UNITED GUARDIAN INC
Form 10QSB
August 08, 2003

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-QSB

(Mark One)

X Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2003

_______ Transition report under Section 13 or 15(d) of the Exchange Act

For the transition period from __________ to ___________

Commission File Number 1-10526

UNITED-GUARDIAN, INC.

(Exact Name of Small Business Issuer as Specified in Its Charter)

Delaware	11-1719724
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

230 Marcus Boulevard., Hauppauge, New York 11788

(Address of Principal Executive Offices)

(631) 273-0900

(Issuer's Telephone Number, Including Area Code)

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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

Yes X No ______

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS
DURING THE PRECEDING FIVE YEARS

Check whether the Company filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court.

Yes __________ No _____________

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date:

4,907,839

UNITED-GUARDIAN, INC.

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Part I. FINANCIAL INFORMATION

ITEM 1. Financial Statements

UNITED-GUARDIAN, INC.
CONSOLIDATED STATEMENTS OF EARNINGS
(UNAUDITED)

	SIX MONTHS ENDED JUNE 30, 2003	SIX MONTHS ENDED JUNE 30, 2002	THREE MONTHS ENDED JUNE 30, 2003	THREE MONTHS ENDED JUNE 30, 2002
Revenue:				
Net sales	$ 6,317,077	$ 4,710,616	$ 3,099,544	$ 2,328,168
Costs and expenses:				
Cost of sales	3,053,516	2,551,786	1,523,369	1,279,051
Operating expenses	1,262,808	1,135,749	631,110	654,245
	4,316,324	3,687,535	2,154,479	1,933,296
Income from operations	2,000,753	1,023,081	945,065	394,872
Other income (expense):				
Investment income	79,164	99,088	39,923	49,464
Gain on sale of assets	500	79	-	-
Other	(25)	(49)	(25)	(49)
Income before income taxes	2,080,392	1,122,199	984,963	444,287
Provision for income taxes	742,000	393,000	350,000	153,000
Net income	$ 1,338,392	$ 729,199	$ 634,963	$ 291,287
Earnings per common share (basic and diluted)	$ 0.27	$ 0.15	$ 0.13	$ 0.06
Weighted average shares - basic	4,883,951	4,875,617	4,886,733	4,880,386
Weighted average shares - diluted	4,900,032	4,890,378	4,905,740	4,893,622

See notes to financial statements

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UNITED-GUARDIAN, INC.
CONSOLIDATED BALANCE SHEETS

	JUNE 30,	DECEMBER 31,

ASSETS	2003 (UNAUDITED)	2002 (DERIVED FROM AUDITED FINANCIAL STATEMENTS)
Current assets:		
Cash and cash equivalents	$ 5,966,482	$ 3,184,599
Temporary investments	2,774,275	4,151,787
Marketable securities	471,797	882,243
Accounts receivable, net of allowance for doubtful accounts of $25,500 at June 30, 2003 and and December 31, 2002 respectively	1,257,608	704,560
Inventories (net)	654,140	1,037,315
Prepaid expenses and other current assets	232,565	342,476
Deferred income taxes	289,494	297,774
Total current assets	11,646,361	10,600,754
Property, plant and equipment:		
Land	69,000	69,000
Factory equipment and fixtures	2,792,492	2,738,110
Building and improvements	2,066,790	2,045,588
Waste disposal plant	133,532	133,532
	5,061,814	4,986,230
Less: Accumulated depreciation	3,975,004	3,880,660
	1,086,810	1,105,570
Other assets:		
Processes and patents, net of accumulated amortization of $981,536 and $981,341 at June 30, 2003 and December 31, 2002, respectively	261	456
Other	700	700
	961	1,156
	$ 12,734,132	$ 11,707,480

See notes to financial statements

UNITED-GUARDIAN, INC.
CONSOLIDATED BALANCE SHEETS

LIABILITIES AND STOCKHOLDERS' EQUITY	JUNE 30, 2003 (UNAUDITED)	DECEMBER 31, 2002 (DERIVED FROM AUDITED FINANCIAL STATEMENTS)
Current liabilities:		
Dividends payable	$ -	$ 488,114
Accounts payable	189,861	188,868
Accrued expenses	405,775	345,407
Total current liabilities	595,636	1,022,389
Deferred income taxes	10,000	10,000
Stockholders' equity:		
Common stock $.10 par value, authorized, 10,000,000 shares; 4,970,039 and 4,943,339 shares issued, respectively; 4,907,839 and 4,881,139 shares outstanding, respectively	497,004	494,334
Capital in excess of par value	3,636,803	3,538,423
Accumulated other comprehensive loss	(41,813)	(55,776)
Retained earnings	8,396,132	7,057,740
Treasury stock, at cost; 62,200 shares	(359,630)	(359,630)
Total stockholders' equity	12,128,496	10,675,091
	$ 12,734,132	$ 11,707,480

See notes to financial statements

UNITED-GUARDIAN, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

SIX MONTHS ENDED
June 30,

	2003	2002
Cash flows provided by operating activities:		
Net income	$ 1,338,392	$ 729,199
Adjustments to reconcile net earnings to net cash flows from operations:		
Depreciation and amortization	102,539	130,529
Amortization of bond premium	4,589	6,102
Net gain on sale of equipment	(500)	(79)
Provision for doubtful accounts	11,406	-
Provision for inventory obsolescence	34,000	-
(Increase) decrease in assets:		
Accounts receivable	(564,454)	10,928
Inventories	349,175	51,200
Prepaid expenses and other current and non-current assets	109,911	77,843
Increase (decrease) in liabilities:		
Accounts payable	993	(40,040)
Accrued expenses and taxes payable	60,368	29,292
Net cash provided by operating activities	1,446,419	994,974
Cash flows from investing activities:		
Acquisition of property, plant and equipment	(83,584)	(72,502)
Proceeds from sale of equipment	500	14,500
Net change in temporary investments	1,377,512	(231,654)
Proceeds from sale of marketable securities	430,000	-
Purchase of marketable securities	(1,900)	(2,002)
Net cash provided by (used in) investing activities	1,722,528	(291,658)
Cash flows from financing activities:		
Proceeds from exercise of stock options	101,050	35,975
Dividends paid	(488,114)	(487,044)
Net cash used in financing activities	(387,064)	(451,069)
Net increase in cash and cash equivalents	2,781,883	252,247
Cash and cash equivalents at beginning of period	3,184,599	1,599,857
Cash and cash equivalents at end of period	$ 5,966,482	$ 1,852,104

See notes to financial statements

UNITED-GUARDIAN, INC.
CONSOLIDATED NOTES TO FINANCIAL STATEMENTS

1. In the opinion of the Company, the accompanying unaudited financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position as of June 30, 2003

and the results of operations and cash flows for the three and six months ended June 30, 2003 and 2002. The accounting policies followed by the Company are set forth in the Company's financial statements included in its December 31, 2002 Annual Report to Shareholders.

2. The results of operations for the three and six months ended June 30, 2003 and 2002 are not necessarily indicative of the results to be expected for the full year.

3. Stock-Based Compensation: At June 30, 2003, the Company had two stock-based employee compensation plans. As permitted under SFAS NO. 148, (Accounting for Stock-Based Compensation-Transition and Disclosure), which amended SFAS NO. 123, (Accounting for Stock-Based Compensation), United-Guardian has elected to continue to follow the intrinsic value method in accounting for its stock-based employee compensation arrangement as defined by Accounting Principle Board Opinion ("APB") No. 25, (Accounting for Stock Issued to Employees), and related interpretations including Financial Accounting Standards Board Interpretation No. 44, (Accounting for Certain Transactions involving Stock Compensation), an interpretation of APB No. 25. The following table illustrates the effect on net income and earnings per share if the company had applied the fair value recognition provisions of SFAS No.123 to stock-based employee compensation.

	Six months ended June 30,		Three months e June 30,
	2003	2002	2003
Reported net income	$1,338,392	$ 729,199	$634,963
Stock-based employee compensation expense included in reported net income, net of related tax effects	0	0	0
Stock-based employee compensation determined under the fair value based method, net of related tax effect	(13,195)	0	(5,979)
Pro forma net income	$1,325,197	$729,199	$628,984
Earnings per share (basic and diluted)			
As reported	$ .27	$ .15	$ .13
Pro forma	$ .27	$ .15	$ .13

4. Inventories - Net

Inventories consist of the following:	June 30, 2003	December 31, 2002
Raw materials and work in process	$ 323,105	$ 269,067
Finished products and fine chemicals	331,035	768,248

	$ 654,140	$1,037,315

At June 30, 2003 and December 31, 2002, the Company has reserved $332,000 and $366,000 respectively for slow moving and obsolete inventory.

5. For purposes of the Statement of Cash Flows, the Company considers all highly liquid investments purchased with a maturity of three months or less to be cash equivalents.

Cash payments for taxes were $617,645 and $290,928 for the six months ended June 30, 2003 and 2002, respectively.

6. Comprehensive Income (Loss)

The components of comprehensive income (loss) are as follows:

	Six months ended June 30, 2003	Six months ended June 30, 2002	Three months ended J 2003	
Net income	$1,338,392	$ 729,199	$634,963	$2
Other comprehensive income (loss) Unrealized gain (loss) on marketable securities	22,243	(32,852)	27,369	(
Income tax benefit on comprehensive gain (loss)	8,280	(14,557)	10,193	(
Other comprehensive income (loss)	13,963	(18,295)	17,176	(
Comprehensive income	$1,352,355	$ 710,904	$652,139	$2

Accumulated other comprehensive income (loss) is comprised of unrealized gains and losses on marketable securities, net of the related tax effect.

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7. Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share at June 30, 2003 and 2002.

	Six months ended June 30, 2003	Six months ended June 30, 2002	Three months end June 30, 2003	

Numerator:				
Net income	$1,338,392	$ 729,199	$ 634,963	$ 2
Denominator:				
Denominator for basic earnings per share (weighted average shares)	4,883,951	4,875,617	4,886,733	4,8
Effect of dilutive securities:				
Employee stock options	16,081	14,761	19,007	
Denominator for diluted earnings per share (adjusted weighted-average shares) and assumed conversions	4,900,032	4,890,378	4,905,740	4,8
Basic and diluted earnings per share	$ 0.27	$ 0.15	$ 0.13	$

8. The Company has the following two reportable business segments: Guardian Laboratories and Eastern Chemical. The Guardian segment conducts research, development and manufacturing of pharmaceuticals, medical devices, cosmetics, products and proprietary specialty chemical products. The Eastern segment distributes fine chemicals, solutions, dyes and reagents.

The accounting policies used to develop segment information correspond to those described in the summary of significant accounting policies as set forth in the Annual Report for the year ended December 31, 2002. Segment earnings or loss is based on earnings or loss from operations before income taxes. The reportable segments are distinct business units operating in different industries. They are separately managed, with separate marketing and distribution systems. The following information about the two segments is for the six and three month periods ended June 30, 2003 and 2002.

Six months ended June 30,

	2003			
	GUARDIAN	EASTERN	TOTAL	GUARDIAN
Revenues from external customers	$ 5,738,137	$ 578,940	$ 6,317,077	$ 4,086,007
Depreciation and amortization	45,807	-	45,807	71,171
Segment income (loss) before income taxes	2,126,841	(39,988)	2,086,853	1,130,770

Segment assets	2,406,962	275,078	2,682,040	2,309,156
Expenditures for segment assets	58,845	-	58,845	14,524

Reconciliation to Consolidated Amounts

Income before income taxes	
Total earnings for reportable segments	$ 2,086,853
Other income, net	79,639
Corporate headquarters expense	(86,100)
Consolidated earnings before income taxes	$ 2,080,392

Assets	
Total assets for reportable segments	$ 2,682,040
Corporate headquarters	10,052,092
Total consolidated assets	$12,734,132

Three months ended June 30,

	2003			
	GUARDIAN	EASTERN	TOTAL	GUARDIAN
Revenues from external customers	$ 2,842,162	$ 257,382	$ 3,099,544	$ 1,988,156
Depreciation and amortization	25,611	-	25,611	34,992
Segment income (loss) before income taxes	1,013,127	(29,212)	983,915	456,862

Earnings before income taxes	
Total income for reportable segments	$ 983,915
Other income, net	39,898
Corporate headquarters expense	(38,850)
Consolidated earnings before income taxes	$ 984,963

Other significant items

Six Months ended June 30,

	2003			
	Segment Totals	Corporate	Consolidated Totals	Segment Totals
Expenditures for assets	58,845	24,739	83,584	14,524
Depreciation and amortization	45,807	56,732	102,539	71,171

Geographic Information

	2003		2002	
	Revenues	Long-Lived Assets	Revenues	Lo
United States	$ 2,323,878	$ 1,087,071	$ 2,229,946	$
France	714,879		732,871	
Other countries	3,278,320		1,747,799	
	$ 6,317,077	$ 1,087,071	$ 4,710,616	$

Major Customers

	2003	2002
Customer A (Guardian)	$ 2,230,979	$ 1,439,142
Customer B (Guardian)	621,640	573 127
All other customers	3,464,458	2,698,347
	$ 6,317,077	$ 4,710,616

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9. Impact of Recently Issued Accounting Pronouncements

In June 2002, the FASB issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities," which addresses accounting for restructuring and similar costs. SFAS No. 146 supersedes previous accounting guidance, principally Emerging Issues Task Force Issue No. 94-3. SFAS No. 146 requires that the liability for costs associated with an exit or disposal activity be recognized when the liability is incurred. SFAS No. 146 also establishes that the liability should initially be measured and recorded at fair value. Accordingly SFAS No. 146 may affect the timing of recognizing future restructuring costs as well as the amount recognized. SFAS No. 146 is effective for exit or disposal activities that are initiated after December 31, 2002. Management believes that the adoption of SFAS No. 146 will not have a material impact on its results of operations or financial position.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

FORWARD LOOKING STATEMENTS

Statements made in this Form 10-QSB which are not purely historical are forward-looking statements with respect to the goals, plans, objectives, intentions, expectations, financial condition, results of operations, future performance and business of the Company. Forward-looking statements may be identified by the use of such words as "believes," "may," "will," "should," "intends," "plans," "estimates," or "anticipates" or other similar expressions.

Forward-looking statements involve inherent risks and uncertainties, and important factors (many of which are beyond our control) could cause actual results to differ materially from those set forth in the forward-looking statements. In addition to those specific risks and uncertainties set forth in the Company's reports currently on file with the SEC, some other factors that may affect the future results of operations of the Company are: the development of products that may be superior to the those of the Company; changes in the quality or composition of the Company's products; lack of market acceptance of the Company's products; the Company's ability to develop new products; general economic or industry conditions; intellectual property rights; changes in interest rates; new legislation or regulatory requirements; conditions of the securities markets; the Company's ability to raise capital; changes in accounting principals, policies or guidelines; financial or political instability; acts of war or terrorism; and other economic, competitive, governmental, regulatory and technical factors that may affect the Company's operations, products, services and prices.

Accordingly, results actually achieved may differ materially from those anticipated as a result of such forward-looking statements, and those statements speak only as of the date they are made. The Company does not undertake, and specifically disclaims, any obligation to update any forward-looking statements to reflect events or circumstances occurring after the date of such statements.

OVERVIEW

The Company is a Delaware corporation that operates in two business segments. Its Guardian Laboratories Division ("Guardian") conducts research, product development, manufacturing and marketing of cosmetic ingredients, personal and health care products, pharmaceuticals, and specialty industrial

products. The products manufactured by Guardian are marketed through marketing partners, distributors, direct advertising, mailings, and trade exhibitions. Its most important personal care product line is its LUBRAJEL(R) line of water based moisturizing and lubricating gels. It also sells two pharmaceutical products, which are distributed primarily through drug wholesalers and surgical supply houses. There are also indirect sales to the Veteran's Administration and other government agencies, and to some hospitals and physicians.

While the Company does have competition in the marketplace for some of its products, many of its products or processes are either unique in their field or have some unique characteristics, and therefore are not in direct competition with the products or processes of other pharmaceutical, chemical, or health care companies. Guardian's research and development department is actively working on the development of new products to expand the Company's personal care line.

The Company has been issued many patents and trademarks, and intends whenever possible to make efforts to obtain patents in connection with its product development program.

The Company's Eastern Chemical subsidiary distributes an extensive line of fine organic chemicals, research chemicals, test solutions, indicators, dyes and reagents. Eastern's products are marketed through advertising in trade publications and direct mailings and are sold to both to distributors and directly to users for use in a wide variety of applications. Since the Company's business activities and marketing efforts over the past several years have focused increasingly on the Guardian division, which the Company believes has greater growth potential, the Company is in the process of reducing Eastern's inventory levels in order to make the subsidiary more marketable in the event the Company decides to sell the Eastern operation at some future date.

Products manufactured by the Company are marketed worldwide through its extensive marketing and distribution arrangements. Approximately half of the Company's sales are to foreign customers.

The following discussion and analysis covers material changes in the financial condition of the Company since year end December 31, 2002, and a comparison of the results of operations for the three and six month periods ended June 30, 2003 and June 30, 2002. This discussion and analysis should be read in conjunction with "Management's Discussion and Analysis or Plan of Operation" included in the Company's Form 10-KSB for the year ended December 31, 2002.

RESULTS OF OPERATIONS

Gross revenue from operations

For the six month period ended June 30, 2003 net sales increased $1,606,461 (34.1%) versus the comparable period in 2002. The Guardian Laboratories division ("Guardian") had a sales increase of $1,652,130 (40.4%) while the Eastern Chemical subsidiary ("Eastern") had a sales decrease of $45,669 (7.3%).

For the three month period ended June 30, 2003 revenue increased $771,376 (33.1%) over the comparable period in 2002. Guardian sales increased $854,006 (43.0%), while Eastern sales decreased $82,630 (24.3%).

The increase in Guardian's sales for the three and six month periods is due to an overall increase in demand for Guardian's products. Some of this demand may be attributable to new launches of personal care products that contain ingredients produced by Guardian, by companies that had been refraining from launching new products due to the poor economic conditions that have prevailed in both the U.S. and overseas. Based on information provided to the Company by its distributors, over the past six to nine months there has been an increase in activity on the part of many customers, which has resulted in increased demand for the Company's products.

The decline in Eastern's sales is believed to be due mainly to normal fluctuations in the purchasing patterns of its customers, but may also be partially attributable to some loss of business due to an inability to provide some products as a result of the ongoing program to reduce Eastern's on-hand inventory. The Company does not anticipate any significant increase or decrease in Eastern's sales in the near future.

Cost of sales

Cost of sales as a percentage of sales decreased to 48.3% for the six months ended June 30, 2003 from 54.2% for the comparable period ended June 30, 2002. For the three month period ended June 30, 2003 compared to the three month period ended June 30, 2002 the cost of sales as a percentage of sales decreased to 49.1% from 54.9%. These decreases are mainly due to the absorption of fixed costs by higher sales volume for the three and six month periods in 2003 as compared to the same periods in the prior year.

Operating Expenses

Operating expenses increased $127,059 (11.2%) for the six months ended June 30, 2003 compared to the comparable period in 2002. For the three month period ended June 30, 2003 operating expenses decreased $23,135 (3.5%) over the comparable period in 2002. The increase was primarily due to increases in insurance costs, advertising costs and payroll and payroll related costs for the six month period ended June 30, 2003 as compared to the same period in the prior year. The decrease for the three month period ended June 30, 2003 is primarily due to a decrease in payroll and payroll related costs compared to the prior year.

Investment income

Investment income decreased $19,924 (20.1%) for the six months ended June 30, 2003 as compared to the comparable period in 2002, and $9,541 (19.3%) for the three months ended June 30, 2003 when compared to the comparable period in 2002. These decreases were attributable to a decline in interest rates.

Provision for income taxes

The provision for income taxes increased $349,000 (88.8%) for the six months ended June 30, 2003 when compared to the comparable period in 2002, and $197,000 (128.8%) for the three months ended June 30, 2003 when compared to the comparable period in 2002. These increases are due to increased earnings before taxes of $958,193 for the six months ended June 30, 2003 and $540,676 for the three months ended June 30, 2002.

LIQUIDITY AND CAPITAL RESOURCES

Working capital increased from $9,578,365 at December 31, 2002 to $11,050,725 at June 30, 2003. The current ratio increased from 10.4 to 1 at December 31, 2002 to 19.6 to 1 at June 30, 2003. The Company has no commitments for any further significant capital expenditures during the remainder of 2003, and believes that its working capital is and will continue to be sufficient to support its operating requirements.

The company generated cash from operations of $1,446,419 and $994,974 for the six months ended June 30, 2003 and June 30, 2002 respectively. The increase was primarily due to the increase in net income.

During the six month period ended June 30, 2003 $1,722,528 was provided by investment activities, as compared to the six months ended June 30, 2002 when $291,658 was used in investing activities. The change from $291,658 used in investing activities in 2002 to $1,722,528 provided by investing activities in 2003 was due to a decrease in purchases of temporary investments (primarily certificates of deposit) and marketable securities, and redemption of some certificates of deposit.

Cash used in financing activities was $387,064 and $451,069 for the six months ended June 30, 2003 and June 30, 2002 respectively. The decrease is due primarily to an increase in stock options exercised during the six months ended June 30, 2003 as compared to the six months ended June 30, 2002. 13

Item 3. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

Within 90 days prior to the filing of this Quarterly Report on Form 10-QSB the Company's principal executive officer and principal financial officer evaluated the effectiveness of the design and operation of Company's disclosure controls and procedures (as defined in Rules 13a-14(c) and 15d-14(c) under the Securities Exchange Act of 1934 (the "Exchange Act")) and concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its officers, as appropriate to allow timely decisions regarding required disclosure, and are effective to ensure that such information is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

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(b Changes in Internal Controls

The Company's principal executive officer and principal financial officer have also concluded there were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

While the Company has claims arise from time to time in the ordinary course of its business, the settlement of such claims in the past has not had a material adverse effect on the Company's financial position and results of operations. The Company does not have any claims pending at the present time.

ITEM 2 - CHANGES IN SECURITIES AND USE OF PROCEEDS: NONE

ITEM 3 - DEFAULTS UPON SENIOR SECURITIES: NONE

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS: NONE

ITEM 5 - OTHER INFORMATION: NONE

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

a. Exhibits

31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

31.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

b. Reports on Form 8-K

There was one report on Form 8-K filed on May 8, 2003 pertaining to the issuance of an earnings release by the Company on May 7, 2003.

SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

UNITED-GUARDIAN, INC.
(Registrant)

By: /s/ Alfred R. Globus

Alfred R. Globus
Chief Executive Officer

By: /s/ Kenneth H. Globus

Kenneth H. Globus
Chief Financial Officer

Date: August 5, 2003