

Optex Systems Holdings Inc
Form 10-Q
August 14, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended July 2, 2017

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

OPTEX SYSTEMS HOLDINGS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware	000-54114	90-0609531
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1420 Presidential Drive, Richardson, TX 75081-2439
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (972) 764-5700

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Check whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

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

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Smaller Reporting Company

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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

Indicate by check mark whether the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act.

Yes No

State the number of shares outstanding of each of the issuer's classes of common equity, as of August 14, 2017:
7,890,101 shares of common stock.

OPTEX SYSTEMS HOLDINGS, INC.

FORM 10-Q

For the period ended July 2, 2017

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Part 1. Financial Information

Item 1. Consolidated Financial Statements

OPTEX SYSTEMS HOLDINGS, INC.

UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

AS OF JULY 2, 2017

CONSOLIDATED BALANCE SHEETS AS OF JULY 2, 2017 (UNAUDITED) AND OCTOBER 2, 2016 F-1

CONSOLIDATED STATEMENTS OF OPERATIONS FOR THE THREE AND NINE MONTHS ENDED JULY 2, 2017 (UNAUDITED) AND THE THREE AND NINE MONTHS ENDED JUNE 26, 2016 F-2

(UNAUDITED)

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE NINE MONTHS ENDED JULY 2, 2017
(UNAUDITED) AND FOR THE NINE MONTHS ENDED JUNE 26, 2016 (UNAUDITED)

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CONSOLIDATED FINANCIAL STATEMENT FOOTNOTES (UNAUDITED)

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Optex Systems Holdings, Inc.**Condensed Consolidated Balance Sheets**

	(Thousands, except share and per share data)	
	July 2, 2017 (Unaudited)	October 2, 2016
ASSETS		
Cash and Cash Equivalents	\$1,597	\$2,568
Accounts Receivable, Net	1,668	2,095
Net Inventory	7,373	6,214
Prepaid Expenses	92	120
Current Assets	10,730	10,997
Property and Equipment, Net	1,528	1,651
Other Assets		
Prepaid Royalties - Long Term	68	90
Security Deposits	23	23
Other Assets	91	113
Total Assets	\$12,349	\$12,761
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts Payable	\$609	\$706
Dividends Payable	261	—
Accrued Expenses	974	810
Accrued Warranties	28	28
Customer Advance Deposits	689	559
Credit Facility	300	300
Current Liabilities	2,861	2,403
Warrant Liability	3,784	3,118
Total Liabilities	6,645	5,521
Stockholders' Equity		
Preferred Stock Series C (\$0.001 par 400 authorized, 318 and 360 issued and outstanding, respectively)	—	—

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Common Stock – (\$0.001 par, 2,000,000,000 authorized, 7,590,101 and 8,266,601 shares issued and outstanding, respectively)	8	8
Additional Paid-in-capital	26,362	26,879
Accumulated Deficit	(20,666)	(19,647)
Stockholders' Equity	5,704	7,240
Total Liabilities and Stockholders' Equity	\$12,349	\$12,761

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

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Optex Systems Holdings, Inc.**Condensed Consolidated Statements of Operations****(Unaudited)**

	(Thousands, except share and per share data)			
	Three months ended		Nine months ended	
	July 2, 2017	June 26, 2016	July 2, 2017	June 26, 2016
Revenue	\$4,386	\$5,344	\$11,938	\$11,773
Cost of Sales	3,500	4,261	9,511	9,708
Gross Margin	886	1,083	2,427	2,065
General and Administrative Expense	821	872	2,505	2,394
Operating Income (Loss)	65	211	(78)	(329)
Loss on Change in Fair Value of Warrants	(1,024)	—	(666)	—
Interest Expense	(4)	(12)	(14)	(28)
Other Expense	(1,028)	(12)	(680)	(28)
Income (Loss) Before Taxes	(963)	199	(758)	(357)
Deferred Income Taxes (Benefit)	—	—	—	—
Net Income (Loss) After Taxes	\$(963)	\$199	\$(758)	\$(357)
Basic Income (Loss) per share	\$(0.12)	\$0.12	\$(0.09)	\$(0.47)
Weighted Average Common Shares Outstanding - Basic	7,743,947	1,607,079	8,035,949	756,321
Diluted Income per share		\$0.05		
Weighted Average Common Shares Outstanding - Diluted		3,789,783		

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

Optex Systems Holdings, Inc.
Condensed Consolidated Statements of Cash Flows

(Unaudited)

	(Thousands)	
	Nine months ended	
	July 2, 2017	June 26, 2016
Cash flows from operating activities:		
Net loss	\$(758)	\$(357)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	253	260
Loss on change in fair value of warrants	666	—
Noncash interest expense	—	(17)
Stock compensation expense	156	112
Gain on sale of fixed assets	(27)	—
Decrease in accounts receivable	272	1,029
Increase in inventory (net of progress billed)	(1,159)	(797)
Decrease in prepaid expenses	28	62
Increase in accounts payable and accrued expenses	67	234
Decrease in prepaid royalties - long term	22	22
Increase (decrease) in customer advance deposits	130	(526)
Total adjustments	408	379
Net cash (used in) provided by operating activities	(350)	22
Cash flows (to) from investing activities		
Purchases of property and equipment	(130)	(34)
Proceeds from sale of fixed assets	27	—
Net cash used in investing activities	(103)	(34)
Cash flows from (to) financing activities		
Proceeds (to) credit facility (net)	—	(70)
Proceeds (to) stock repurchase	(518)	—
Net cash used in financing activities	(518)	(70)
Net decrease in cash and cash equivalents	(971)	(82)
Cash and cash equivalents at beginning of period	2,568	683
Cash and cash equivalents at end of period	\$1,597	\$601

Supplemental cash flow information:

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Exchange of common stock for non-trade accounts receivable	\$155	\$—
Dividends Declared	261	—
Exchange of preferred stock for common stock	210	3,165
Cash paid for taxes withheld on officer restricted stock unit net share issue	15	—
Cash paid for interest	14	45

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

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Note 1 - Organization and Operations

Optex Systems Holdings manufactures optical sighting systems and assemblies for the U.S. Department of Defense, foreign military applications and commercial markets. Its products are installed on a variety of U.S. military land vehicles, such as the Abrams and Bradley fighting vehicles, light armored and advanced security vehicles, and have been selected for installation on the Stryker family of vehicles. Optex Systems Holdings also manufactures and delivers numerous periscope configurations, rifle and surveillance sights and night vision optical assemblies. Optex Systems Holdings' products consist primarily of build to customer print products that are delivered both directly to the military and to other defense prime contractors or commercial customers.

Optex Systems Holdings' operations are based in Dallas and Richardson, Texas in leased facilities comprising 93,967 square feet. As of July 2, 2017, Optex Systems Holdings operated with 96 full-time equivalent employees.

Optex Systems Holdings, Inc. has two reportable segments which include Optex Systems (OPX)-Richardson, and Applied Optics Center (AOC) – Dallas. The accounting policies for each segment are the same as those described in the summary of significant accounting policies. Optex Systems Holdings evaluates performance based on profit and loss from operations before income taxes excluding nonrecurring gains and losses.

Optex Systems (OPX) – Richardson, Texas

Optex Systems manufactures optical sighting systems and assemblies, primarily for Department of Defense applications. Its products are installed on various types of U.S. military land vehicles, such as the Abrams and Bradley fighting vehicles, light armored and armored security vehicles and have been selected for installation on the Stryker family of vehicles. Optex Systems also manufactures and delivers numerous periscope configurations, rifle and surveillance sights and night vision optical assemblies. We have capabilities which include machining, bonding, painting engraving and assembly and can perform both optical and environmental testing in-house. Optex Systems products consist primarily of build-to-customer print products that are delivered both directly to the armed services and to other defense prime contractors. Optex Systems in Richardson is both a prime and sub-prime contractor to the Department of Defense. Sub-prime contracts are typically issued through major defense contractors such as General Dynamics Land Systems, Raytheon Corp., BAE, NorcaTec and others. Optex Systems is also a military supplier to foreign governments such as Israel, Australia and NAMSA and South American countries and is a subcontractor for several large U.S. defense companies serving foreign governments.

During the nine months ended July 2, 2017, 99% of Optex Systems – Richardson revenue was in support of prime and subcontracted military customers. The Optex Systems segment serves domestic military customers, 91%, foreign military customers, 8%, and domestic commercial customers, 1%. The Optex Systems segment revenue for the nine months ending July 2, 2017 was derived from external customers consisting of the U.S. government, 62%, General

Dynamics, 24%, and other external customers, 14%.

Optex Systems is located in Richardson, Texas, with leased premises consisting of approximately 49,100 square feet. As of July 2, 2017, the Richardson facility operated with 60 full time equivalent employees in a single shift operation. Optex Systems in Richardson serves as the home office for both the Optex Systems (OPX) and Applied Optics Center (AOC) segments.

Applied Optics Center (AOC) – Dallas

On November 3, 2014, Optex Systems, Inc. entered into a Purchase Agreement with L-3 pursuant to which Optex Systems purchased from L-3 the assets comprising L-3's Applied Optics Center Products Line. Applied Optics Center is engaged in the production, marketing and sales of precision optical assemblies and components which utilize thin film coating technologies. Most of the AOC products and services are directly related to the deposition of thin-film coatings. AOC is both a prime and sub-prime contractor to the Department of Defense. Sub-prime contracts are typically issued through major defense contractors such as General Dynamics Land Systems, Raytheon Corp., L-3 Communications, Harris Corporation and others. AOC also creates a new sector of opportunity for commercial products. Globally, commercial optical products use thin film coatings to create product differentiation and performance levels. These coatings can be used for redirecting light (mirrors), blocking light (laser protection), absorbing select light (desired wavelengths), and many other combinations. They are used in telescopes, rifle scopes, binoculars, microscopes, range finders, protective eyewear, photography, etc. The Applied Optics Center is a key supplier to a commercial optical assembly manufacturer and provides optical assembly components to their markets of interest in commercial sporting optics and select military optics. Given this broad potential, the commercial applications are a key opportunity going forward. The Applied Optics Center segment also serves as the key supplier of the laser coated filters used in the production of periscope assemblies at the Optex Systems Richardson segment.

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The Applied Optics Center serves primarily domestic U.S. customers. During the nine months ended July 2, 2017, sales to commercial customers represent 48% and military sales to prime and subcontracted customers represent 27% of the total segment revenue. Intersegment sales to Optex Systems – Richardson, comprised 25% of the total segments revenue and was primarily in support of military contracts. The Applied Optics Center external customer revenue for the nine months ending July 2, 2017 was derived from L3 Communications, 19%, a commercial optical assembly manufacturer, 59% and 22% for all other external customers.

The Applied Optics Center (AOC), is located in Dallas, Texas with leased premises consisting of approximately 44,867 square feet of space. As of July 2, 2017, AOC operated with 36 full time equivalent employees in a single shift operation.

Note 2 - Accounting Policies

Basis of Presentation

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statement and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from the estimates.

Inventory: Inventory is recorded at the lower of cost or market value, and adjusted, as necessary, for decreases in valuation and obsolescence. Adjustments to the valuation and obsolescence reserves are made after analyzing market conditions, current and projected sales activity, inventory costs and inventory balances to determine appropriate reserve levels. Cost is determined using the first-in first-out method. Under arrangements by which progress payments are received against certain contracts, the customer retains a security interest in the undelivered inventory identified with these contracts. Payments received for such undelivered inventory are classified as unliquidated progress payments and deducted from the gross inventory balance. As of July 2, 2017 there was \$5 thousand and as of October 2, 2016 there was \$0 in unliquidated progress payments. As of July 2, 2017 and October 2, 2016, inventory included:

	(Thousands)	
	July 2, 2017	October 2, 2016
Raw Material	\$4,761	\$4,655
Work in Process	3,611	2,830
Finished Goods	657	380

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Gross Inventory	\$9,029	\$7,865
Less: Inventory Reserves	(1,651)	(1,651)
Less: Unliquidated Progress Payments	(5)	—
Net Inventory	\$7,373	\$6,214

Net inventory increased by \$1.2 million during the nine months ending July 2, 2017 in support of contracts deliverable over the next six months.

Customer Advance Deposits: Customer advance deposits represent amounts collected from customers in advance of shipment or revenue recognition, which relate to undelivered product or other cash in advance payment terms. As of July 2, 2017, Optex Systems, Inc. had a balance of \$0.7 million in short term customer advance deposits for materials purchased in support of deliveries to occur within the next twelve months.

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Earnings per Share: Basic earnings per share is computed by dividing income available for common shareholders (the numerator) by the weighted average number of common shares outstanding (the denominator) for the period. Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock.

The potentially dilutive securities that Optex Systems Holdings has outstanding are convertible preferred stock, unvested restricted stock units, stock options and warrants. In computing the dilutive effect of convertible preferred stock, the numerator is adjusted to add back any convertible preferred dividends and the denominator is increased to assume the conversion of the number of additional common shares. Optex Systems Holdings uses the Treasury Stock Method to compute the dilutive effect of any dilutive shares. Convertible preferred stock, unvested restricted stock units, stock options and warrants that are anti-dilutive are excluded from the calculation of diluted earnings per common share.

For the three and nine months ended July 2, 2017, 318 shares of Series C preferred stock, 182,000 unvested restricted stock units, 56,260 stock options and 4,125,200 warrants were excluded from the earnings per share calculation as anti-dilutive. For the three months ended June 26, 2016, 546 shares of Series A preferred stock, 969 shares of Series B preferred stock, 52,850 stock options and zero warrants were included in the dilutive earnings per share calculation, but were excluded from the nine months ending June 26, 2016 as they were anti-dilutive.

Note 3 - Segment Reporting

Optex Systems Holdings reportable segments are strategic businesses offering similar products to similar markets and customers; however, the companies are operated and managed separately due to differences in manufacturing technology, equipment, geographic location, and specific product mix. Applied Optics Center was acquired as a unit, and the management at the time of the acquisition was retained.

The Applied Optics Center segment also serves as the key supplier of laser coated filters used in the production of periscope assemblies for the Optex Systems Richardson segment. Intersegment sales and transfers are accounted for at annually agreed to pricing rates based on estimated segment product cost, which includes segment direct manufacturing and general and administrative costs, but exclude profits that would apply to third party external customers.

Optex Systems – Richardson, serves as the home office for both segments and shared general and administrative costs attributable to both segments are allocated directly to the segments based on the government Cost Accounting Standard (CAS) 403 – “Allocation of Home Office Expenses to Segments”. The purpose of CAS 403 is to provide criteria

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for allocating home office expenses to the segments of an organization based on the beneficial or causal relationships between the expenses and the receiving segments. Based on CAS 403, Optex Systems Holdings allocates home office expenses based on a three factor formula which is the average of the following three percentages for each of the segments fiscal year:

- (1) The percentage of segment payroll dollars to total payroll dollars of all segments;
- (2) The percentage of the segment's operating revenue to the total operating revenue of all segments
- (3) The percentage of the average net book value of the sum of the segment's tangible capital assets plus inventories to the total average net book value of such assets of all segments.

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The financial table below presents the information for each of the reportable segments profit or loss as well as segment assets for each year. Optex Systems Holdings, Inc. does not allocate interest expense, income taxes or unusual items to segments.

Reportable Segment Financial Information
(thousands)

Three months ended July 2, 2017

	Optex Systems Richardson	Applied Optics Center Dallas	Other (non allocated costs and intersegment eliminations)	Consolidated Total
Revenues from external customers	\$3,105	\$ 1,281	\$ —	\$ 4,386
Intersegment revenues	—	563	(563)	—
Total Revenue	\$3,105	\$ 1,844	\$ (563)) \$ 4,386
Interest expense	\$—	\$—	\$ 4	\$ 4
Depreciation and Amortization	\$14	\$72	\$—	\$ 86
Income (Loss) before taxes	\$(26)	\$91	\$ (1,028)) \$ (963)
Other significant noncash items:				
Allocated home office expense	\$(194)	\$194	\$—	\$—
Loss on change in fair value of warrants	\$—	\$—	\$ 1,024	\$ 1,024
Stock compensation expense	\$43	\$—	\$—	\$ 43
Royalty expense amortization	\$8	\$—	\$—	\$ 8
Segment Assets	\$8,013	\$4,336	\$—	\$ 12,349
Expenditures for segment assets	\$—	\$—	\$—	\$—

Reportable Segment Financial Information
(thousands)

Three months ended June 26, 2016

	Optex Systems Richardson	Applied Optics Center Dallas	Other (non allocated costs and intersegment eliminations)	Consolidated Total
--	-----------------------------------------	-------------------------------------------------	--------------------------------------------------------------------------------------	-------------------------------

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Revenues from external customers	\$3,377	\$1,967	\$ —	\$ 5,344
Intersegment revenues	—	515	(515)	—
Total Revenue	\$3,377	\$2,482	\$ (515)	\$ 5,344
Interest expense	\$—	\$—	\$ 12	\$ 12
Depreciation and Amortization	\$20	\$68	\$ —	\$ 88
Income (Loss) before taxes	\$135	\$76	\$ (12)	\$ 199
Other significant noncash items:				
Allocated home office expense	\$(188)	\$188	\$ —	\$ —
Stock option compensation expense	\$63	\$—	\$ —	\$ 63
Royalty expense amortization	\$8	\$—	\$ —	\$ 8
Use of contract loss reserves	\$—	\$(17)	\$ —	\$ (17)
Segment Assets	\$6,146	\$4,776	\$ —	\$ 10,922
Expenditures for segment assets	\$—	\$—	\$ —	\$ —

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Reportable Segment Financial Information
(thousands)

Nine months ending July 2, 2017

	Optex Systems Richardson	Applied Optics Center Dallas	Other (non allocated costs and intersegment eliminations)	Consolidated Total
Revenues from external customers	\$7,547	\$4,391	\$ —	\$ 11,938
Intersegment revenues	—	1,455	(1,455)	—
Total Revenue	\$7,547	\$5,846	\$ (1,455)	\$ 11,938
Interest expense	\$—	\$—	\$ 14	\$ 14
Depreciation and Amortization	\$43	\$ 210	\$ —	\$ 253
Income (Loss) before taxes	\$(69)	\$(9)	\$ (680)	\$ (758)
Other significant noncash items:				
Allocated home office expense	\$(529)	\$ 529	\$ —	\$ —
Loss on change in fair value of warrants	\$—	\$—	\$ 666	\$ 666
Stock compensation expense	\$171	\$—	\$ —	\$ 171
Royalty expense amortization	\$22	\$—	\$ —	\$ 22
Segment Assets	\$8,013	\$4,336	\$ —	\$ 12,349
Expenditures for segment assets	\$(4)	\$(126)	\$ —	\$ (130)

Reportable Segment Financial Information
(thousands)

Nine months ending June 26, 2016

	Optex Systems Richardson	Applied Optics Center Dallas	Other (non allocated costs and intersegment eliminations)	Consolidated Total
Revenues from external customers	\$7,511	\$4,262	\$ —	\$ 11,773
Intersegment revenues	—	1,173	(1,173)	—
Total Revenue	\$7,511	\$5,435	\$ (1,173)	\$ 11,773
Interest expense	\$—	\$—	\$ 28	\$ 28

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Depreciation and Amortization	\$57	\$203	\$ —	\$ 260
Income (Loss) before taxes	\$(16)	\$(313)	\$ (28)	\$ (357)
Other significant noncash items:				
Allocated home office expense	\$(565)	\$ 565	\$ —	\$ —
Stock option compensation expense	\$112	\$—	\$ —	\$ 112
Royalty expense amortization	\$22	\$—	\$ —	\$ 22
Use of contract loss reserves	\$—	\$(47)	\$ —	\$ (47)
Segment Assets	\$6,146	\$4,776	\$ —	\$ 10,922
Expenditures for segment assets	\$(15)	\$(19)	\$ —	\$ (34)

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Note 4 - Commitments and Contingencies

Rental Payments under Non-cancellable Operating Leases

Optex Systems Holdings leases its office and manufacturing facilities for the Optex Systems, Inc. at the Richardson, TX address below, and the Applied Optics Center, at the Dallas, TX address below, under non-cancellable operating leases.

The leased facility under Optex Systems Inc. at 1420 Presidential Drive, Richardson, Texas consists of 49,100 square feet of space and expires March 31, 2021. Pursuant to the terms of the most recent amendment to the Richardson site facilities lease, there was no base rent payment due from January 1, 2014 through March 31, 2014, with payments beginning April 2014, and annual rental payment inflationary increases between 3.4% and 4.8% occurring each year beginning in 2016.

The leased facility under the Applied Optics Center at 9839 and 9827 Chartwell Drive, Dallas, Texas, consists of 44,867 square feet of space at the premises. On November 17, 2016, we received a countersigned new lease for the Applied Optics Center from the landlord, dated October 21, 2016, and which commenced retroactive to October 1, 2016. The new lease term will expire on October 31, 2021, with two renewal options available to the tenant, each with a renewal term duration of five years. The monthly base rent is \$19.4 thousand through September 30, 2017 and escalates approximately 3% October 1, each year thereafter through 2021. The lease includes a one month base rent abatement for October 1 through October 31, 2016 for \$19.4 thousand. The monthly rent includes approximately \$4.9 thousand for additional Common Area Maintenance fees and taxes (CAM), to be adjusted annually based on actual expenses incurred by the landlord. The total monthly rent including CAM is \$24.3 thousand beginning November 1, 2016. Our obligations to make payments under the lease are secured by a \$250,000 standby letter of credit which we may be reduced to \$125,000 on October 31, 2019.

As of July 2, 2017 the unamortized deferred rent was \$128 thousand as compared to \$108 thousand as of October 2, 2016. Deferred rent expense is amortized monthly over the life of the lease.

As of July 2, 2017, the remaining minimum lease and estimated adjusted common area maintenance (CAM) payments under the non-cancelable office and facility space leases are as follows:

Non-cancellable Operating Leases Minimum Payments

Fiscal Year	(Thousands) Optex Systems Richardson		Applied Optics Center Dallas		Total Payments
	Lease Payments	CAM Estimate	Lease Payments	CAM Estimate	
2017	\$67	\$ 27	\$ 58	\$ 15	\$ 167
2018	274	108	240	60	682
2019	283	110	248	61	702
2020	293	112	255	62	722
2021	149	57	262	63	531
2022	—	—	22	5	27
Total minimum lease payments	\$1,066	\$ 414	\$ 1,085	\$ 266	\$ 2,831

Total facilities rental and CAM expense for both facility lease agreements as of the three and nine months ended July 2, 2017 was \$165 thousand and \$492 thousand. Total expense under facility lease agreements as of the three and nine months ended June 26, 2016 was \$169 thousand \$473 thousand, respectively.

Note 5 – Prepaid Royalties

Prepaid royalties represent payments made for the purchase of non-transferable, non-exclusive patent rights associated with a patent license. The patent license allows for development of current and future products in our digital line of periscopes. We completed our first international shipment utilizing this technology in 2014 and are currently in production to support a U.S. Government Foreign Military Sale contract awarded in January 2016. We estimate the commercial life of the patent at seven years. As of July 2, 2017, the balance of the patent license is \$68 thousand net of accumulated amortization. The royalty expenses for the associated patent license are amortized on a straight line basis starting in fiscal year 2013. The amortized royalty expense for the three and nine months ending July 2, 2017 and June 26, 2016 was \$8 thousand and \$22 thousand, respectively.

Note 6 - Debt Financing

Related Parties

Sileas Secured Promissory Note Due on May 29, 2021 to Longview Fund, LP

On June 5, 2015, Sileas Corp., the majority owner of Optex Systems, Inc. (Delaware), executed and delivered to Longview, an amended Secured Promissory Note in the amount of \$18.0 million and maturing on May 29, 2021. The note is secured by and convertible into the Optex Systems Holdings Inc. common stock.

On August 4, 2016, Longview Fund, L.P. converted \$250 thousand of the note principal for 100,000 shares of Optex Systems Holdings common stock pursuant to the note conversion terms.

On October 31, 2016, Longview Fund, L.P. converted \$2.7 million of the Sileas note principal in exchange for 800,000 shares of Optex Systems Holdings common stock and authorized the return to Optex Systems Holdings' treasury of 197,299 common shares, held by Sileas Corporation in settlement of \$155 thousand of accounts receivable due for expenses paid by Optex Systems Inc. on behalf of the Sileas Corporation. The 197,299 shares were subsequently cancelled in satisfaction of the outstanding accounts receivable balance as of October 31, 2016.

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On May 1, 2017, The Longview Fund, L.P. converted \$0.8 million of the Sileas Corp.(a related party) note principal in exchange for 700,000 shares of Optex Systems Holdings common stock. The Sileas Corp. note balance to The Longview Fund, L.P. as of May 1, 2017, after conversion, is \$14.2 million.

On June 9, 2017, Sileas Corp. (“Sileas”), a related party to the Company, entered into a transaction with The Longview Fund, L.P.(“Longview”) to settle its February 20, 2009 note with Longview in the original principal amount of \$13,524,405 (the “Note”). The parties agreed to a conversion by Longview of \$3,358,538 of the amount due under the Note into 2,798,782 shares of Company common stock owned by Sileas and previously pledged to Longview as security with respect to the Note. Simultaneously therewith, Sileas made a \$250,000 cash payment to Longview, and Longview agreed to satisfy \$10,571,791 of the amount due under the Note. The remaining amount due under the Note is \$64,000 which shall be paid in cash by Sileas to Longview on a quarterly basis, upon the payment of quarterly dividends by the Company, over the next four calendar quarters commencing on or about June 30, 2017. In order to effect the above, Longview also released the pledge on all Company shares owned by Sileas and previously pledged to Longview.

Simultaneously with the above, Sileas sold 800,000 shares of Company common stock to Danny Schoening and Karen Hawkins at a price equal to \$314,000 (which is a discounted amount based upon recognition of years of administrative support by Mr. Schoening and Ms. Hawkins for the Company) as follows: (i) Danny Schoening: 640,000 Shares for \$200,000 plus a \$50,825 promissory note; and (ii) Karen Hawkins: 160,000 Shares for \$50,000 plus a \$12,706 promissory note. Each promissory note has a one year term, with interest at 1.18% per annum and shall be payable in four equal quarterly installments of \$12,800 for Danny Schoening and \$3,200 for Karen Hawkins, each installment payable within five business days after the payment of cash dividends by the Company to each of them. As a result, Sileas no longer owns any shares of Company common stock.

After giving effect to the above transactions, the approximate beneficial ownership of Company equity securities by each of the Longview Fund, Danny Schoening and Karen Hawkins is as follows:

The Longview Fund 2,800,132 shares or 36.9%

Danny Schoening 682,649 shares or 9.0%

Karen Hawkins shares 171,450 or 2.3%

See also Note 10 “Subsequent Events”.

Credit Facility — Avidbank

The Company amended its revolving credit facility with Avidbank on October 17, 2016 from \$2 million to \$2.2 million. The interest rate for all advances against the line of credit shall be the then in effect prime rate plus 2.5% and is subject to a minimum interest payment requirement per nine month period of \$10,000. The renewable revolving maturity date is January 22, 2018 and is secured by a first lien on all of its assets in favor of Avidbank. In order to meet the security requirement under the lease, we entered into a letter of credit with Avidbank on October 17, 2016 in the amount of \$250,000, which expires on October 17, 2017 and is renewable by us for successive one year periods unless the bank notifies us no later than 60 days prior to the end of the initial or any extended term that it shall not renew the letter of credit.

As of July 2, 2017 and October 2, 2016, the outstanding principal balance on the line of credit was \$300 thousand. For the three and nine months ended July 2, 2017 and June 26, 2016, the total interest expense against the outstanding line of credit balance was \$4 and \$14 thousand and \$12 and \$28 thousand, respectively.

Note 7-Warrant Liabilities

On August 26, 2016, Optex Systems Holdings Inc. issued 4,125,200 warrants to new shareholders and the underwriter, in connection with a public share offering. The warrants entitle the holder to purchase one share of our common stock at an exercise price equal to \$1.50 per share at any time on or after August 26, 2016 (the “Initial Exercise Date”) and on or prior to the close of business on August 26, 2021 (the “Termination Date”). The Company determined that these warrants are free standing financial instruments that are legally detachable and separately exercisable from the common stock included in the public share offering. Management also determined that the

warrants are puttable for cash upon a fundamental transaction at the option of the holder and as such required classification as a liability pursuant to ASC 480 “*Distinguishing Liabilities from Equity*”. In accordance with the accounting guidance, the outstanding warrants are recognized as a warrant liability on the balance sheet and are measured at their inception date fair value and subsequently re-measured at each reporting period with changes being recorded as a component of other income in the statement of operations.

The fair value of the warrant liabilities was measured using a binomial lattice model. Significant inputs into the model at the inception and reporting period measurement dates are as follows:

<i>Binomial Assumptions</i>	Issuance date ⁽¹⁾ August 26, 2016	Period ending October 2, 2016	Period ending July 2, 2017		
Exercise Price ⁽¹⁾	\$1.50	\$1.50	\$1.50		
Warrant Expiration Date ⁽¹⁾	August 26, 2021	August 26, 2021	August 26, 2021		
Stock Price ⁽²⁾	\$0.95	\$0.77	\$1.00		
Interest Rate (annual) ⁽³⁾	1.23	% 1.14	% 1.89	%	%
Volatility (annual) ⁽⁴⁾	246.44	% 242.17	% 190.03	%	%
Time to Maturity (Years)	5.0	4.9	4.2		
Number of Steps (Quarters)	20	20	17		
Calculated fair value per share	\$0.93	\$0.76	\$0.92		
Quarterly Dividend per share for Next Four Quarters ⁽⁵⁾	\$—	\$—	\$0.02		
Future Estimated Quarterly Dividend per share ⁽⁶⁾	\$—	\$—	\$0.01		

(1) Based on the terms provided in the warrant agreement to purchase common stock of Optex Systems Holdings, Inc. dated August 26, 2016.

(2) Based on the trading value of common stock of Optex Systems Holdings, Inc. as of August 26, 2016 and each presented period ending date.

(3) Interest rate for U.S. Treasury Bonds, as of August 26, 2016 and each presented period ending date, as published by the U.S. Federal Reserve.

(4) Based on the historical daily volatility of Optex Systems Holdings, Inc. as of August 26, 2016 and each presented period ending date.

(5) Pursuant to June 12, 2017 Board of Directors authorization of a \$0.02 per share (and per warrant) dividend payment in July for shareholders and warrant holders of record on July 5, 2017 and for three subsequent quarterly record dates thereafter.

(6) Current estimated dividend payments beyond initial four quarters. At a future date, the company will review the working capital needs and make a final determination of any future dividend payments and amounts beyond the initial four quarter payments.

The warrants outstanding and fair values at each of the respective valuation dates are summarized below:

Warrant Liability	Warrants Outstanding	Fair Value per Share	Fair Value (000's)
Fair Value at initial measurement date of 8/26/2016	4,125,200	\$ 0.9349	\$ 3,857
(Gain) on Change in Fair Value of Warrant Liability			(739)
Fair Value as of period ending 10/2/2016	4,125,200	\$ 0.7558	\$ 3,118
Loss on Change in Fair Value of Warrant Liability			666
Fair Value as of period ending 7/2/2017	4,125,200	\$ 0.9174	\$ 3,784

During the three and nine months ending July 2, 2017 Optex Systems Holdings recorded a loss on changes in fair value of warrant liability of \$1,024 and \$666 thousand, respectively. During the three and nine months ending June 26, 2016 there were no warrant liabilities or corresponding changes in valuation.

The warrant liabilities are considered Level 3 liabilities on the fair value hierarchy as the determination of fair value includes various assumptions about of future activities and the Company's stock prices and historical volatility as inputs. During the three months ending July 2, 2017, none of the warrants have been exercised.

Note 8-Stock Based Compensation

Stock Options issued to Employees, Officers and Directors

The Optex Systems Holdings 2009 Stock Option Plan provides for the issuance of up to 75,000 shares to Optex Systems Holdings officers, directors, employees and to independent contractors who provide services to Optex Systems Holdings as either incentive or nonstatutory stock options determined at the time of grant. As of July 2, 2017, Optex Systems Holdings has granted stock options to officers and employees as follows:

Date of Grant	Options Granted	Exercise Price	Options Outstanding As of 4/02/17	Expiration Date	Vesting Period
12/09/11	46,070	\$ 10.00	35,010	12/08/2018	4 years
12/19/13	25,000	\$ 10.00	25,000	12/18/2020	4 years
Total	71,070		60,010		

The following table summarizes the status of Optex Systems Holdings' aggregate stock options granted under the incentive stock option plan:

Subject to Exercise	Number of Shares Remaining Options	Weighted Average Fair Value	Weighted Average Life (Years)	Aggregate Value (Thousands)
Outstanding as of September 27, 2015	62,858	\$ —	2.32	\$ —
Granted – 2016	—			
Forfeited – 2016	(2,518)			—
Exercised – 2016	—			—
Outstanding as of October 2, 2016	60,340	\$ —	1.40	\$ —
Granted – 2017	—			
Forfeited – 2017	(330)			—
Exercised – 2017	—			—
Outstanding as of July 2, 2017	60,010	\$ —	0.90	\$ —
Exercisable as of October 2, 2016	52,840	\$ —	1.07	\$ —
Exercisable as of July 2, 2017	56,260	\$ —	0.73	\$ —

There were no options granted in the three months ended July 2, 2017 or twelve months ending October 2, 2016.

The following table summarizes the status of Optex Systems Holdings' aggregate non-vested shares granted under the 2009 Stock Option Plan:

	Number of Non-vested Shares Subject to Options	Weighted-Average Grant-Date Fair Value
Non-vested as of September 27, 2015	22,592	\$ 7.66
Non-vested granted — year ended October 2, 2016	—	
Vested — year ended October 2, 2016	(12,574)	7.33
Forfeited — year ended October 2, 2016	(2,518)	
Non-vested as of October 2, 2016	7,500	\$ 8.0
Non-vested granted — nine months ended July 2, 2017	—	
Vested — nine months ended July 2, 2017	(3,420)	8.0
Forfeited — nine months ended July 2, 2017	(330)	
Non-vested as of July 2, 2017	3,750	\$ 8.0

Restricted Stock Units issued to Officers and Employees

On June 14, 2016, the Compensation Committee of the Board of Directors of Optex Systems Holdings approved the Company's 2016 Restricted Stock Unit Plan (the "Plan"). The Plan provides for the issuance of stock units ("RSU") for up to 1,000,000 shares of the Company's common stock to Optex Systems Holdings officers and employees. Each RSU constitutes a right to receive one share of the Company's common stock, subject to vesting, which unless otherwise stated in an RSU agreement, shall vest in equal amounts on the first, second and third anniversary of the grant date. Shares of the Company's common stock underlying the number of vested RSUs will be delivered as soon as practicable after vesting. During the period between grant and vesting, the RSUs may not be transferred, and the grantee has no rights as a shareholder until vesting has occurred. If the grantee's employment is terminated for any reason (other than following a change in control of the Company or a termination of an officer other than for cause), then any unvested RSUs under the award will automatically terminate and be forfeited. If an officer grantee's employment is terminated by the Company without cause or by the grantee for good reason, then, provided that the RSUs have not been previously forfeited, the remaining unvested portion of the RSUs will immediately vest as of the officer grantee's termination date. In the event of a change in control, the Company's obligations regarding outstanding RSUs shall, on such terms as may be approved by the Committee prior to such event, immediately vest, be assumed by the surviving or continuing company or cancelled in exchange for property (including cash).

On June 15, 2016, the Company issued 150,000 RSUs to its Chief Executive Officer, Danny Schoening, and 50,000 RSUs to its Chief Financial Officer, Karen Hawkins. Pursuant to the RSU agreements, the RSUs issued to Mr. Schoening and Ms. Hawkins will vest as follows: 34% on January 1, 2017, 33% on January 1, 2018 and 33% on January 1, 2019. The total market value of the restricted stock units based on the shares price of \$1.85 as of June 15, 2016 is \$372 thousand. The cost of the shares is amortized on a straight line basis across the vesting periods.

On January 5, 2017, Optex Systems Holdings issued 45,799 common shares related to the vesting of the 68,000 restricted stock units on January 1, 2017. The shares issued were net of 22,201 common shares withheld for employee federal income tax requirements.

On June 15, 2017, the Company issued 50,000 RSUs to its Applied Optics Center General Manager and new board member, Bill Bates. Pursuant to the RSU agreements the RSUs issued to Mr. Bates will vest as follows: 34% on January 1, 2018, 33% on January 1, 2019 and 33% on January 1, 2020. The total market value of the restricted stock units based on the shares price of \$0.95 as of June 15, 2016 is \$47.5 thousand. The cost of the shares is amortized on a straight line basis across the vesting periods.

As of July 2, 2017 there are 182,000 outstanding unvested restricted stock units remaining to vest.

Consulting and Vendor Equity Issues

On April 29, 2016, Optex Systems Holdings, Inc. issued 40,000 common “restricted” shares at a market price of \$2.35 per share (\$94,000) in support of the IRTH Communications agreement. The cost of the shares is amortized on a straight line basis through March 2017. There were no other equity instruments issued to consultants and vendors during the twelve months ended October 2, 2016 or the nine months ending July 2, 2017. The IRTH Communications agreement expired as March 31, 2017 without renewal.

Stock Based Compensation Expense

Equity compensation is amortized based on a straight line basis across the vesting or service period as applicable. The recorded compensation costs for options and shares granted and restricted stock units awarded as well as the unrecognized compensation costs are summarized in the table below:

Stock Compensation

(thousands)

	Recognized Compensation Expense				Unrecognized Compensation Expense	
	Three months ended		Nine months ended		As of period ending	
	July 2, 2017	June 26, 2016	July 2, 2017	June 26, 2016	July 2, 2017	October 2, 2016
Stock Options	\$ 11	\$ (8)	\$ 30	\$ 41	\$ 18	\$ 48
Restricted Stock Units	32	47	94	47	232	279
Consultant Shares (IRTH)	—	24	47	24	—	47
Total Stock Compensation	\$43	\$ 63	\$ 171	\$ 112	\$ 250	\$ 374

For the nine months ending July 2, 2017 there was \$15 thousand of tax withholding related to vested and issued restricted stock unit shares included in the total stock compensation expense and \$156 thousand of non-cash stock compensation expense. There was no tax withholding during the three months ending July 2, 2017 or the three and nine months ending June 26, 2016.

Note 9 - Stockholders' Equity*Common stock*

As of October 2, 2016, the outstanding common shares are 8,266,601.

On October 31, 2016, Longview Fund L.P. authorized the return to Optex Systems Holdings' treasury of 197,299 common shares, held by Sileas Corporation in settlement of \$155 thousand of accounts receivable due for expenses paid by Optex Systems Inc. on behalf of the Sileas Corporation. The shares were subsequently cancelled in satisfaction of the outstanding accounts receivable balance as of October 31, 2016.

On April 27, 2017, the Board of Directors of Optex Systems Holdings approved a purchase of 700,000 shares of its common stock in a private transaction from The Longview Fund, L.P. The transaction was priced at the closing sale price on April 28, 2017 of \$0.74 per share for a total transaction amount of \$518,000. Upon repurchase on May 1, 2017, the shares were returned to treasury thereby reducing the total shares outstanding of its common stock.

During the nine months ending July 2, 2017, Optex Systems Holdings issued 175,000 common shares due to conversions of Series C preferred stock, and 45,799 common shares issued related to the vesting of restricted stock units. There were no other issuances of common or preferred stock during the three months ended July 2, 2017. As of July 2, 2017, the outstanding common shares were 7,590,101.

Series A preferred stock

Optex Systems Holdings has filed a Certificate of Designation with the Secretary of State of the State of Delaware authorizing a series of preferred stock, under its articles of incorporation, known as “Series A preferred stock”. The Certificate of Designation currently sets forth the following terms for the Series A preferred stock: (i) number of authorized shares: 1,027; (ii) per share stated value: \$6,860; (iii) liquidation preference per share: stated value; (iv) conversion price: \$1.20 per share, as adjusted from time to time; and (v) voting rights: votes along with the common stock on an as converted basis with one vote per share (vi) par value \$0.001 per share. Holders of preferred shares receive preferential rights in the event of liquidation. Additionally the preferred stock shareholders are entitled to vote together with the common stock on an “as-converted” basis. Each share of preferred stock is immediately convertible into common shares at the option of the holder which entitles the holder to receive the equivalent number of common shares equal to the stated value of the preferred shares divided by the conversion price of \$1.20 per share pursuant to the August 22, 2016 public offering of common shares at \$1.20 per share.

There were no issuances of preferred Series A stock during the nine months ended July 2, 2017. As of July 2, 2017 and October 2, 2016 there were zero preferred Series A shares outstanding.

Series B Preferred Stock

On March 26, 2015, Optex Systems Holdings filed a Certificate of Designation with the Secretary of State of the State of Delaware authorizing a series of preferred stock, under its articles of incorporation, known as “Series B preferred stock”. The Certificate of Designation currently sets forth the following terms for the Series B preferred stock: (i) number of authorized shares: 1,010; (ii) per share stated value: \$1,629 (iii) liquidation preference per share, other than Series A preferred stock: stated value; (iv) conversion price: \$1.20 per share, as adjusted from time to time; (v) voting rights: votes along with the common stock on an as converted basis with one vote per share; and (vi) par value of

\$0.001 per share. Each share of preferred stock is immediately convertible into common shares at the option of the holder which entitles the holder to receive the equivalent number of common shares equal to the stated value of the preferred shares divided by the conversion price of \$1.20 per share pursuant to the August 22, 2016 public offering of common shares at \$1.20 per share.

There were no issuances of preferred Series B stock during the nine months ended July 2, 2017. As of October 2, 2016 and July 2, 2017 there were zero preferred Series B shares outstanding.

Series C Preferred Stock

Our board of directors designated 400 shares of our preferred stock as Series C convertible preferred stock (“Series C preferred stock”). The preferences and rights of the Series C preferred stock are set forth in a Certificate of Designation (the “Series C Certificate of Designation”). The Series C Certificate of Designation provides, among other things, that we shall not pay any dividends on shares of Common Stock (other than dividends in the form of Common Stock) unless and until such time as we pay dividends on each Series C preferred share on an as-converted basis. With certain exceptions, as described in the Series C Certificate of Designation, the Series C preferred stock has no voting rights. Each Series C preferred share is convertible at any time at the holder’s option into a number of shares of common stock equal to \$5,000 divided by the Series C Conversion Price. The “Series C Conversion Price” is initially \$1.20 and is subject to adjustment for stock splits, stock dividends, distributions, subdivisions and combinations.

During the twelve months ended October 2, 2016 there were 400 preferred Series C shares issued, at a total stated value of \$2 million, pursuant to the public offering on August 26, 2016, and conversions of 40 preferred Series C shares, or \$200 thousand, into 166,667 common shares. As of October 2, 2016 there were 360 preferred Series C shares outstanding.

During the nine months ending July 2, 2017 there were 42 shares of Series C preferred stock converted to 175,000 shares common stock. As of July 2, 2017 there were 318 shares of Series C preferred stock outstanding.

Warrants

On August 26, 2016, Optex Systems Holdings Inc. issued 4,125,200 warrants to new shareholders and the underwriter, in connection with a public share offering. The warrants entitle the holder to purchase one share of our common stock at an exercise price equal to \$1.50 per share at any time on or after August 26, 2016 (the “Initial Exercise Date”) and on or prior to the close of business on August 26, 2021 (the “Termination Date”).

The exercise price and number of shares of common stock issuable upon exercise of the warrants may be adjusted in certain circumstances, including in the event of a stock splits, stock dividend, extraordinary dividend on or recapitalization, reorganization, merger or consolidation. For one year following the issuance date of the warrants, the exercise price of the warrants will also be adjusted for issuances of common stock at a price below their exercise price, on the date of issuance of any option to purchase, or sell or grant any right to reprice, or otherwise dispose of or issue (or announce any offer, sale, grant or any option to purchase or other disposition) any common stock or common stock equivalents, at an effective price per share less than the exercise price then in effect. Under such adjustment, the exercise price of the warrants shall be reduced to that lower issuance price per share. Under the terms of the Warrants, there can only be one such price reset during the term of the warrant.

In the event of a fundamental transaction (as defined in warrant), then the Company or any successor entity will pay at the holder’s option, exercisable at any time concurrently with or within 30 days after the consummation of the fundamental transaction, an amount of cash equal to the value of the remaining unexercised portion of the warrants on the date of consummation of the fundamental transaction as determined in accordance with the Black Scholes option pricing model.

The Company determined that these warrants are free standing financial instruments that are legally detachable and separately exercisable from the common stock included in the public share offering. Management also determined that the warrants are puttable for cash upon a fundamental transaction at the option of the holder and as such require classification as a liability pursuant to ASC 480 “*Distinguishing Liabilities from Equity*”. In accordance with the

accounting guidance, the outstanding warrants are recognized as a warrant liability on the balance sheet. See Note 7 “Warrant Liabilities”.

During the three months ending July 2, 2017 and the twelve months ending October 2, 2016, zero warrants had been exercised. As of July 2, 2017 and October 2, 2016 the outstanding warrants were 4,125,200.

Dividends

On June 26, 2017, the board of directors approved a resolution authorizing a \$0.02 per share (and per warrant) dividend payment in July for common and preferred C shareholders and warrant holders of record on July 5, 2017 and for three subsequent quarterly record dates thereafter. During the three and nine months ending July 2, 2017, Optex Systems Holdings recorded dividends payable and a retained earnings adjustment for declared dividends of \$261 thousand for dividends payable in July.

Note 10 Subsequent Events

On July 12, 2017, we issued \$261 thousand in cash dividends to the holders of our common stock, and Series C preferred stock and warrants at the rate of \$.02 per share (on an as converted/exercised basis for holders of our Series C preferred stock and warrants) to holders of record as of July 5, 2017 for the dividends declared on June 26, 2017.

From July 3, 2017 through July 28, 2017 there were 72 shares of Series C preferred stock converted into 300,000 shares of common stock.

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

Management's Discussion and Analysis or Plan of Operations

This MD&A is intended to supplement and complement our audited consolidated financial statements and notes thereto for the fiscal year ended October 2, 2016 and our reviewed but unaudited consolidated financial statements and footnotes thereto for the quarter ended July 2, 2017, prepared in accordance with U.S. generally accepted accounting principles (GAAP). You are encouraged to review our consolidated financial statements in conjunction with your review of this MD&A. The financial information in this MD&A has been prepared in accordance with GAAP, unless otherwise indicated. In addition, we use non-GAAP financial measures as supplemental indicators of our operating performance and financial position. We use these non-GAAP financial measures internally for comparing actual results from one period to another, as well as for planning purposes. We will also report non-GAAP financial results as supplemental information, as we believe their use provides more insight into our performance. When non-GAAP measures are used in this MD&A, they are clearly identified as non-GAAP measures and reconciled to the most closely corresponding GAAP measure.

The following discussion highlights the principal factors that have affected our financial condition and results of operations as well as our liquidity and capital resources for the periods described. This discussion contains forward-looking statements. Please see "Special cautionary statement concerning forward-looking statements" and "Risk factors" for a discussion of the uncertainties, risks and assumptions associated with these forward-looking statements. The operating results for the periods presented were not significantly affected by inflation.

Background

On March 30, 2009, a reorganization was consummated pursuant to which the then existing shareholders of Optex Systems, Inc. (Delaware) exchanged their shares of common stock for shares of common stock of Optex Systems Holdings as follows: (i) the outstanding 85,000,000 shares of Optex Systems, Inc. (Delaware) common stock were exchanged by Optex Systems Holdings for 113,333,282 shares of Optex Systems Holdings common stock, (ii) the outstanding 1,027 shares of Optex Systems, Inc. (Delaware) Series A preferred stock were exchanged by Optex Systems Holdings for 1,027 shares of Optex Systems Holdings Series A preferred stock, and (iii) the 8,131,667 shares of Optex Systems, Inc. (Delaware) common stock purchased in the private placement were exchanged by Optex Systems Holdings for 8,131,667 shares of Optex Systems Holdings common stock. Optex Systems, Inc. (Delaware) has remained a wholly-owned subsidiary of Optex Systems Holdings. The common shares above are presented at their pre reverse split share quantities to preserve historical information. Optex Systems Holdings effected a 1000:1 reverse stock split on October 7, 2015. As a result of the reorganization, Optex Systems Holdings changed its name from Sustut Exploration Inc. to Optex Systems Holdings, Inc., and its year end from December 31 to a fiscal year ending on

the Sunday nearest September 30.

Optex Systems, Inc. (Delaware) manufactures optical sighting systems and assemblies, primarily for Department of Defense applications. Its products are installed on various types of U.S. military land vehicles, such as the Abrams and Bradley fighting vehicles, light armored and armored security vehicles and have been selected for installation on the Stryker family of vehicles. Optex Systems, Inc. (Delaware) also manufactures and delivers numerous periscope configurations, rifle and surveillance sights and night vision optical assemblies. Optex Systems, Inc. (Delaware) products consist primarily of build-to-customer print products that are delivered both directly to the armed services and to other defense prime contractors. Less than 1% of today's revenue is related to the resale of products substantially manufactured by others. In this case, the product would likely be a simple replacement part of a larger system previously produced by Optex Systems, Inc. (Delaware).

We are both a prime and sub-prime contractor to the Department of Defense. Sub-prime contracts are typically issued through major defense contractors such as General Dynamics Land Systems, Raytheon Corp., BAE, NorcaTec and others. We are also a military supplier to foreign governments such as Israel, Australia and NAMSAs and South American countries and as a subcontractor for several large U.S. defense companies serving foreign governments.

By way of background, the Federal Acquisition Regulation is the principal set of regulations that govern the acquisition process of government agencies and contracts with the U.S. government. In general, parts of the Federal Acquisition Regulation are incorporated into government solicitations and contracts by reference as terms and conditions effecting contract awards and pricing solicitations.

Many of our contracts are prime or subcontracted directly with the Federal government and, as such, are subject to Federal Acquisition Regulation Subpart 49.5, “Contract Termination Clauses” and more specifically Federal Acquisition Regulation clauses 52.249-2 “Termination for Convenience of the Government Fixed-Price”, and 49.504 “Termination of fixed-price contracts for default”. These clauses are standard clauses on our prime military contracts and generally apply to us as subcontractors. It has been our experience that the termination for convenience is rarely invoked, except where it is mutually beneficial for both parties. We are currently not aware of any pending terminations for convenience or for default on our existing contracts.

In the event a termination for convenience were to occur, Federal Acquisition Regulation clause 52.249-2 provides for full recovery of all contractual costs and profits reasonably occurred up to and as a result of the terminated contract. In the event a termination for default were to occur, we could be liable for any excess cost incurred by the government to acquire supplies from another supplier similar to those terminated from us. We would not be liable for any excess costs if the failure to perform the contract arises from causes beyond the control and without the fault or negligence of the company as defined by Federal Acquisition Regulation clause 52.249-8.

In addition, some of our contracts allow for government contract financing in the form of contract progress payments pursuant to Federal Acquisition Regulation 52.232-16, “Progress Payments”. As a small business, and subject to certain limitations, this clause provides for government payment of up to 90% of incurred program costs prior to product delivery. To the extent our contracts allow for progress payments, we intend to utilize this benefit, thereby minimizing the working capital impact on Optex Systems Holdings for materials and labor required to complete the contracts.

Recent Orders

In October 2016, we received a \$0.8 million order from L-3 Communications for night vision goggle laser interference filter assemblies deliverable through March 2017.

In October 2016, we were awarded a \$1.3 million portion of a commercial multi-year strategic supplier agreement with a domestic manufacturer of premium optical devices to supply its optical assemblies. The units will be delivered in fiscal year 2017.

In November 2016, we were awarded a \$1.5 million contract for laser protected periscopes from Defense Logistics Agency (DLA). The award is the first delivery order against a 5-year Indefinite Delivery, Indefinite Quantity (IDIQ) contract with DLA totaling \$5.99 million. Deliveries for the first order against this contract began in January 2017 and will continue through August 2017.

In December 2016, we were awarded a \$1.5 million purchase order from one of the world's largest defense companies for laser protected periscopes installed into Light Armored Vehicles in the Middle East. The periscopes will be delivered over three years, with the first delivery beginning in December 2017.

In February 2017, we were awarded a \$1.3 million award with a domestic manufacturer of premium optical devices for deliveries in fiscal year 2017.

In March 2017, we received a purchase order from a domestic defense contractor in the amount of \$1.7 million to supply Laser Interference Filter (LIF) Assemblies supporting the U.S. Government spares for fielded night vision goggles. Deliveries will begin in June 2017 and continue through January 2018.

On July 3, 2017, we were awarded a five year Indefinite-Delivery Indefinite-Quantity contract through DLA Land at Aberdeen for provision of night vision assemblies for the U.S. military. The Laser Interference Filter Assemblies will be manufactured at the Applied Optics Center (AOC) Division of Optex Systems, Inc. in Dallas, Texas. The contract calls for five one-year ordering periods running consecutively commencing on July 5, 2017 at pricing set forth in the addenda to the contract. The contract calls for first article testing and has a guaranteed minimum of \$50,000. Given prior contracts awarded to the Company through DLA, the Company expects to generate between \$8.4 and \$12.4 million in revenue over the next five year period from this contract.

New Product Development

We continue to field new product opportunities from both domestic and international customers. Given continuing unrest in multiple global hot spots, the need for precision optics continues to increase. Most of these requirements are for observation and situational awareness applications; however, we continue to see requests for higher magnification and custom reticles in various product modifications. The basic need to protect the soldier while providing information about the mission environment continues to be the primary driver for these requirements.

We are cautiously optimistic that the new government administrations proposed boost in military spending will have a favorable impact in the direction of funding or product need for the U.S. military. We anticipate that absent any significant changes from the current defense spending levels, maintenance will still be required, and the opportunities for us to upgrade existing systems with higher performing systems will continue to present themselves. Spending levels may change, but given the mix between foreign spending, domestic/prime demand, and the more recent commercial opportunities, we do not expect any negative trends arising from political domestic changes over the next twelve months.

In May 2017, Optex Systems was awarded a design patent on our “Red Tail” digital spotting scope. This device is targeted towards long range observation and image recording used by military, border patrol, and select consumer/commercial applications. The device is designed to deliver high definition images with military grade resolution, but at commercial “off the shelf” pricing. Using high grade optics to deliver a 45X magnified image onto a 5 megapixel CMOS sensor, the Red Tail device then transmits this image via Wi-Fi to the user’s smartphone or tablet. Digital still images or videos can then be captured and/or emailed using a custom Red Tail app available for either iOS or Android devices.

Recent Events

Stock Repurchase

On April 27, 2017, the Board of Directors of Optex Systems Holdings approved a purchase of 700,000 shares of its common stock in a private transaction from The Longview Fund, L.P. The transaction was priced at the closing sale price on April 28, 2017 of \$0.74 per share for a total transaction amount of \$518,000. Upon repurchase on May 1, 2017, the shares were returned to treasury thereby reducing the total shares outstanding of its common stock.

Sileas Corp.

On June 9, 2017, Sileas Corp. (“Sileas”), a related party to us, entered into a transaction with The Longview Fund, L.P. (“Longview”) to settle its February 20, 2009 note with Longview in the original principal amount of \$13,524,405 (the “Note”). The parties agreed to a conversion by Longview of \$3,358,538 of the amount due under the Note into 2,798,782 shares of Company common stock owned by Sileas and previously pledged to Longview as security with respect to the Note. Simultaneously therewith, Sileas made a \$250,000.00 cash payment to Longview, and Longview agreed to satisfy \$10,571,791 of the amount due under the Note. The remaining amount due under the Note is \$64,000 which shall be paid in cash by Sileas to Longview on a quarterly basis, upon the payment of quarterly dividends by us, over the next four calendar quarters commencing on or about June 30, 2017. In order to effect the above, Longview also released the pledge on all of our shares owned by Sileas and previously pledged to Longview.

Simultaneously with the above, Sileas sold 800,000 shares of our common stock to Danny Schoening and Karen Hawkins at a price equal to \$314,000 (which is a discounted amount based upon recognition of years of administrative support by Mr. Schoening and Ms. Hawkins for the Company) as follows: (i) Danny Schoening: 640,000 Shares for \$200,000 plus a \$50,825 promissory note; and (ii) Karen Hawkins: 160,000 Shares for \$50,000 plus a \$12,706 promissory note. Each promissory note has a one year term, with interest at 1.18% per annum and shall be payable in four equal quarterly installments of \$12,800 for Danny Schoening and \$3,200 for Karen Hawkins, each installment payable within five business days after the payment of cash dividends by us to each of them. As a result, Sileas no longer owns any shares of our common stock.

After giving effect to the above transactions, the approximate beneficial ownership of our equity securities by each of the Longview Fund, Danny Schoening and Karen Hawkins is as follows:

The Longview Fund 2,800,132 shares or 36.9%

Danny Schoening 682,649 shares or 9.0%

Karen Hawkins shares 171,450 or 2.3%

Changes to the Board of Directors

Effective as of May 31, 2017, Charles Trego resigned as a director of us and from all appointments to Committees of our Board of Directors.

Effective as of June 9, 2017, Peter Benz resigned as Chairman of the Board and a Director of us. Effective as of that same date, our Board of Directors appointed Danny Schoening, its CEO and a director, as the Chairman of the Board of Directors and appointed Karen Hawkins, its CFO, and Bill Bates, the General Manager of its Applied Optics Center division, as directors. The board further resolved that Owen Naccarato would replace Charles Trego as the new Audit Committee chair.

Executive and Board Compensation

On June 9, 2017, through Unanimous Written Consent, the Board of Directors amended Danny Schoening's employment agreement to increase his annual bonus from a maximum of 30% to 60% of his base salary and entered into a consulting agreement with Peter Benz to provide advisory services at the rate of \$10,000 per month through December 2017.

On June 14, 2017, through Unanimous Written Consent, the Board of Directors increased the monthly fee paid to the remaining independent directors from \$1,000 to \$1,500 per month, effective immediately, and granted Bill Bates, the

Applied Optics Center General Manager and new board member 50,000 Restricted Stock Units (RSU's). Pursuant to the RSU agreements the RSUs issued to Mr. Bates will vest as follows: 34% on January 1, 2018, 33% on January 1, 2019 and 33% on January 1, 2020. The total market value of the restricted stock units based on the shares price of \$0.95 as of June 15, 2016 is \$47.5 thousand.

Dividends

On June 26, 2017, the board of directors approved a resolution authorizing a \$0.02 per share (and per warrant) dividend payment on July 12, 2017, for common and preferred C shareholders and warrant holders of record as of July 5, 2017 and for three subsequent quarterly record dates thereafter.

Results of Operations

Segment Information

We have presented the operating results by segment to provide investors with an additional tool to evaluate our operating results and to have a better understanding of the overall performance of each business segment and its ability to perform in subsequent periods. Management of Optex Systems Holdings uses the selected financial measures by segment internally to evaluate its ongoing segment operations and to allocate resources within the organization accordingly. Segments are determined based on differences in products, location, internal reporting and how operational decisions are made. Management has determined that the Optex Systems, Richardson plant, and the Applied Optics Center, Dallas plant, which was acquired on November 3, 2014, are separately managed, organized, and internally reported as separate business segments.

Three months ended July 2, 2017 compared to three months ended June 26, 2016

The table below provides a summary of selective statement of operations data by operating segment for the three months ended July 2, 2017 and June 26, 2016 reconciled to the Unaudited Consolidated Results of Operations as presented in Part I – “Financial Information”.

Results of Operations Selective Financial Info
(Thousands)

Three months ending

	July 2, 2017				June 26, 2016			
	Optex Richardson	Applied Optics Center Dallas	Other (non allocated costs and eliminations)	Consolidated	Optex Richardson	Applied Optics Center Dallas	Other (non allocated costs and eliminations)	Consolidated
Revenue from External Customers	\$3,105	\$1,281	\$ —	\$ 4,386	\$3,377	\$1,967	\$ —	\$ 5,344
Intersegment Revenues	—	563	(563)	—	—	515	(515)	—
Total Segment Revenue	3,105	1,844	(563)	4,386	3,377	2,482	(515)	5,344
Total Cost of Sales	2,588	1,475	(563)	3,500	2,693	2,083	(515)	4,261
Gross Margin	517	369	—	886	684	399	—	1,083
Gross Margin %	16.7 %	20.0 %	0.0 %	20.2 %	20.3 %	16.1 %	0.0 %	20.3 %
General and Administrative Expense	737	84	—	821	761	111	—	872
Segment Allocated G&A Expense	(194)	194	—	—	(188)	188	—	—
Net General & Administrative Expense	543	278	—	821	573	299	—	872
	(26)	91	—	65	111	100	—	211

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Operating Income (Loss)															
Operating (Loss) %	(0.8 %)	4.9 %	0.0 %	1.5 %	3.3 %	4.0 %	0.0 %	3.9 %							
Gain (Loss) on Change in Fair Value of Warrants	—	—	(1,024)	(1,024)	—	—	—	—							
Interest (Income) Expense	—	—	(4)	(4)	—	—	(12)	(12)							
Net Income (Loss) before taxes	\$(26)	\$91	\$(1,028)	\$(963)	\$111	\$100	\$(12)	\$199							
Net Income (Loss) %	(0.8 %)	4.9 %	182.6 %	(22.0 %)	3.3 %	4.0 %	2.3 %	3.7 %							

Our total revenue decreased by \$1.0 million or 18.0% during the three months ending July 2, 2017 as compared to the three months ending June 26, 2016. The Applied Optic Center realized a 34.9% decrease in revenue and the Optex Systems, Richardson plant realized a 8.1% decrease in revenue over the prior year quarter. Intersegment revenue increased slightly over the prior year quarter and relates primarily to coated filters provided by the Applied Optics Center to Optex Systems in support of the Optex Systems periscope line.

The total gross margin decreased by \$0.2 million, and 0.1% points to 20.2% from 20.3% on a consolidated basis during the three months ending July 2, 2017 as compared to the prior year period. The Applied Optics Center gross margin dollars decreased slightly, \$0.3 million, on lower revenue while the gross margin percentage increased from 16.1% to 20.0% from the prior year period. The Applied Optics Center margin percentage increase from the prior year quarter is driven by changes in product mix and improvements in labor efficiency and increases in production yield rates. The Optex Richardson gross margin percentage decreased from 20.3% to 16.7% and by \$0.2 million in the current period as compared to the prior year period. The Optex Richardson margin decrease is primarily attributable to changes in product mix and lower revenue during the period. We expect the gross margin for both segments to increase during the last quarter of the fiscal year on higher revenue.

During the three months ending July 2, 2017 and June 26, 2016, the Applied Optics Center absorbed \$0.2 million of fixed general and administrative costs incurred by Optex Systems for support services. These expenses cover accounting, executive, human resources, information technology, board fees, legal fees, liability insurance and other corporate expenses paid by Optex Systems and shared across both operating segments.

Our total operating income decreased by \$0.1 million, in the three months ending July 2, 2017, to \$0.1 million, compared to the prior year period operating income of \$0.2 million as a result of decreased revenue and gross margin in each segment. We expect improvement in the operating profit levels across both segments during the fourth quarter as the revenue increases on higher contract delivery schedules.

During the three months ending July 2, 2017 we recognized a (\$1.0) million loss on the change in valuation of warrant liabilities. The increased loss was primarily driven by warrant liability increases associated with the increase in stock price during the quarter, combined with the June declaration of cash dividends on outstanding shares and warrants. The changes in valuation on warrants are not allocated by segment as they relate to non-cash expenses which recognize fair value changes on warrants based on market changes beyond the control of the segment operating activities.

Nine months ended July 2, 2017 compared to nine months ended June 26, 2016

The table below provides a summary of selective statement of operations data by operating segment for the nine months ended July 2, 2017 and June 26, 2016 reconciled to the Unaudited Consolidated Results of Operations as presented in Part I – “Financial Information”.

Results of Operations Selected Financial Info by Segment
(Thousands)

Nine months ending

	July 2, 2017			Consolidated	June 26, 2016			Consolidated
	Optex Richardson	Applied Optics Center Dallas	Other (non allocated costs and eliminations)		Optex Richardson	Applied Optics Center Dallas	Other (non allocated costs and eliminations)	
Revenue from External Customers	\$7,547	\$4,391	\$—	\$11,938	\$7,511	\$4,262	\$—	\$11,773
Intersegment Revenues	—	1,455	(1,455)	—	—	1,173	(1,173)	—
Total Segment Revenue	7,547	5,846	(1,455)	11,938	7,511	5,435	(1,173)	11,773
Total Cost of Sales	5,976	4,990	(1,455)	9,511	6,080	4,801	(1,173)	9,708
Gross Margin	1,571	856	—	2,427	1,431	634	—	2,065
Gross Margin %	20.8 %	14.6 %	0.0 %	20.3 %	19.1 %	11.7 %	0.0 %	17.5 %
General and Administrative Expense	2,169	336	—	2,505	2,012	382	—	2,394

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Segment Allocated G&A Expense	(529)	529	—	—	(565)	565	—	—
Net General & Administrative Expense	1,640	865	—	2,505	1,447	947	—	2,394
Operating (Loss)	(69)	(9)	—	(78)	(16)	(313)	—	(329)
Operating (Loss) %	(0.9 %)	(0.2 %)	0.0 %	(0.7 %)	(0.2 %)	(5.8 %)	0.0 %	(2.8 %)
Gain on Change in Fair Value of Warrants	—	—	(666)	(666)	—	—	—	—
Interest Expense	—	—	(14)	(14)	—	—	(28)	(28)
Net Income (Loss) before taxes	\$(69)	\$(9)	\$(680)	\$(758)	\$(16)	\$(313)	\$(28)	\$(357)
Net Income (Loss) %	(0.9 %)	(0.2 %)	46.7 %	(6.3 %)	(0.2 %)	(5.8 %)	2.4 %	(3.0 %)

Our total revenue increased by \$0.1 million or 0.8% during the nine months ending July 2, 2017 as compared to the nine months ending June 26, 2016. The increase was primarily driven by Applied Optics Center segment increase of \$0.1million, or 2.3%. Intersegment revenue increased by \$0.3 million, or 24.0% during the period, from \$1.2 million to \$1.5 million. Intersegment revenue relates primarily to coated filters provided by the Applied Optics Center to Optex Systems in support of the Optex Systems periscope line.

Total gross margin increased by \$0.4 million, and 2.8% points to 20.3% from 17.5%. The gross margin and the gross margin percentages increase was primarily driven by increased total revenues, including intersegment revenue, for the Applied Optics Center, combined with gross margin percentage improvements at the Applied Optics Center and Optex Richardson sites during the nine months ending July 2, 2017 as compared to the prior year period. The Optex Richardson gross margin percentage increased from 19.1% to 20.8% and by \$0.1 million in the first nine months of 2017 as compared to the prior year first nine months. The Optex Richardson dollar and percentage point gross margin increase is attributable to improved labor efficiencies on increased periscope production levels and changes in product mix. The gross margin percentage points for the Applied Optics Center increased from 11.7% to 14.6% and by \$0.3 million on higher total revenues from the prior year period. The Applied Optics Center percentage point gross margin increase is driven by changes in product mix, improvements in labor efficiency and increases in production yield rates.. We expect the gross margin for both segments to continue to improve during the fourth quarter of the fiscal year on higher revenue.

During the nine months ending July 2, 2017 and June 26, 2016, the Applied Optics Center absorbed \$0.5 million of fixed general and administrative costs incurred by Optex Systems for support services. These expenses cover accounting, executive, human resources, information technology, board fees, legal fees, liability insurance and other corporate expenses paid by Optex Systems and shared across both operating segments.

Our total operating loss decreased by \$0.2 million, in the nine months ending July 2, 2017, to (\$0.1) million, as compared to the prior year period operating loss of (\$0.3) million, a result of increased revenue and gross margin across each segment, which was partially offset by increased general and administrative spending of (\$0.1) million. We expect continued improvement in operating profit across both segments during the fourth quarter as compared to the prior year as the revenue increases on higher contract delivery schedules provide for greater manufacturing efficiencies.

During the nine months ending July 2, 2017 we recognized a (\$0.7) million loss on change in valuation of warrant liabilities. The increased loss was primarily driven by warrant liability increases associated with the increase in stock price during the third quarter, combined with the June declaration of cash dividends on outstanding shares and warrants. The changes in valuation on warrants are not allocated by segment as they relate to non-cash expenses which recognize fair value changes on warrants based on market changes beyond the control of the segment operating activities.

Backlog, Contract Awards (Orders) and Expected Delivery Periods

Backlog as of July 2, 2017, was \$16.9 million as compared to a backlog of \$12.0 million as of October 2, 2016, representing an increase of \$4.9 million or 40.8%. During the nine months ending July 2, 2017, Optex Systems booked \$16.9 million in new orders, representing a 12.7% increase over the booked orders of \$15.0 million in the prior year period ending June 26, 2016.

The following table depicts the current expected delivery by period of all contracts awarded as of July 2, 2017 in millions of dollars:

Product Line	(Millions)				Total Backlog	Total Backlog	Variance	% Chg
	Q4 2017	Q4 2017 Delivery	2018+ Delivery	Total Backlog 7/02/2017				
Periscopes	2.1	\$ 2.1	3.6	\$ 5.7	\$ 3.4	\$ 2.3	67.9 %	

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Sighting Systems	1.0	\$ 1.0	2.3	\$ 3.3	3.2	\$ 0.1	4.4 %
Other	0.9	\$ 0.9	0.4	\$ 1.3	2.3	\$ (1.0)	(43.3 %)
Optex Systems - Richardson	4.0	4.0	6.4	10.4	8.9	1.5	16.3 %
Applied Optics Center - Dallas	2.8	\$ 2.8	3.7	\$ 6.5	3.1	\$ 3.4	110.8%
Total Backlog	\$6.8	\$ 6.8	\$10.1	\$ 16.9	\$ 12.0	\$ 4.9	40.7 %

Optex Systems - Richardson:

Backlog for our periscope product line has increased by 67.9% or \$2.3 million to \$5.7 million, from our ending 2016 fiscal year level of \$3.4 million. Our total periscope contract awards for the nine months ending July 2, 2017 totaled \$7.4 million, a 10.4% increase compared to \$6.7 million booked in the prior year period ending June 26, 2016. Optex Systems, Inc. has experienced an increase in US government demand for laser protected periscopes in support of ongoing maintenance of US combat vehicles in addition to increased orders for foreign markets in support of Saudi Arabia's Light Armored Vehicle, Morocco's conversion of M1A1 vehicles to the situational awareness configuration and US Department of State Foreign Military Sales (FMS) in support of the M113 Periscope Upgrade program for Brazil. During the first nine months of fiscal 2017 we received a large award consisting of a \$1.5 million contract for laser protected periscopes from Defense Logistics Agency (DLA). The award is the first delivery order against a 5-year Indefinite Delivery, Indefinite Quantity (IDIQ) contract with DLA totaling \$5.99 million. In addition, Optex was awarded a \$1.5 million purchase order from one of the world's largest defense companies for laser protected periscopes. These periscopes are installed into Light Armored Vehicles in the Middle East and will be delivered over the next three years beginning in December 2017.

Backlog on the Other product group is down from the October 2, 2016 level, primarily due to deliveries against our existing sighting systems contracts and the timing of new replacement and spare contracts.

Applied Optics Center – Dallas:

During the nine months ending July 2, 2017, the Applied Optics Center backlog increased by 110.8%, or \$3.4 million, to \$6.5 million from our ending 2016 fiscal year level of \$3.1 million. The Applied Optics Center booked new orders for the nine month period of \$7.8 million, an increase of 34.5% over the prior year first nine months orders of \$5.8 million. Significant new orders booked during the first two fiscal quarters consisted of a \$0.8 million order from L-3 Communications, a \$1.7 million order from a domestic defense contractor to supply night vision goggle laser interference filter assemblies and commercial purchase orders totaling \$4.9 million against a multi-year strategic supplier agreement for optical assemblies.

On July 3, 2017, subsequent to the third quarter end, the Applied Optics Center was awarded a five year Indefinite-Delivery Indefinite-Quantity contract through DLA Land at Aberdeen for provision of night vision assemblies for the U.S. military. The total expected value of the contract is between \$8.4 and \$12.4 million in revenue over the next five year period.

The Applied Optics Center also serves as a primary filter supplier to the Optex Systems – Richardson plant. During the nine months ending July 2, 2017, the Applied Optex Center received intracompany orders for laser coated filters in support of the Optex periscope product line of \$1.5 million, as compared to \$1.2 million in intracompany orders during the prior year nine months ending June 26, 2016. The 25.0% or \$0.3 million increase in intercompany orders directly supports the increases in new periscope orders booked for Optex Systems, Richardson during the first nine months of fiscal year 2017.

We are cautiously optimistic that recent proposed boosts in military spending by the government administration will have a favorable impact in the direction of funding or product need for the U.S. military. Optex Systems Holdings continues to pursue new international and commercial opportunities in addition to maintaining its current footprint with U.S. military vehicle manufactures, with existing as well as new product lines. We continue exploring new market opportunities for our M17 day/thermal periscopes and digital optics for commercial applications. We are also reviewing potential products, outside our traditional product lines, which could be manufactured using our current production facilities in order to capitalize on our existing capacity. Further, we continue to look for strategic businesses to acquire that will strengthen our existing product line, expand our operations, and enter new markets.

Three Months Ended July 2, 2017 Compared to the Three Months Ended June 26, 2016

Revenue. In the three months ended July 2, 2017, revenue decreased by \$1.0 million or 18.0% from the respective prior period in fiscal year 2016 as set forth in the table below:

Product Line	Three months ended			
	(Millions)		Variance	% Chg.
	July 2, 2017	June 26, 2016		
Periscopes	\$1.8	\$2.8	\$ (1.0)	(35.7)
Sighting Systems	0.2	0.5	(0.3)	(60.0)
Other	1.1	—	1.1	—
Optical Systems – Richardson	3.1	3.3	(0.2)	(6.1)
Applied Optics Center – Dallas	1.2	2.0	(0.8)	(40.0)
Total Revenue	\$4.3	\$5.3	\$ (1.0)	(18.0)

Revenue decreased on our periscope line by (35.7%), or (\$1.0) million during the three months ended July 2, 2017 as compared to the three months ended June 26, 2016. Revenue decreased during the current period primarily due to lower revenue on glass periscopes of (\$0.5) million for the US government and lower revenue of (\$0.5) million on foreign M17 day thermal periscopes for contracts which were completed in 2016. We are expecting our fourth quarter revenue to increase significantly in plastic periscopes as we ramp up production in support of the increased order backlog.

Sighting systems revenue for the three months ending July 2, 2017 decreased by (\$0.3) million or (60.0%) from the prior year period. Deliveries on our current backlog for DDAN sighting systems which were previously pending qualification testing, receipt of long lead materials and export licensing have resumed in June and are expected to increase significantly in the fourth quarter as we approach full production levels by fiscal year end.

Other Optex Systems revenue increased by \$1.1 million for the three months ending July 2, 2017 compared to the three months ended June 26, 2016, as we shipped \$0.7 million in cable periscope assemblies against an U.S military order booked in 2016 and continue shipping collimator assembly units against orders from two U.S. military customers in 2016. We expect revenue in the Other product line to continue at a similar pace through into the next quarter in accordance with the contract delivery schedules.

Applied Optics Center revenue decreased (\$0.8) million or (40.0%) during the three months ended July 2, 2017 as compared to the three months ended June 26, 2016 primarily due to completion of the AGOC USAAC 36MM filter contract in last quarter of fiscal 2016. Shipments against this contract were \$0.7 million during the same period in the prior year. We expect the Applied Optics Center revenue to increase significantly in the next quarter as we ramp up shipments against existing government Laser Interface Filter contracts and continue to increase our production levels of commercial optical assemblies.

Gross Margin. The gross margin during the period ending July 2, 2017 was 20.2% of revenue compared to a gross margin of 20.3% of revenue for the period ending June 26, 2016. Cost of sales decreased \$0.8 million, to \$3.5 million in the current period compared to the prior year period of \$4.3 million on lower revenue of \$1.0 million. The gross margin decreased by \$0.2 million in the current year period to \$0.9 million as compared to the prior year period of \$1.1 million. We attribute the lower gross margin to lower revenue combined with changes in product mix between the respective periods.

G&A Expenses. During the three months ended July 2, 2017, we recorded operating expenses of \$0.8 million which was below the prior year spending of \$0.9 million incurred during the three months ended June 26, 2016. We anticipate our operating expenses to be slightly below or approximate the current spending levels for the fourth quarter of fiscal year 2017.

Operating Income. During the three months ended July 2, 2017, we recorded an operating income of \$0.1 million, as compared to an operating income of \$0.2 million during the three months ended June 26, 2016. The \$0.1 million decreased operating income in the current year period over the prior year period is primarily due to lower gross margin on lower revenue in the current year period as compared to the prior year period.

Net Income (Loss) after taxes. During the three months ended July 2, 2017, we recorded a net loss after taxes of (\$1.0) million as compared to net income after taxes of \$0.2 million during the three months ended June 26, 2016. The increase in net loss of (\$0.8) million, is primarily attributable to recognition of a loss on changes in the fair value of warrant liabilities of (\$1.0) million for the current year period as compared to the prior year period.

Nine months Ended July 2, 2017 Compared to the Nine months Ended June 26, 2016

Revenue. In the nine months ended July 2, 2017, revenue increased by \$0.1 million or 0.8% from the respective prior period in fiscal year 2016 as set forth in the table below:

Product Line	Nine months ended (Millions)		Variance	% Chg.
	July 2, 2017	June 26, 2016		
Periscopes	\$5.1	\$5.5	\$ (0.4)	(7.3)
Sighting Systems	0.3	1.5	(1.2)	(80.0)
Other	2.1	0.5	1.6	320.0
Optical Systems – Richardson	7.5	7.5	—	—
Applied Optics Center – Dallas	4.4	4.3	0.1	2.3
Total Revenue	\$11.9	\$11.8	\$ 0.1	0.8

Revenue decreased on our periscope line by (7.3%), or (\$0.4) million during the nine months ended July 2, 2017 compared to the nine months ended June 26, 2016. Revenue decreased during the current year from the prior year primarily due to lower revenue on glass periscopes of (\$0.5) million for the US government and lower revenue of (\$0.5) million on foreign M17 day thermal periscopes for contracts which were completed in 2016. The lower revenue from the completed contracts was offset by increases of \$0.6 million in our plastic periscope line for domestic military customers. We are expecting our fourth quarter revenue to increase significantly in plastic periscopes as we ramp up production in support of the increased order backlog.

Sighting systems revenue for the nine months ending July 2, 2017 decreased by (\$1.2) million or (80.0%) from revenue in the prior year period. Deliveries on our current backlog for DDAN sighting systems which were previously pending qualification testing, receipt of long lead materials and export licensing have resumed in June and are expected to increase significantly in the fourth quarter as we approach full production levels by fiscal year end.

Other Optex Systems revenue increased by \$1.6 million, or 320.0% for the nine months ending July 2, 2017 as compared to the nine months ended June 26, 2016, as we completed first article testing and shipped \$0.9 million in collimator assembly units against orders received from two U.S. military customers in 2016. In addition, we shipped \$0.7 million in cable periscope assemblies against an U.S military order booked in 2016. We expect revenue in the other product line to continue at a similar pace through into the next quarter in accordance with the contract delivery schedules.

Applied Optics Center revenue increased \$0.1 million or 2.3% during the nine months ended July 2, 2017 compared to the nine months ended June 26, 2016 due to increased deliveries on commercial optical assemblies of \$1.0 million offset by reductions related to the AGOC USAAC 36MM filters of (\$0.7) for a contract completed in fiscal year 2016 and lower revenue in laser coated filters and other products of (\$0.2) million, primarily related to customer order timing and delivery. We are currently anticipating several new orders from multiple customers for additional filters to be delivered in the last quarter of fiscal year 2017. We expect the Applied Optics Center revenue to increase significantly in the next quarter as we ramp up shipments against existing government Laser Interface Filter contracts and continue to increase our production levels of commercial optical assemblies.

Gross Margin. The gross margin during the nine months ending July 2, 2017 was 20.3% of revenue compared to a gross margin of 17.5% of revenue for the period ending June 26, 2016. Cost of sales decreased by (\$0.2) million to \$9.5 million for the current period compared to the prior year period of \$9.7 million. The decreased cost of sales was primarily driven by improvements in gross margin during the period. The gross margin increased by \$0.3 million in the current year period to \$2.4 million compared to the prior year period of \$2.1 million. We attribute the improvement in gross margin to higher revenue combined with cost efficiency improvements and changes in product mix between the respective periods.

G&A Expenses. During the nine months ended July 2, 2017, we recorded operating expenses of \$2.5 million as opposed to \$2.4 million, during the nine months ended June 26, 2016, a net increase of \$0.1 million. Increased general and administrative costs during the current year period were primarily driven by increases in salaries, executive bonus pay, management incentives and stock compensation expenses in the current year period as compared to the prior year period. We anticipate our operating expenses to be slightly below or approximate the current spending levels for the fourth quarter of fiscal year 2017.

Operating Income (Loss). During the nine months ended July 2, 2017, we recorded an operating loss of (\$0.1) million, as compared to an operating loss of (\$0.3) million during the nine months ended June 26, 2016. The \$0.2 million decreased operating loss in the current year period over the prior year period is primarily due to increased gross margin on higher revenue, partially offset by increased general and administrative costs in the current year period as compared to the prior year period.

Net (Loss) after taxes. During the nine months ended July 2, 2017, we recorded a net loss after taxes (\$0.8) million as compared to net loss applicable to common shareholders of (\$0.4) million during the nine months ended June 26, 2016. The increase in net income is primarily attributable to recognition of a loss on changes in the fair value of warrant liabilities of (\$0.7) million offset by increased revenue and operating profit for the current year period as compared to the prior year period.

Liquidity and Capital Resources

As of July 2, 2017, Optex Systems Holdings had working capital of \$7.9 million, as compared to \$8.6 million as of October 2, 2016. During the nine months ended July 2, 2017, the Company experienced a net loss of (\$0.8) million and an increase of 0.8%, or \$0.1 million in revenue to \$11.9 million in the current year period as compared to \$11.8 million in the prior year period ending June 26, 2016. The net loss is primarily attributable to non cash losses on the change in fair value of warrants of (\$0.7) million during the current year period. Backlog as of July 2, 2017 has increased by \$4.9 million or 40.8% to \$16.9 million as compared to backlog of \$12.0 million as of October 2, 2016.

On August 26, 2016, we consummated a public offering of 2,291,000 Class A units consisting of common stock and warrants and 400 Class B units consisting of shares of Series C convertible stock and warrants for a total gross purchase price of \$4.8 million. The net cash proceeds of the offering were \$4.2 million after underwriter expenses of \$0.5 million. We used \$0.3 million of the proceeds for offering expenses paid by Optex Systems Holdings and \$1.7 million of the proceeds for the redemption of Series A and Series B preferred shares which were a condition of the offering. The remaining \$2.2 million of funds will be used to fund working capital needs to support revenue growth and acquisitions.

On April 27, 2017 the Board of Directors of Optex Systems Holdings approved a purchase of 700,000 shares of its common stock for \$0.5 million in a private transaction from The Longview Fund, L.P. The purchase was completed on May 1, 2017.

On June 26, 2017, the board of directors approved a resolution authorizing a \$0.02 per share (and per warrant) dividend payment on July 12, 2017, for common and preferred C shareholders and warrant holders of record as of July 5, 2017 and for three subsequent quarterly record dates thereafter. Quarterly dividends of \$261 thousand were paid out to share and warrant holders on July 12, 2017. The company will review its working capital needs after the next three quarters dividend payments prior to determining any future dividends or amounts to be paid to our shareholders.

The Company has historically funded its operations through working capital, convertible notes, preferred and common stock offerings and bank debt. The Company's ability to generate positive cash flows depends on a variety of factors, including the continued development and successful marketing of the Company's products. At July 2, 2017, the Company had approximately \$1.6 million in cash and an outstanding payable balance of \$0.3 million against our working line of credit. The line of credit allows for borrowing up to a maximum of \$2.2 million, which fluctuates based on our open accounts receivable balance. As of July 2, 2017 our outstanding accounts receivable was \$1.7 million. The Company is anticipating a net income for the last quarter of 2017 on significantly higher revenue projections. Successful transition to attaining profitable operations is dependent upon achieving a level of revenue adequate to support the Company's cost structure. Our current backlog supports significantly increased revenue in the last quarter of fiscal year 2017 and into the next fiscal year over the first nine months levels of 2017. Management

intends to manage operations commensurate with its level of working capital during the next twelve months; however, uneven revenue levels driven by changes in customer delivery demands, first article inspection requirements or other program delays could create a working capital shortfall. In the event the Company does not successfully implement its ultimate business plan, certain assets may not be recoverable.

Cash Flows for the Period from October 2, 2016 through July 2, 2017

Cash and Cash Equivalents. As of July 2, 2017, we had cash and cash equivalents of \$1.6 million which representing a decrease of (\$1.0) million during the nine months ended July 2, 2017. The decrease in cash is primarily attributable to inventory purchases in support of higher backlog and anticipated revenue in the last quarter of fiscal 2017.

Net Cash Used in Operating Activities. Net cash used in operating activities during the nine months from October 2, 2016 to July 2, 2017 totaled (\$0.4) million. The primary uses of cash during the period relate to an inventory increase of (\$1.2) million to support anticipated increases in deliveries and was offset by other changes in working capital of \$0.8 million.

Net Cash Used in Investing Activities. In the nine months ended July 2, 2017, cash used in investing activities was (\$0.1) million and primarily relates to the purchase of spectrophotometer equipment for use at the Applied Optics Center.

Net Cash Used in by Financing Activities. Net used in financing activities was (\$0.5) million during the nine months ended July 2, 2017 and relates to the purchase of 700,000 shares of its common stock for \$0.5 million in a private transaction from The Longview Fund, L.P on May 1, 2017.

Critical Policies and Accounting Pronouncements

Our significant accounting policies are fundamental to understanding our results of operations and financial condition. Some accounting policies require that we use estimates and assumptions that may affect the value of our assets or liabilities and financial results. These policies are described in “Critical Policies and Accounting Pronouncements” and Note 2 (Accounting Policies) to consolidated financial statements in our Annual Report on Form 10-K for the year ended October 2, 2016.

Cautionary Factors That May Affect Future Results

This Quarterly Report on Form 10-Q and other written reports and oral statements made from time to time by Optex Systems Holdings may contain so-called “forward-looking statements,” all of which are subject to risks and uncertainties. You can identify these forward-looking statements by their use of words such as “expects,” “plans,” “will,” “estimates,” “forecasts,” “projects” and other words of similar meaning. You can identify them by the fact that they do not relate strictly to historical or current facts. These statements are likely to address Optex Systems Holdings’ growth strategy, financial results and product and development programs. You must carefully consider any such statement and should understand that many factors could cause actual results to differ from Optex Systems Holdings’ forward-looking statements. These factors include inaccurate assumptions and a broad variety of other risks and uncertainties, including some that are known and some that are not. No forward-looking statement can be guaranteed and actual future results may vary materially.

Optex Systems Holdings does not assume the obligation to update any forward-looking statement. You should carefully evaluate such statements in light of factors described in this Form 10-Q. In various filings Optex Systems Holdings has identified important factors that could cause actual results to differ from expected or historic results. You should understand that it is not possible to predict or identify all such factors. Consequently, you should not consider any such list to be a complete list of all potential risks or uncertainties.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by our Quarterly Report on Form 10-Q for the quarter ended July 2, 2017, management performed, with the participation of our Principal Executive Officer and Principal Financial Officer, an evaluation of the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the report we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's forms, and that such information is accumulated and communicated to our management including our Principal Executive Officer and our Principal Financial Officer, to allow timely decisions regarding required disclosures. Based upon the evaluation described above, our Principal Executive Officer and our Principal Financial Officer concluded that, as of July 2, 2017, our disclosure controls and procedures were effective.

Changes in Internal Control Over Financial Reporting

During the quarter ended July 2, 2017, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. In response to restatement corrections for our initial accounting treatment of warrants issued in a public offering that resulted in an amendment to the Annual Report Form 10-K for fiscal year ending October 2, 2016, as filed on December 23, 2016, we have expanded our policies and procedures to address the initial review of, and subsequent accounting treatment for our existing outstanding warrants and any future issues of complex financial instruments in accordance with the appropriate GAAP accounting guidance for complex equity and debt transactions.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

We are not aware of any material litigation pending or threatened against us.

Item 1A. Risk Factors

There have been no material changes in risk factors since the risk factors set forth in the Form 10-K filed for the year ended October 2, 2016.

Item 4. Mine Safety Disclosures

Not applicable.

Item 6. Exhibits

Description

Exhibit

No.	
10.1	Form of Note Satisfaction Agreement (1)
10.2	Form of Stock Purchase Agreement (1)
10.3	Form of Award/Contract between the Company and the U.S. Defense Logistics Agency, dated July 3, 2017 (2)
<u>31.1</u>	<u>Certifications pursuant to Section 302 of Sarbanes Oxley Act of 2002</u>
<u>31.2</u>	<u>Certifications pursuant to Section 302 of Sarbanes Oxley Act of 2002</u>
<u>32.1</u>	<u>Certifications pursuant to Section 906 of Sarbanes Oxley Act of 2002</u>
<u>32.2</u>	<u>Certifications pursuant to Section 906 of Sarbanes Oxley Act of 2002</u>

EX-101.INS XBRL Instance Document

EX-101.SCH XBRL Taxonomy Extension Schema Document

EX-101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

EX-101.DEF XBRL Taxonomy Extension Definition Linkbase Document

EX-101.LAB XBRL Taxonomy Extension Label Linkbase Document

EX-101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

(1) Incorporated by reference from our Current Report on Form 8-K, filed on June 9, 2017

(2) Incorporated by reference from our Current Report on Form 8-K, filed on July 10, 2017

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**OPTEX SYSTEMS
HOLDINGS, INC.**

Date: August 14, 2017 By: */s/ Danny Schoening*
Danny Schoening
Principal Executive Officer

**OPTEX SYSTEMS HOLDINGS,
INC.**

Date: August 14, 2017 By: */s/ Karen Hawkins*
Karen Hawkins
Principal Financial Officer and

Principal Accounting Officer