereby adversely affecting the Company s relationships with its customers and licensees. There can be no assurances that the Company will be able to maintain its vendor relationships in an acceptable manner.

Uneven Pattern of Quarterly and Annual Operating Results. The Company s revenues, which are derived primarily from licensing and sales of products incorporating its technologies as well as royalties from these products, are difficult to forecast; such forecasting difficulty is due to, among other reasons, the long sales cycle of the Company s technologies, the potential for customer delay or deferral of implementation of the Company s technologies, the size and timing of inception of individual license agreements, the success of the Company s licensees and strategic partners in exploiting the market for the licensed products, modifications of customer budgets, and uneven patterns of royalty revenue and product orders. As the Company s revenue base is not substantial, delays in the finalization of license contracts, the implementation of the technology to initiate the revenue stream and the ordering decisions of customers can have a material adverse effect on the Company s quarterly and annual revenue expectations. As the Company s operating expenses are substantially fixed, income expectations will be subject to a similar adverse outcome. As licensees for the entertainment and toy products markets are added, the predictability of the Company s revenue stream may be further impacted.

Volatility of Stock Price. The market price for the Company s common stock has historically experienced significant fluctuations and may continue to do so. With the exception of 2007, from its inception, the Company has operated at a loss and has not produced revenue levels traditionally associated with publicly-traded companies. The Company s common stock is not listed on a national or regional securities exchange and, consequently, the Company receives limited publicity regarding its business achievements and prospects. Additionally, securities analysts and traders do not extensively follow the Company s stock and its stock is thinly traded. The Company s market price may be affected by announcements of new relationships or modifications to existing relationships. The stock prices of many developing public companies, particularly those with small capitalizations, have experienced wide fluctuations not necessarily related to operating performance. Such fluctuations may adversely affect the market price of the Company s common stock.

Intellectual Property. The Company relies on a combination of protections provided under applicable international patent, trademark and trade secret laws. The Company also relies on confidentiality, non-analysis and licensing

agreements to establish and protect its rights in its proprietary technologies. While the Company actively attempts to protect these rights, its technologies may be compromised through reverse engineering or other means. In addition, the Company s ability to enforce its intellectual property rights through appropriate legal action has been and will continue to be limited by its adverse liquidity. There can be no assurances that the Company will be able to protect the basis of its technologies from discovery by unauthorized third parties or to preclude unauthorized persons from conducting activities that infringe on the Company s rights. The Company s adverse liquidity situation also impacts its ability to obtain patent protection on its intellectual property and to maintain protection on previously issued patents. There can be no assurances that the Company will be able to continue to prosecute new patents and maintain issued patents. As a result, the Company s customer and licensee relationships could be adversely affected, and the value of the Company s technologies and intellectual property (including their value upon liquidation) could be substantially diminished.

Economic Conditions. The Company s revenue is susceptible to changes in general economic conditions and the present global recession that is expected to continue during 2012. The Company s sales, liquidity and overall results of operations may be negatively affected by decreasing consumer confidence, further slowdowns in consumer spending or other downturns in the U.S. economy as a whole or in any geographic markets from which the Company derives revenue. In addition, these factors may result in decreased customer and licensee demand for the Company s products and may negatively impact the Company s ability to develop new customers and licensees. Due to the uncertainty surrounding the financial crisis, the Company is unable to predict the effect of such conditions on its customers and licensees. Consequently, the Company cannot predict the scope or magnitude of the negative effect resulting from an ongoing global financial crisis and economic slowdown.

Recently Adopted Accounting Pronouncements

In January 2010, FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements.* This update provides amendments to ASC Topic 820 that provide disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The Company adopted the disclosure requirements effective January 1, 2011.

As of December 31, 2011 and for the year then ended, there were no other recently adopted accounting pronouncements that had a material effect on the Company s financial statements.

As of December 31, 2011, the FASB has issued Accounting Standards Updates (ASU) through No. 2011-12. None of the ASUs have had an impact on the Company s financial statements.

Recently Issued Accounting Pronouncements Not Yet Adopted

As of December 31, 2011, there are no recently issued accounting standards not yet adopted which would have a material effect on the Company s financial statements.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

ITEM 7A. QUANTITIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not required for a smaller reporting company.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

For information required with respect to this Item 8, see index to Financial Statements and Schedules on page F-1 of this report on Form 10-K.

Table of Contents

Index to Financial Statements

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company s disclosure controls and procedures are designed to provide reasonable assurance that material information required to be included in its periodic SEC reports is recorded, processed, summarized and reported within the time periods specified in the relevant SEC rules and forms. The Company has carried out an evaluation, under the supervision and with the participation of the Company s management, including the Company s Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company s disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based upon that evaluation, the Company s Chief Executive Officer and Chief Financial Officer concluded, as of the end of the period covered by this report, that the Company s disclosure controls and procedures are effective.

Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with U.S. GAAP. Internal control over financial reporting includes maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company, provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, that receipts and expenditures of the Company are being made only with management authorization and provide reasonable assurance that unauthorized acquisition, use or disposition of Company assets that could have a material effect on the Company s financial statements would be prevented or detected on a timely basis. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements in the Company s financial statements on a timely basis.

Management assessed the effectiveness of the Company s internal control over financial reporting based on the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework. Based on this assessment, management believes that, as of December 31, 2011, the Company s internal control over financial reporting was effective.

This annual report does not include an attestation report of the Company s registered public accounting firm regarding internal control over financial reporting. The attestation report requirement for non-accelerated filers was permanently removed from the Sarbanes-Oxley Act by Section 989C of the Dodd-Frank Act as adopted by the SEC.

Changes in Internal Control over Financial Reporting

There have been no changes in the Company s internal controls over financial reporting during the fourth quarter of 2011 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The directors, officers and named executive of the Company, their ages, present positions with the Company, and a summary of their business experience are set forth below.

17

Table of Contents

Index to Financial Statements

Michael A. Feinstein, M.D., 65, Chairman of the Board of Directors since December 1999 and Nocopi s Chief Executive Officer since February 2000, has been a practicing physician in Philadelphia for more than thirty years, serving for more than twenty-five years as the President of a group medical practice which includes three physicians. He is a Fellow of the American College of Obstetrics and Gynecology and of the American Board of Obstetrics and Gynecology. He received his B.A. from LaSalle University and his M.D. from Jefferson Medical College. He has represented Nocopi in numerous licensing negotiations, governmental meetings and capital raises. The Board of Directors believes that Dr. Feinstein s considerable personal experience as a business owner and investor in publicly traded businesses makes him well suited to serve as a member of Nocopi Technologies Board of Directors.

William P. Curtis, Jr., 50, a director since November 2008 is a Partner at Porter & Curtis, L.L.C., of Media, Pennsylvania, an insurance brokerage and risk management consulting company. The technical focus of Porter & Curtis is in risk financing, specifically in the alternative financing area (insurance and reinsurance), and risk management including claims administration. Prior to forming Porter & Curtis, Mr. Curtis, along with Partner Kenneth Porter, founded and successfully managed a retail brokerage operation for Arthur J. Gallagher & Company, the fourth largest insurance broker in the world. Mr. Curtis is licensed as a Pennsylvania Attorney and a Resident Insurance Broker. He has a Bachelor of Science in Accounting and a M.B.A. in Finance from St. Joseph s University in Philadelphia and a Juris Doctor from Temple University School of Law. In addition, he holds the Chartered Property Casualty Underwriter (CPCU), Associate in Risk Management (ARM), and Associate in Reinsurance (ARe) professional designations from the Insurance Institute of America. The Board of Directors believes that Mr. Curtis finance, law, risk management and business management experience makes him well suited to serve as a member of Nocopi Technologies Board of Directors.

Herman M. Gerwitz, CPA, 58, a director since May 2005, is the Treasurer of Keystone Property Group. Mr. Gerwitz has been with Keystone full time since 1998 and has been responsible for all the financial matters of a Real Estate Development Company that has grown to over 3 million square feet of commercial real estate and a $100,000,000 Real Estate Fund. Prior to joining Keystone, Mr. Gerwitz has spent 20 years as a partner in a public accounting firm. He has received a BBA from Temple University with master s coursework at Widener University. He has been a member of both the Pennsylvania and American Institutes of Certified Public Accountants since 1983. The Board of Directors believes that Mr. Gerwitz many years as a Certified Public Accountant and his subsequent business management experience make him well suited to serve as a member of Nocopi Technologies Board of Directors and to serve on its Audit Committee.

Richard Levitt, 55, a director since December 1999, has been engaged in the computer and services segment of the computer industry since 1981. Mr. Levitt is currently a Senior Account Executive for Dell Computer in Pittsburgh, PA. He is in the Large Enterprise Group and is responsible for developing major accounts in Western Pennsylvania. Mr. Levitt has been with Dell since November 2005. In 2009, Mr. Levitt was awarded the Circle of Excellence award by Dell which is Dell s highest corporate award given to less than 1% of its sales and support employees. In addition, he was awarded over the past three years the Top Team Performer and Regional Top Performer awards. In 1995, he participated in the founding of XiTech Corporation, a Pittsburgh, Pennsylvania-based provider of computing and computer networking hardware and network design and implementation services which in five years grew to over 100 employees and $50 million in annual sales. Since founding XiTech, Mr. Levitt served as one of its corporate principals, as a Network Consultant and as the Manager of its Network Sales Force. Mr. Levitt left XiTech in 2004. Before joining XiTech, Mr. Levitt served as a network sales executive for Digital Equipment Corporation from 1988 to 1994 and as a network consultant for TriLogic Corporation during 1994 and 1995. Mr. Levitt holds a B.S. in Marketing from Kent State University. The Board of Directors believes that Mr. Levitt s sales and marketing experience in technology-based businesses, including start-ups and smaller businesses, makes him well suited to serve as a member of Nocopi Technologies Board of Directors.

Philip B. White, 73, has been a director since August 2006. Mr. White is currently an international consultant in the private sector providing regulatory and industry standards advice to international companies regulated by the Food and Drug Administration, the Consumer Product Safety Commission, and the Environmental Protection Agency. He also served as a Technical Advisor and Regulatory Liaison to Nocopi from 2002 to 2005. Before establishing his own global consulting practice in 2000, Mr. White was, from 1994 to 2000, Director of Medical Device Consulting at the international firm of AAC Consulting Group (now Kendle), Rockville, MD. In 1994, Mr. White retired from a

Table of Contents

Index to Financial Statements

33-year career with the U.S. Food and Drug Administration. His last FDA position was Director of the Office of Standards and Regulations in the Center for Devices and Radiological Health. Previous FDA positions included Regional Director of FDA s enforcement activities in the Southwestern Region, Deputy FDA Assistant Commissioner for Program Coordination, and Supervisory Food and Drug Inspector. He has served on the Board of Directors of the American National Standards Institute, the Association for Advancement of Medical Instrumentation, and the Regulatory Affairs Professionals Society. He is a 1961 graduate of Wilkes University, Wilkes-Barre, PA with a B.A. Degree in Biology. He also did graduate studies in 1967 and 1968 specializing in the Federal Food Drug and Cosmetic Act at the New York University Graduate Law School in New York City. The Board of Directors believes that Mr. White s considerable experience with consumer product safety and regulatory matters gained from his many years at the Food and Drug Administration makes him well suited to serve as a member of Nocopi Technologies Board of Directors.

Rudolph A. Lutterschmidt, 65, has been Vice President and Chief Financial Officer of the Company for more than five years, serving in this capacity on a part-time basis since January 2000. Mr. Lutterschmidt has been a consultant to several southeast Pennsylvania businesses including Murex Investments, a Philadelphia investment fund, where he provided financial guidance to two of its portfolio companies. He is a graduate of Syracuse University, a member of Financial Executives International, the Institute of Management Accountants and is a Certified Management Accountant.

Terry W. Stovold, 49, Director of Operations and Sales since 2011, has been employed by Nocopi for more than twenty years. Mr. Stovold received a Forestry Technician College degree from Algonquin College and studied business at McGill University. He holds numerous U.S. and foreign patents in the fields of printing technology and printing inks with a patent pending.

The terms of the current directors will expire at the 2012 annual meeting of stockholders of the Company.

Corporate Governance

The Board of Directors has determined that all of the directors, with the exception of Michael A. Feinstein, M.D., who serves as Chief Executive Officer, are independent as that term is defined by the SEC. The Company did not make any material changes to the procedures by which stockholders may recommend nominees to the Company s Board of Directors during 2011.

Audit Committee Financial Expert

The Company has established a standing audit committee in accordance with Section 3(a) (58) (A) of the Securities Exchange Act of 1934 that makes recommendations to the Company s Board of Directors regarding the selection of an independent registered public accounting firm, reviews the results and scope of the Company s audits and other accounting-related services and reviews and evaluates the Company s internal control functions. The audit committee does not presently have a written charter. The audit committee is comprised of Michael A. Feinstein, M.D., its Chairman of the Board, and Herman M. Gerwitz, CPA. The Board of Directors has determined that Mr. Gerwitz is an audit committee financial expert as currently defined under the SEC rules implementing Section 407 of the Sarbanes Oxley Act of 2002 and that Mr. Gerwitz meets the criteria for independence as defined by the SEC.

Code of Ethics

The Company has adopted a Code of Ethics that applies to its Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and persons performing similar functions. A copy of the Company s Code of Ethics is incorporated by reference to Exhibit 14.1 of this report on Form 10-K.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires the Company s executive officers and directors and any persons who beneficially own more than 10% of its Common Stock (collectively, Reporting Persons) to file reports of ownership and changes in ownership with the SEC. Reporting Persons are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

Table of Contents

Index to Financial Statements

Based solely on the Company s review of the copies of any Section 16(a) forms received by it, the Company believes that with respect to the fiscal year ended December 31, 2011, all Reporting Persons complied with all applicable filing requirements.

ITEM 11. EXECUTIVE COMPENSATION

The following table sets forth information concerning compensation for 2011 and 2010 earned by Michael A. Feinstein, M.D., the Company s Chairman who has served since February 2000 as the Company s Chief Executive Officer and Terry W. Stovold, Director of Operations and Sales, the only employee to receive compensation in 2011 greater than $100,000 (the Named Executive).

SUMMARY COMPENSATION TABLE

Name and principal position (a)	Year (b)	Salary ($) (c)	Bonus ($) (d)	Stock awards ($) (e)	Option awards ($) (f)	Nonequity incentive plan compensation ($) (g)	Nonqualified deferred compensation earnings ($) (h)	All other compensation ($) (i)	Total ($) (j)
Michael A. Feinstein, M.D. Chairman, President and Chief Executive Officer	2011	85,000							85,000
	2010	85,000							85,000
Terry W. Stovold Director of Operations and Sales	2011	36,000						67,800(1)	103,800
	2010	36,000						55,200(1)	91,200

(1) Sales commissions

Dr. Feinstein entered into a written employment agreement effective June 1, 2008 under which he serves as President and Chief Executive Officer of the Company for an initial term of three years with successive one year renewal terms. In accordance with the terms of the employment agreement, the employment agreement renewed on December 1, 2011 for a period of one year effective June 1, 2012. The employment agreement provides for an annual base salary of $85,000 which may be increased annually at the discretion of the Board of Directors and an annual performance bonus determined by the Board of Directors. In certain situations, including a change in control, Dr. Feinstein may be eligible to receive his base salary for a period of up to twelve months following the termination of employment. The employment agreement prohibits him from competing with the Company during the term of this agreement and for two years after the termination of his employment with the Company. During 2011 and 2010, Dr. Feinstein deferred approximately $1,600 and $11,400, respectively, of salary owed to him for those years.

Mr. Stovold entered into a written employment agreement effective April 1, 2011 under which he serves as the Company s Director of Operations and Sales for an initial term of three years with successive one year renewal terms. The employment agreement provides for a base salary set by the Company s Board of Directors, which is currently set at $75,000 per year beginning on January 1, 2012, along with a commission of seven percent on sales generated by his efforts. In certain situations, including a change in control, Mr. Stovold may be eligible to receive his base salary for a period of up to six months following the termination of employment. The employment agreement prohibits him from competing with the Company during the term of the agreement and for one year after the termination of his employment with the Company. During 2011, the Company paid $5,400 in moving costs on behalf of Mr. Stovold representing a portion of Mr. Stovold s expenses related to his relocation from North Carolina to Pennsylvania.

Table of Contents

Index to Financial Statements

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

Option Awards

(a) Name	(b) Number Of Securities Underlying Options (#) Exercisable	(c) Number Of Securities Underlying Options (#) Unexercisable	(d) Equity Income Plan Awards Number of Securities Underlying Unexercised Options (#)	(e) Option Exercise Price	(f) Option Expiration Date
Michael A. Feinstein, M.D.	100,000		100,000	$ 0.45	April 29, 2013
Terry W. Stovold	50,000		50,000	$ 0.12	February 19, 2014

There are no outstanding stock awards.

If Dr. Feinstein s employment is terminated as a result of a change in control, Dr. Feinstein is entitled to receive severance payments equal to twelve months of his then base salary. If Mr. Stovold s employment is terminated as a result of a change in control, Mr. Stovold is entitled to receive severance payments not to exceed six months of his then base salary.

Director Compensation

The following table summarizes compensation earned by the Company s non-executive directors for the year ended December 31, 2011. All directors have been and will be reimbursed for reasonable expenses incurred in connection with attendance at meetings of the Board of Directors or other activities undertaken by them on behalf of the Company.

DIRECTOR COMPENSATION

Name (a)	Fees earned or paid in cash ($) (b)	Stock awards ($) (c)	Option awards ($) (d)	Nonequity incentive plan compensation ($) (e)	Nonqualified deferred compensation earnings ($) (f)	All other compensation ($) (g)	Total ($) (h)
William P. Curtis, Jr. (1)	0	0	0	0	0	0	0
Herman M. Gerwitz (2)	0	0	0	0	0	0	0
Richard Levitt (3)	0	0	0	0	0	0	0
Philip B. White (4)	0	0	0	0	0	0	0

(1) Mr. Curtis held 15,000 exercisable warrants at December 31, 2011.

(2) Mr. Gerwitz held 100,000 exercisable stock options and 7,500 exercisable warrants at December 31, 2011.
(3) Mr. Levitt held 100,000 exercisable stock options at December 31, 2011.
(4) Mr. White held 100,000 exercisable stock options at December 31, 2011.

Table of Contents

Index to Financial Statements

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth, as of March 16, 2012, the stock ownership of (1) each person or group known by the Registrant to beneficially own 5% or more of Registrant s Common Stock and (2) each director and Named Executive (as set forth under the heading Executive Compensation) individually, and (3) all directors and executive officers of the Company as a group. To the Company s knowledge, except as set forth in the footnotes to this table and subject to applicable community property laws, each person named in the table below has sole voting and investment power with respect to the shares set forth opposite such person s name. Except as otherwise indicated, the address of each of the persons in the table below is c/o Nocopi Technologies, Inc., 9C Portland Road, West Conshohocken, Pennsylvania, 19428.

Common Stock		
Name of Beneficial Owner	**Number Of Shares Beneficially Owned**	**Percentage of Class(1)**
5% Stockholders		
Philip N. Hudson P.O. Box 160892 San Antonio, TX 78280-3092 (2)	4,020,000	6.8%
Westvaco Brand Security, Inc. One High Ridge Park Stamford, CT 06905 (3)	3,917,030	6.6%
Ross. L Campbell 675 Lewis Lane Ambler, PA 19002 (4)	3,264,457	5.5%
Directors, Officers and Named Executive		
Michael A Feinstein, M.D. (5)	3,131,881	5.3%
William P. Curtis, Jr. (6)	480,428	*
Herman M. Gerwitz (7)	436,833	*
Richard Levitt (8)	350,000	*
Philip B. White (9)	371,745	*
Terry W. Stovold (10)	50,000	*
All Executive Officers and Directors as a Group (6 individuals) (11)	4,821,487	8.2%

* Less than 1.0%.

(1) Where the Number of Shares Beneficially Owned (reported in the preceding column) includes shares which may be purchased upon the exercise of outstanding stock options and warrants which are or within sixty days will become exercisable (presently exercisable options) the percentage of class reported in this column has been calculated assuming the exercise of such presently exercisable options.

(2) As reflected in a Schedule 13D dated August 11, 2008 filed on behalf of Philip N. Hudson and subsequent open market purchases as reported to the Company by Mr. Hudson.

(3) As reflected in a Schedule 13D dated March 14, 2001 filed on behalf of Westvaco Brand Security, Inc.

(4) As reflected in a Schedule 13D dated April 4, 2005 filed on behalf of Ross L. Campbell.

(5)

Includes 656,000 shares held by a pension plan of which Dr. Feinstein is a trustee, 100,000 shares held in an IRA and 100,000 presently exercisable stock options.

(6) Includes presently exercisable warrants to purchase 15,000 shares of Common Stock.

(7) Includes 50,000 shares held by a trust on behalf of a child of Mr. Gerwitz, 72,500 shares held by a child of Mr. Gerwitz, 6,000 shares held in an IRA, 100,000 presently exercisable stock options and presently exercisable warrants to purchase 7,500 shares of Common Stock.

Table of Contents

Index to Financial Statements

(8) Includes 100,000 presently exercisable stock options.
(9) Includes 100,000 presently exercisable stock options and 50,000 presently exercisable stock options held by Mr. White s wife.
(10) Includes 50,000 presently exercisable stock options.
(11) Includes 500,000 presently exercisable stock options and presently exercisable warrants to purchase 22,500 shares of Common Stock.

EQUITY COMPENSATION PLAN INFORMATION AS OF DECEMBER 31, 2011

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights compensation plans (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity Compensation plans not approved by security holders (1)	645,000	$ 0.32	-0-
Warrants issued in connection with short- term loans and financing considerations (2)	85,500	$ 0.06	-0-
Total	730,500	$ 0.29	-0-

(1) Registrant s 1999 Stock Option Plan was adopted by the Registrant s Board of Directors in February 1999. The Plan provided for the grant of incentive or non-qualified options to purchase up to 2,000,000 shares of common restricted stock of the Registrant to employees, directors, consultants and advisors. The Plan was administered by the Board of Directors or a committee of not less than two board members appointed by the board. The Plan terminated in February 2009 on the tenth anniversary of its adoption.
(2) Warrants issued in connection with the receipt of short term-notes totaling $50,500 in 2010 and $15,000 in 2011 and, in 2011, to a professional services provider related to certain fee payment considerations were approved by the Board of Directors. The warrants expire five years from the date of issuance.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

During 2010, the Company sold 148,912 unregistered shares of its Common Stock to Philip B. White., a director, for $6,500 ($0.04365 per share).

During 2010, the Company sold 62,500 unregistered shares of its Common Stock to Herman M Gerwitz., a director, for $2,000 ($0.032 per share), received an unsecured loan of $7,500 from Mr. Gerwitz and issued warrants, expiring in five years, to purchase 7,500 shares of its Common Stock at $0.0703 per share to Mr. Gerwitz.

During 2010, Dr. Feinstein s brother-in-law purchased 500,000 unregistered shares of the Company s Common Stock for $16,000 ($0.032 per share).

During 2011, the Company received an unsecured loan of $15,000 from William P. Curtis, Jr., a director, and issued warrants, expiring in five years, to purchase 15,000 shares of its Common Stock at $0.06 to Mr. Curtis. The $15,000 loan was repaid by the Company during 2011.

During 2011, with Board of Directors approval, the Company converted $1,500 of a $7,500 unsecured loan held by Herman M. Gerwitz, a director, into unregistered shares of its Common Stock and issued 33,333 shares at $0.045 per share to Mr. Gerwitz.

Table of Contents

Index to Financial Statements

The Board of Directors has determined that all the directors, with the exception of Michael A. Feinstein, M.D., who serves as President and Chief Executive Officer, are independent as that term is defined by the SEC.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Registrant has retained the public accounting firm of Morison Cogen LLP, whose principal business address is 150 Monument Rd., Suite 500, Bala Cynwyd, PA 19004, to perform its annual audit for inclusion of its report on Form 10-K and perform SAS 100 reviews of quarterly information in connection with Form 10-Q filings.

Audit Fees

During 2011 and 2010, the aggregate fees billed for professional services rendered by Registrant s principal accountant for the audit of Registrant s annual financial statements and review of its quarterly financial statements were $39,000 and $36,500, respectively.

Audit-Related Fees

During 2011 and 2010, Registrant s principal accountant did not render assurance and related services reasonably related to the performance of the audit or review of financial statements.

Tax Fees

During 2011 and 2010, the aggregate fees billed for professional services rendered by Registrant s principal accountant for tax compliance, tax advice and tax planning were $4,500 in each year.

All Other Fees

During 2011 and 2010, there were no fees billed for products and services provided by Registrant s principal accountant other than those set forth above.

Audit Committee Approval

The Audit Committee, consisting of Michael A. Feinstein, M.D., Chairman, President and Chief Executive Officer, and Herman M. Gerwitz, CPA, evaluate and approve, in advance, the scope and cost of the engagement of an auditor before the auditor renders audit and non-audit services. All non-audit services were approved by the audit committee. Registrant does not rely on pre-approval policies and procedures.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

See Exhibit Index.

Table of Contents

Index to Financial Statements

SIGNATURES

Pursuant to the requirements of Section 13 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.

NOCOPI TECHNOLOGIES, INC.

Date: March 30,2012

By: /s/ Michael A. Feinstein, M.D.

Michael A. Feinstein, M.D.
Title: Chairman of the Board, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Michael A. Feinstein, M.D. Michael A. Feinstein, M.D.	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	March 30, 2012
/s/ Rudolph A. Lutterschmidt Rudolph A. Lutterschmidt	Vice President, Chief Financial Officer and Chief Accounting Officer (Principal Financial and Accounting Officer)	March 30, 2012
William P. Curtis, Jr.	Director	March 30, 2012
/s/ Herman M. Gerwitz Herman M. Gerwitz	Director	March 30, 2012
/s/ Richard Levitt Richard Levitt	Director	March 30, 2012
/s/ Philip B. White Philip B. White	Director	March 30, 2012

25

Table of Contents

Index to Financial Statements

INDEX TO FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm	F-2
Balance Sheets as of December 31, 2011 and 2010	F-3
Statements of Operations for the Years ended December 31, 2011 and 2010	F-4
Statement of Stockholders Deficiency for the Years ended December 31, 2011 and 2010	F-5
Statements of Cash Flows for the Years ended December 31, 2011 and 2010	F-6
Notes to Financial Statements	F-7 to F-16

Table of Contents

Index to Financial Statements

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors

of Nocopi Technologies, Inc.

West Conshohocken, Pennsylvania

We have audited the accompanying balance sheets of Nocopi Technologies, Inc. as of December 31, 2011 and 2010, and the related statements of operations, stockholders deficiency, and cash flows for the years then ended. Nocopi Technologies, Inc. s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Nocopi Technologies, Inc. at December 31, 2011 and 2010, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has incurred losses from operations which raises substantial doubt about its ability to continue as a going concern. Management s plans in regard to this matter are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ MORISON COGEN LLP

Bala Cynwyd, Pennsylvania

March 30, 2012

Table of Contents

Index to Financial Statements

Nocopi Technologies, Inc.

*Balance Sheets**

	December 31	
	2011	2010
Assets		
Current assets		
Cash	$ 22,900	$ 10,600
Accounts receivable less $5,000 allowance for doubtful accounts	31,800	171,100
Inventory	20,800	34,800
Prepaid and other	23,300	37,200
Total current assets	98,800	253,700
Fixed assets		
Leasehold improvements	72,500	72,500
Furniture, fixtures and equipment	184,500	184,500
	257,000	257,000
Less: accumulated depreciation and amortization	253,300	247,400
	3,700	9,600
Total assets	$ 102,500	$ 263,300
Liabilities and Stockholders Deficiency		
Current liabilities		
Line of credit	$ 68,800	$ 93,800
Demand loans	44,000	50,500
Accounts payable	179,800	263,400
Accrued expenses	101,500	142,500
Deferred revenue	42,800	46,500
Total current liabilities	436,900	596,700
Commitments and contingencies		
Stockholders deficiency		
Series A preferred stock, $1.00 par value		
Authorized 300,000 shares		
Issued and outstanding none		
Common stock, $0.01 par value		
Authorized 75,000,000 shares		
Issued and outstanding		
2011 58,346,466 shares; 2010 57,852,041 shares	583,500	578,500
Paid-in capital	12,386,700	12,365,400
Accumulated deficit	(13,304,600)	(13,277,300)
	(334,400)	(333,400)
Total liabilities and stockholders deficiency	$ 102,500	$ 263,300

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

Table of Contents

Index to Financial Statements

Nocopi Technologies, Inc.

Statements of Operations*

	Years ended December 31	
	2011	**2010**
Revenues		
Licenses, royalties and fees	$ 373,200	$ 373,700
Product and other sales	340,300	285,000
	713,500	658,700
Cost of revenues		
Licenses, royalties and fees	59,700	67,500
Product and other sales	202,700	208,000
	262,400	275,500
Gross profit	451,100	383,200
Operating expenses		
Research and development	113,700	132,300
Sales and marketing	167,300	152,800
General and administrative	353,800	332,500
	634,800	617,600
Net loss from operations	(183,700)	(234,400)
Other income (expenses)		
License transfer fee, net	54,000	
Reversal of accounts payable and accrued expenses	112,700	
Interest expense, bank charges and financing cost	(10,300)	(10,700)
	156,400	(10,700)
Net loss	($ 27,300)	($ 245,100)
Basic and diluted net loss per common share	($ .00)	($ .00)
Basic and diluted weighted average common shares outstanding	58,110,228	56,041,549

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

F-4

Table of Contents

Index to Financial Statements

Nocopi Technologies, Inc.

Statement of Stockholders   Deficiency*

For the Period January 1, 2010 through December 31, 2011

	Common stock		Paid-in	Accumulated	
	Shares	Amount	Capital	Deficit	Total
Balance January 1, 2010	54,972,296	$ 549,700	$ 12,287,400	($ 13,032,200)	($ 195,100)
Sales of common stock	2,879,745	28,800	72,800		101,600
Stock option compensation			3,000		3,000
Fair value of warrants issued to demand loan holders			2,200		2,200
Net loss				(245,100)	(245,100)
Balance December 31, 2010	57,852,041	578,500	12,365,400	(13,277,300)	(333,400)
Sales of common stock	335,337	3,400	14,600		18,000
Conversion of demand notes and interest	159,088	1,600	5,600		7,200
Fair value of warrants issued to demand loan holder and others			1,100		1,100
Net loss				(27,300)	(27,300)
Balance December 31, 2011	58,346,466	$ 583,500	$ 12,386,700	($ 13,304,600)	($ 334,400)

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

F-5

Table of Contents

Index to Financial Statements

Nocopi Technologies, Inc.

*Statements of Cash Flows**

	Years ended December 31	
	2011	2010
Operating Activities		
Net loss	($ 27,300)	($ 245,100)
Adjustments to reconcile net loss to cash provided by (used in) operating activities		
Depreciation and amortization	5,900	7,900
Compensation expense stock option grants		3,000
Financing cost warrant grants	1,100	2,200
Reversal of accounts payable and accrued expenses	(112,700)	
	(133,000)	(232,000)
(Increase) decrease in assets		
Accounts receivable	139,300	(30,700)
Inventory	14,000	31,300
Prepaid and other	13,900	(2,000)
Increase (decrease) in liabilities		
Accounts payable and accrued expenses	(11,200)	30,600
Deferred revenue	(3,700)	32,600
	152,300	61,800
Net cash provided by (used in) operating activities	19,300	(170,200)
Investing Activities		
Additions to fixed assets		(2,300)
Net cash used in investing activities		(2,300)
Financing Activities		
Repayment of borrowings under line of credit	(25,000)	(6,200)
Proceeds from demand loans	17,000	50,500
Repayment of demand loans	(17,000)	
Issuance of common stock	18,000	101,600
Net cash provided by (used in) financing activities	(7,000)	145,900
Increase (decrease) in cash	12,300	(26,600)
Cash		
Beginning of year	10,600	37,200
End of year	$ 22,900	$ 10,600
Supplemental Disclosure of Cash Flow Information		
Cash paid for interest	$ 3,000	$ 3,800
Supplemental Disclosure of Non Cash Investing Activities		
Write-off of fully depreciated furniture, fixtures and equipment		

Furniture, fixtures and equipment		$ 2,700
Accumulated depreciation		$ 2,700
Supplemental Disclosure of Non Cash Financing Activities		
Conversion of demand loans and interest to common stock		
Demand loans	$ 6,500	
Accrued expenses	$ 700	
Common stock	$ 1,600	
Paid-in capital	$ 5,600	

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

Table of Contents

Index to Financial Statements

NOCOPI TECHNOLOGIES, INC.

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

1. Organization of the Company

Nocopi Technologies, Inc. (the Company) is organized under the laws of the State of Maryland. Its main business activities are the development and distribution of document security products and the licensing of its patented reactive ink technologies for the Entertainment and Toy and the Document and Product Authentication markets in the United States and foreign countries. The Company operates in one principal industry segment.

2. Significant Accounting Policies

Financial Statement Presentation Amounts included in the accompanying financial statements have been rounded to the nearest hundred, except for number of shares and per share information.

Estimates The preparation of the financial statements in conformity with Accounting Principles Generally Accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the dates of financial statements and the reported amounts of revenues and expenses during the reported periods. Actual results could differ from those estimates.

Cash consists of demand deposits with a major U.S. bank.

Accounts receivable and credit policies Accounts receivable are uncollateralized customer obligations due under normal trade terms requiring payment within 30 days from the invoice date. Accounts receivable are stated at the amount billed to the customer. Customer account balances with invoices dated over 90 days old are considered delinquent.

The carrying amount of accounts receivable is reduced by an allowance that reflects management s best estimate of the amounts that will not be collected. Management individually reviews all accounts receivable balances that exceed 90 days from invoice date and based on an assessment of current creditworthiness, estimates the portion, if any, of the balance that will not be collected.

Inventory consists primarily of ink components and paper and is stated at the lower of cost (determined by the first-in, first-out method) or market.

Fixed assets are carried at cost less accumulated depreciation and amortization. Furniture, fixtures and equipment are generally depreciated on the straight-line method over their estimated service lives. Leasehold improvements are amortized on a straight-line basis over the shorter of five years or the term of the lease. Major renovations and betterments are capitalized. Maintenance, repairs and minor items are expensed as incurred. Upon disposal, assets and related depreciation are removed from the accounts and the net amount, less proceeds from disposal, is charged or credited to income. In 2010, the Company wrote off approximately $2,700 of fully depreciated furniture, fixtures and equipment that had been disposed of during the year, along with an equal amount of accumulated depreciation. There was no effect on the Company s results of operations.

Table of Contents

Index to Financial Statements

Patent costs are charged to expense as incurred due to the uncertainty of their recoverability as a result of the Company s adverse liquidity situation.

Revenues In accordance with Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) 605, Revenue Recognition*,* the Company recognizes revenue when (i) persuasive evidence of a customer or distributor arrangement exists or acceptance occurs, (ii) a retailer, distributor or wholesaler receives the goods, (iii) the price is fixed or determinable, and (iv) collectability of the sales revenue is reasonably assured. Subject to these criteria, the Company will generally recognize revenue upon shipment of product. Revenue from license fees and royalties will be recognized as earned over the license term.

Income taxes Deferred income taxes are provided for all temporary differences and net operating loss and tax credit carryforwards. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

Fair value The carrying amounts reflected in the balance sheets for cash, receivables, accounts payable and accrued expenses approximate fair value due to the short maturities of these instruments. The carrying amount of the demand loans and the line of credit approximates fair value since the interest rate associated with the debt approximates the current market interest rates.

Earnings (loss) per share The Company follows FASB ASC 260, Earnings Per Share, resulting in the presentation of basic and diluted earnings per share. Because the Company reported a net loss for the years ended December 31, 2011 and December 31, 2010, common stock equivalents, consisting of stock options and warrants, were anti-dilutive for those periods.

Comprehensive income (loss) The Company follows FASB ASC 220 in reporting comprehensive income. Comprehensive income is a more inclusive financial reporting methodology that includes disclosure of certain financial information that historically has not been recognized in the calculation of net income. Since the Company has no items of other comprehensive income, comprehensive income (loss) is equal to net income (loss).

Recoverability of Long-Lived Assets

The Company follows FASB ASC 360-35, Impairment or Disposal of Long-Lived Assets. The Statement requires that long-lived assets and certain identifiable intangibles be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. The Company is not aware of any events or circumstances which indicate the existence of an impairment which would be material to the Company s annual financial statements.

Recently Adopted Accounting Pronouncements

In January 2010, FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements.* This update provides amendments to ASC Topic 820 that provide disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The Company adopted the disclosure requirements effective January 1, 2011.

Table of Contents

Index to Financial Statements

As of December 31, 2011 and for the year then ended, there were no other recently adopted accounting pronouncements that had a material effect on the Company s financial statements.

As of December 31, 2011, the FASB has issued Accounting Standards Updates (ASU) through No. 2011-12. None of the ASUs have had an impact on the Company s financial statements.

Recently Issued Accounting Pronouncements Not Yet Adopted

As of December 31, 2011, there are no recently issued accounting standards not yet adopted which would have a material effect on the Company s financial statements.

3. Going Concern

Since its inception, with the exception of the year ended December 31, 2007 during which it generated net income of $386,000, the Company has incurred significant losses and, as of December 31, 2011, had accumulated losses of $13,304,600. For the years ended December 31, 2011 and December 31, 2010, the Company s had a net loss from operations of $183,700 and $234,400, respectively. The Company had negative working capital of $338,100 at December 31, 2011 and $343,000 at December 31, 2010. Due in part to the recession which has and is continuing to negatively impact the country s economy, the Company, which is substantially dependent on its licensees to generate licensing revenues, may incur further operating losses and experience negative cash flow in the future. Achieving profitability and positive cash flow depends on the Company s ability to generate and sustain significant increases in revenues and gross profits from its traditional business. There can be no assurances that the Company will be able to generate sufficient revenues and gross profits to return to and sustain profitability and positive cash flow in the future.

During 2011, the Company received unsecured loans totaling $17,000 from two individuals, of which $15,000 was lent by William P. Curtis, Jr., a Director, and repaid these loans during 2011. In 2011, the Company raised $18,000 in a private placement exempt from registration under section 4(2) of the Securities Act of 1933, as amended, whereby 335,337 shares of the Company s common stock were sold to two non-affiliated individual investors. During 2010, the Company received unsecured loans totaling $50,500 from four individuals, of which $7,500 was lent by Herman M. Gerwitz, a Director. In 2010, the Company raised $101,600 in this private placement exempt whereby 2,668,333 shares of the Company s common stock were sold to five non-affiliated individual investors and 211,412 shares of the Company s common stock were sold to two Directors of the Company. Receipt of funds from these investors and from the demand loan holders have allowed the Company to remain in operation through the current date. Management of the Company believes that it will need additional capital in the near future both to fund investments needed to increase its operating revenues to levels that will sustain its operations and to fund operating deficits that it anticipates will continue until revenue increases from traditional and new product lines can be realized. There can be no assurances that the Company will be successful in obtaining sufficient additional capital, or if it does, that the additional capital will enable the Company to impact its revenues so as to have a material positive effect on the Company s operations and cash flow. The Company believes that without additional capital, whether in the form of debt, equity or both, it may be forced to cease operations in the near future.

Table of Contents

Index to Financial Statements

The Company s independent registered public accountants have included a going concern explanatory paragraph in their audit report accompanying the 2011 financial statements. The paragraph states that the Company s recurring losses from operations raise substantial doubt about the Company s ability to continue as a going concern and cautions that the financial statements do not include any adjustments that might result from the outcome of this uncertainty.

4. Concentration of Credit Risk

Certain financial instruments potentially subject the Company to concentrations of credit risk. These financial instruments consist primarily of cash and accounts receivables. At December 31, 2011, the Company did not have deposits with a financial institution that exceed the FDIC deposit insurance coverage of $250,000. There is a concentration of credit risk with respect to accounts receivable due to the number of major customers.

5. Demand Loans

In September 2011, the Company received an unsecured loan of $2,000 from an individual and repaid the loan, with interest at 8%, in October 2011.

In January 2011, the Company received an unsecured loan of $15,000 from William P. Curtis, Jr., a Director, and repaid the loan, with interest at 8%, in February 2011. The loan was used to finance the Company s working capital requirements. Additionally, the Company granted warrants to purchase 15,000 shares of common stock of the Company at $0.06 per share to Mr. Curtis. The warrants expire in five years. A financing cost of approximately $600, representing the fair value of the warrants, was charged to income in the first quarter of 2011. The fair value of the warrants was determined using the Black-Scholes pricing model with the following assumptions: expected life-5 years; interest rate-2%; expected volatility based on the Company s historical volatility-83%; and dividend yield-0.

In May 2010, the Company received an unsecured loan of $10,000 from an individual. The loan bears interest at 8% and is payable on demand. The loan was used to finance the Company s working capital requirements. Additionally, the Company granted warrants to purchase 10,000 shares of common stock of the Company at $0.06 per share to this individual. The warrants expire in five years. A financing cost of approximately $400, representing the fair value of the warrants, was charged to income in the second quarter of 2010. The fair value of the warrants was determined using the Black-Scholes pricing model with the following assumptions: expected life-5 years; interest rate-2.11%; expected volatility based on the Company s historical volatility-78%; and dividend yield-0.

In March 2010, the Company received unsecured loans totaling $40,500 from three individuals of which $7,500 was lent by Herman M. Gerwitz, a Director. The loans bear interest at 8% and are payable on demand. The loans were used to finance the Company s working capital requirements. Additionally, the Company granted warrants to purchase 40,500 shares of common stock of the Company at $0.0703 per share to these three individuals. The warrants expire in five years. A financing cost of approximately $1,800, representing the fair value of the warrants, was charged to income in the first quarter of 2010. The fair value of the warrants was determined using the Black-Scholes pricing model with the following assumptions: expected life-5 years; interest rate- 2.65%; expected volatility based on the Company s historical volatility-77%; and dividend yield-0.

Table of Contents

Index to Financial Statements

6. Line of Credit

In 2008, the Company negotiated a $100,000 revolving line of credit with a bank to provide a source of working capital. The line of credit is secured by all the assets of the Company and bears interest at the bank s prime rate plus 0.5%. At December 31, 2011, the interest rate applicable to the Company s line of credit was 3.75%. During the year ended December 31, 2009, the Company borrowed the entire $100,000 available under the line of credit. Until the third quarter of 2010, the Company had been required to pay interest only on borrowings under the line of credit. During the third quarter of 2010, the Company was notified by the bank that the line of credit was not being renewed and was offered repayment terms, which the Company accepted, to repay the outstanding loan balance in forty-eight equal monthly installments of $2,083, plus interest at the bank s prime rate plus 0.5%, 3.75% at December 31, 2011, beginning in October 2010. At December 31, 2011, the line of credit balance was $68,750. Future installment payments under this repayment arrangement are: $25,000 2012; $25,000 2013 and $18,750 2014. The incurrence of certain unsecured loans in 2010 and 2011 constitutes a violation of certain covenants under the Company s line of credit which gives the lender certain rights, including the right to require the Company to repay immediately the entire outstanding loan balance, which was $68,750 at December 31, 2011, rather than on a monthly basis over the following thirty-three months. Should the bank require immediate prepayment, the Company s financial condition could be materially adversely affected. Management of the Company intends to cure this violation.

7. Stockholders Deficiency

During 2011, the Company sold a total of 335,337 shares of its common stock to two non-affiliated individual investors for a total of $18,000 pursuant to a private placement. In November 2011, the Company entered into a Conversion Agreement with two individuals whereby unsecured loans in the aggregate principal amount of $6,500, including $1,500 representing a portion of an unsecured loan held by Herman M. Gerwitz, a Director, together with approximately $700 of accrued interest on one of the unsecured loans were converted into shares of restricted common stock of the Company at $0.045, the market price at the date of conversion. As a result, an aggregate of 159,088 shares of restricted common stock were issued, including 33,333 shares to Mr. Gerwitz.

During 2010, the Company sold 2,668,333 shares of its common stock to six non-affiliated individual investors, 148,912 shares of its common stock to Philip B. White, a Director, and 62,500 shares of its common stock to Herman M. Gerwitz, a Director, for a total of $101,600 pursuant to a private placement.

8. Other Income (Expenses)

Other income (expenses) includes, in 2011, (i) a license transfer fee of $60,000, net of commission expense of $6,000, received in connection with the sale by a licensee in the entertainment and toy products market of an operating division that included, with the Company s consent, assignment of the technology license with the Company to another business in the entertainment and toy products market during the third quarter of 2011; (ii) the reversal of approximately $74,700 of accounts payable and related accrued expenses related to invoices received during 2001 from a professional services business that provided legal services to the Company that the Company, with legal counsel, has determined to be no longer statutorily payable as the statute of limitations to bring a

Table of Contents

Index to Financial Statements

claim has expired; and (iii) the reversal of a total of $38,000 of accrued expenses related to (x) potential reimbursement of expenses to members of a group who in 1999 succeeded in electing four members to the Company s Board of Directors and (y) the purchase of equipment in 2007 for which an invoice was never submitted by the supplier that the Company, with legal counsel, has determined to be no longer statutorily payable as the applicable statutes of limitations to bring such claims have expired. Additionally, other income (expenses) includes interest on funds borrowed under the Company s line of credit with a bank and on unsecured loans from five individuals. Also included in other income (expenses) are financing costs related to warrants issued in 2011 and 2010 in conjunction with unsecured loans received and certain financing considerations provided during those periods.

9. Income Taxes

There is no income tax benefit for the years ended December 31, 2011 and December 31, 2010 due to the availability of net operating loss carryforwards (NOL s) for which the Company had previously established a 100% valuation allowance for deferred tax assets due to the uncertainty of their recoverability. At December 31, 2011 and December 31, 2010, the Company had NOL s approximating $6,012,000 and $6,104,000, respectively. The operating losses at December 31, 2011 are available to offset future taxable income; however, if not utilized, they expire in varying amounts through the year 2031. As a result of the sale of the Company s common stock in an equity offering in late 1997 and the issuance of additional shares, the amount of the NOL s may be limited. Additionally, the utilization of these NOL s, if available, to reduce the future income taxes will depend on the generation of sufficient taxable income prior to their expiration. There were no material temporary differences for the years ended December 31, 2011 and December 31, 2010. The Company has established a 100% valuation allowance of approximately $2,465,000 and $2,502,000 at December 31, 2011 and December 31, 2010, respectively, for the deferred tax assets due to the uncertainty of their realization.

The Company has adopted the provisions of FASB ASC 740-10-50-15, Unrecognized Tax Benefit Related Disclosures. There were no unrecognized tax benefits as of the date of adoption and no unrecognized tax benefits at December 31, 2011. There was no change in unrecognized tax benefits during the year ended December 31, 2011 and there was no accrual for uncertain tax positions as of December 31, 2011.

There were no interest and penalties recognized in the statement of operations and in the balance sheet. Tax years from 2008 through 2011 remain subject to examination by U.S. federal and state tax jurisdictions.

10. Commitments and Contingencies

The Company conducts its operations in leased facilities and leases equipment under non-cancelable operating leases expiring at various dates to 2013.

Future minimum lease payments under non-cancelable operating leases with initial or remaining terms of one year or more at December 31, 2011 are: $44,400 2012 and $11,400 2013.

Total rental expense under operating leases was $42,400 in both 2011 and 2010.

Table of Contents

Index to Financial Statements

The Company has an employment agreement, expiring in May 2013, with Michael A. Feinstein, M.D., its Chairman of the Board and Chief Executive Officer. The employment agreement contains one-year renewal provisions that become effective after the original term. Dr. Feinstein receives base compensation of $85,000 per year plus a performance bonus determined by the Company s Board of Directors. In 2011, the Company entered into an employment agreement, expiring in 2014, with Terry W. Stovold, its Director of Operations and Sales whereby Mr. Stovold receives a salary set by the Company s Board of Directors, currently set at $75,000, along with a commission of seven percent on sales generated by his efforts. The employment agreement contains one-year renewal provisions that become effective after the original term. Future minimum compensation payments under these employment agreements are: $160,000 to be paid in 2012; $110,400 to be paid in 2013 and $18,800 to be paid in 2014.

From time to time, the Company may be subject to legal proceedings and claims that arise in the ordinary course of its business.

11. Stock Options, Warrants and 401(k) Savings Plan

The Company follows FASB ASC 718, *Share Based Payment,* which requires that the cost resulting from all share-based payment transactions be recognized in the Company s financial statements. FASB ASC 718 requires all share-based payments to employees, including grants of employee stock options, to be recognized in the statement of operations based on their fair values.

The 1996 and 1999 Stock Option Plans provided for the granting of up to 2,700,000 incentive and non-qualified stock options to employees, non-employee directors, consultants and advisors to the Company. In the case of options designated as incentive stock options, the exercise price of the options granted must be not less than the fair market value of such shares on the date of grant. Non-qualified stock options may be granted at any amount established by the Stock Option Committee or, in the case of Discounted Options issued to non-employee directors in lieu of any portion of an Annual Retainer, in accordance with a formula designated in the Plan. The 1996 Stock Option Plan terminated in June 2006 and no further stock options can be granted under the plan. The 1999 Stock Option Plan terminated in February 2009 and no further stock options can be granted under the plan; however, options granted before the termination date may be exercised through their expiration date.

The Company uses the Black-Scholes option pricing model to calculate the grant-date fair value of an award.

Table of Contents

Index to Financial Statements

A summary of stock options under the Company s stock option plans follows:

	Number of Shares	Exercise Price Range Per Share	Weighted Average Exercise Price
Outstanding at December 31, 2009	1,325,000	$ .10 to $.45	$ .24
Options canceled	80,000	.12	.12
Options expired	300,000	.10 and .11	.10
Outstanding at December 31, 2010	945,000	.12 to .45	.29
Options expired	300,000	.215	.215
Outstanding at December 31, 2011	645,000	$ .12 and $.45	$ .32

	Option Shares	Exercise Price Range Per Share	Weighted Average Exercise Price
Exercisable options at year end:			
2011	645,000	$ .12 and $.45	$ .32
Weighted average remaining contractual life (years)	1.64		
Options available for future grant under all plans:			
2011	0		

In February 2009, the Board of Directors of the Company, under the Company s 1999 Stock Option Plan, granted options to acquire 200,000 shares of its common stock to five employees of the Company, options to acquire 75,000 shares of its common stock to two consultants and options to acquire 50,000 shares of its common stock to an officer of the Company at $0.12 per share. The options vested in February 2010 and expire after five years. In accordance with the fair value method as described in accounting requirements of FASB ASC 718, compensation expense of approximately $22,900 was recognized over the vesting period of the options through February 2010 to account for the cost of services received by the Company in exchange for the grant of stock options. The fair value was determined using the Black-Scholes pricing model with the following assumptions: expected life-5 years; interest rate-1.81%; volatility based on the Company s historical volatility-70% and dividend yield-0. During the year ended December 31, 2010, compensation expense of approximately $3,000 was recognized. There was no compensation expense recognized during the year ended December 31, 2011 and there was no unrecognized portion of expense at December 31, 2011.

At December 31, 2011, the Company had 85,500 warrants to purchase common stock of the Company outstanding at exercise prices ranging from $0.045 to $0.07 and expiring at various dates through November 2016. In addition to the warrants granted in conjunction with loans provided to the Company by five individuals in 2010 and 2011, the Company, in November 2011, granted warrants to purchase 20,000 shares of common stock of the Company at $0.045 per share to a professional services provider related to certain fee payment considerations granted by the individual. The warrants expire in five years. A financing cost of approximately $500, representing the fair value of the warrants, was charged to income in 2011. The fair value of the warrants was determined using the Black-Scholes pricing model with the following assumptions: expected life-5 years; interest rate 0.9%; expected volatility based on the Company s historical volatility-72%; and dividend yield-0.

Table of Contents

Index to Financial Statements

A summary of outstanding warrants follows:

	Number of Shares	Exercise Price Range Per Share	Weighted Average Exercise Price
Outstanding at December 31, 2009	47,000	$ .21 to $.27	$ .23
Warrants granted	50,500	.06 and .07	.07
Outstanding at December 31, 2010	97,500	.06 to.27	.14
Warrants granted	35,000	.045 and .06	.05
Warrants expired	47,000	.21 to .27	.23
Outstanding at December 31, 2011	85,500	$ .045 to $.07	$ .06

	Shares	Exercise Price Range Per Share	Weighted Average Exercise Price
Exercisable warrants at year end:			
2011	85,500	$ .045 to $.07	$ .06
Weighted average remaining contractual life (years)	3.77		

At December 31, 2011, the Company has reserved 730,500 shares of common stock for possible future issuance upon exercise of 645,000 stock options and 85,500 warrants.

The Company sponsors a 401(k) savings plan, covering substantially all employees, providing for employee and employer contributions. Employer contributions are made at the discretion of the Company. There were no contributions charged to expense during 2011 or 2010.

12. Major Customer and Geographic Information

The Company s revenues, expressed as a percentage of total revenues, from non-affiliated customers that equaled 10% or more of the Company s total revenues were:

	Year ended December 31	
	2011	2010
Customer A	23%	30%
Customer B	21%	25%
Customer C	18%	9%

The Company s non-affiliate customers whose individual balances amounted to more than 10% of the Company s net accounts receivable, expressed as a percentage of net accounts receivable, were:

	December 31	
	2011	2010
Customer A		75%
Customer B	82%	16%
Customer C		

The Company performs ongoing credit evaluations of its customers and generally does not require

Table of Contents

Index to Financial Statements

collateral. The Company also maintains allowances for potential credit losses. The loss of a major customer could have a material adverse effect on the Company s business operations and financial condition.

The Company s revenues by geographic region are as follows:

	Year ended December 31	
	2011	2010
North America	$ 535,200	$ 569,800
Asia	150,900	61,900
South America	27,400	24,300
Europe		2,700
	$ 713,500	$ 658,700

13. Subsequent Events

In February 2012, the Company sold 104,167 shares of its common stock to a non-affiliated investor for $5,000 in a private placement. In March 2012, the Company sold an additional 104,167 shares of its common stock to this investor for $5,000 in the private placement.

Table of Contents

Index to Financial Statements

Exhibit Index

The following Exhibits are filed as part of this Annual Report on Form 10-K:

Exhibit Number	Description
3.1	Amended and Restated Articles of Incorporation (17)
3.2	Amended and Restated Bylaws (18)
4.1	Form of Certificate of Common Stock (14)
10.1	Summary Plan Description for Nocopi Technologies, Inc. 401(k) Profit Sharing Plan (1)
10.2	Nocopi Technologies, Inc. 1996 Stock Option Plan (2)
10.3	Nocopi Technologies, Inc. 1998 Stock Incentive Plan (3)
10.4	Amended Summary Plan Description for Nocopi Technologies, Inc. 401(k) Profit Sharing Plan (3)
10.5	Director Indemnification Agreement (4)
10.6	Officer Indemnification Agreement (5)
10.7	Stock Purchase Agreement with Westvaco Brand Security, Inc. (6)
10.8	Registration Rights Agreement with Westvaco Brand Security, Inc. (7)
10.9	Subscription Agreement with Entrevest I Associates (8)
10.10	Lease Agreement dated March 19, 2003 relating to premises at 9 Portland Road, West Conshohocken, PA 19428 (9)
10.11	Settlement Agreement with Euro-Nocopi, S.A. (10)
10.12	Agreement of Terms with Entrevest I Associates (11)
10.13	Conversion Agreement (12)
10.14	Amendment dated July 18, 2007 to Lease Agreement dated March 19, 2003 relating to premises at 9 Portland Road, West Conshohocken, PA 19428 (15)
10.15	Employment Agreement with Michael A. Feinstein, M.D. (16)
10.16	Business Loan Agreement, Promissory Note and Commercial Security Agreement dated August 19, 2008 between the Company and Sovereign Bank (19)
10.17	Amended Summary Plan Description for Nocopi Technologies, Inc. 401(k) Profit Sharing Plan (20)
10.18	Patent License Agreement with Elmer s Products, Inc. (21)
10.19 *	Employment Agreement with Terry W. Stovold
10.20 *	Conversion Agreement

Table of Contents

Index to Financial Statements

14.1	Code of Ethics (13)
31.1*	Certification of Chief Financial Officer required by Rule 13a-14(a)
31.2*	Certification of Chief Executive Officer required by Rule 13a-14(a)
32.1*	Certifications of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	The following materials from our Annual Report on Form 10-K for the year ended December 31, 2011 are furnished herewith, formatted in XBRL (eXtensible Business Reporting Language): (i) the Balance Sheets, (ii) the Statements of Operations, (iii) the Statement of Stockholders Deficiency; (iv) the Statements of Cash Flows, and (iv) the Notes to Financial Statements, tagged as blocks of text.

* Exhibit filed with this Report.
Compensation plans and arrangements for executives and others.
(1) Incorporated by reference to Registrant s Annual Report on Form 10-K for the Year Ended December 31, 1993
(2) Incorporated by reference to Exhibit 10.8 of the Registrant s Annual Report on Form 10-K for the Year Ended December 31, 1996 filed on March 28, 1997
(3) Incorporated by reference to Exhibit 10.14 of the Registrant s Annual Report on Form 10-KSB for the Year Ended December 31, 1998 filed on April 15, 1999
(4) Incorporated by reference to Exhibit 10.19 of the Registrant s Quarterly Report on Form 10-QSB for the Three Months Ended September 30, 1999 filed on November 15, 1999
(5) Incorporated by reference to Exhibit 10.20 of the Registrant s Quarterly Report on Form 10-QSB for the Three Months Ended September 30, 1999 filed on November 15, 1999
(6) Incorporated by reference to Exhibit 10.17 of the Registrant s Annual Report on Form 10-KSB for the Year Ended December 31, 2000 filed on April 17, 2001
(7) Incorporated by reference to Exhibit 10.18 of the Registrant s Annual Report on Form 10-KSB for the Year Ended December 31, 2000 filed on April 17, 2001
(8) Incorporated by reference to Exhibit 10.18 of the Registrant s Annual Report on Form 10-KSB for the Year Ended December 31, 2002 filed on April 14, 2003
(9) Incorporated by reference to Exhibit 10.19 of the Registrant s Annual Report on Form 10-KSB for the Year Ended December 31, 2002 filed on April 14, 2003
(10) Incorporated by reference to Exhibit 10.17 of the Registrant s Annual Report on Form 10-KSB for the Year Ended December 31, 2003 filed on April 14, 2004
(11) Incorporated by reference Exhibit 10.1 of the Registrant s Current Report on Form 8-K filed on September 16, 2004
(12) Incorporated by reference to Exhibit 10.2 of the Registrant s Quarterly Report on Form 10-QSB for the Three Months Ended September 30, 2004 filed on November 15, 2004
(13) Incorporated by reference to Exhibit 14.1 of the Registrant s Annual Report on Form 10-KSB for the Year Ended December 31, 2004 filed on March 31, 2005
(14) Incorporated by reference to Exhibit 4.1 of the Registrant s Annual Report on Form 10-KSB for the Year Ended December 31, 2005 filed on April 7, 2006

Table of Contents

Index to Financial Statements

(15) Incorporated by reference to Exhibit 10.16 of the Registrant s Quarterly Report on Form 10-QSB for the Three Months Ended September 30, 2007 filed on November 14, 2007
(16) Incorporated by reference to Exhibit 10.17 of the Registrant s Quarterly Report on Form 10-Q for the Three Months Ended June 30, 2008 filed on August 14, 2008
(17) Incorporated by reference to Exhibit 3.1 of the Registrant s Quarterly Report on Form 10-Q for the Three Months Ended September 30, 2008 filed on November 14, 2008
(18) Incorporated by reference to Exhibit 3.2 of the Registrant s Quarterly Report on Form 10-Q for the Three Months Ended September 30, 2008 filed on November 14, 2008
(19) Incorporated by reference to Exhibit 10.18 of the Registrant s Quarterly Report on Form 10-Q for the Three Months Ended September 30, 2008 filed on November 14, 2008
(20) Incorporated by reference to Exhibit 10.19 of the Registrant s Annual Report on Form 10-K for the Year Ended December 31, 2009 filed on March 31, 2010
(21) Incorporated by reference to Exhibit 10.20 of the Registrant s Annual Report on Form 10-K for the Year Ended December 31, 2009 filed on March 31, 2010