

MORGAN GROUP HOLDING CO
Form 10-Q
May 11, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 March 31, 2018

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OF 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File No. 333-73996

MORGAN GROUP HOLDING CO.

(Exact name of small business issuing as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation of organization)

13-4196940
(IRS Employer
Identification Number)

401 Theodore Fremd Avenue, Rye, New York
(Address of principal executive offices)

10580
(Zip Code)

(914) 921-1877

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. 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. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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 the latest practical date.

Class
Common Stock, \$.01 par value

Outstanding at May 8, 2018
4,859,055

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MORGAN GROUP HOLDING CO.
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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

Unaudited Financial Statements

Condensed Balance Sheets at
March 31, 2018, December 31, 2017 and March 31, 2017

Condensed Statements of Operations for the
Three Months Ended March 31, 2018 and 2017

Condensed Statements of Cash Flows for the
Three Months Ended March 31, 2018 and 2017

Condensed Statement of Shareholders' Equity for the
Three Months Ended March 31, 2018

Notes to Condensed Financial
Statements as of March 31, 2018

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Morgan Group Holding Co.
Condensed Balance Sheets
(Unaudited)

| | March 31, 2018 | December 31, 2017 | March 31, 2017 |
|---|-------------------|----------------------|-------------------|
| ASSETS | | | |
| Current assets: | | | |
| Cash and cash equivalents | \$13,943 | \$17,273 | \$31,802 |
| Stock subscription receivable | 180,000 | -- | -- |
| Prepaid expenses | 15,750 | 329 | 12,820 |
| Total current assets | 209,693 | 17,602 | 44,622 |
| Total assets | \$209,693 | \$17,602 | \$44,622 |
| LIABILITIES | | | |
| Current liabilities: | | | |
| Accrued liabilities | \$44,062 | \$4,995 | \$565 |
| Total current liabilities | 44,062 | 4,995 | 565 |
| Total liabilities | 44,062 | 4,995 | 565 |
| COMMITMENTS AND CONTINGENCIES | | | |
| SHAREHOLDERS' EQUITY | | | |
| Preferred stock, \$0.01 par value, 1,000,000 shares authorized, none outstanding | -- | -- | -- |
| Common stock, \$0.01 par value, 10,000,000 shares authorized, 4,859,055 outstanding at March 31, 2018 and 3,359,055 at December 31 and March 31, 2017 | 48,591 | 33,591 | 33,591 |
| Additional paid-in-capital | 5,937,368 | 5,772,368 | 5,772,368 |
| Accumulated deficit | (5,820,328) | (5,793,352) | (5,761,902) |
| Total shareholders' equity | 165,631 | 12,607 | 44,057 |
| Total liabilities and shareholders' equity | \$209,693 | \$17,602 | \$44,622 |
| <i>See accompanying notes to condensed financial statements.</i> | | | |

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Morgan Group Holding Co.
 Condensed Statements of Operations
 (Unaudited)

| | Three Months Ended March 31, | |
|---------------------------------------|---|-------------|
| | 2018 | 2017 |
| Revenues | \$-- | \$-- |
| Administrative expenses | (27,021) | (23,488) |
| Other income: | | |
| Interest income | 45 | 36 |
| Net loss before income taxes | (26,976) | (23,452) |
| Income taxes | -- | -- |
| Net loss | (\$26,976) | (\$23,452) |
| Net loss per share, basic and diluted | (\$0.01) | (\$0.01) |
| Shares outstanding, basic and diluted | 3,559,055 | 3,359,055 |

See accompanying notes to condensed financial statements.

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Morgan Group Holding Co.
 Condensed Statements of Cash Flows
 (Unaudited)

| | Three Months Ended | |
|--|---------------------------|-------------|
| | March 31, | |
| | 2018 | 2017 |
| Cash Flows from Operating Activities | | |
| Interest income | \$45 | \$36 |
| Cash paid to suppliers | (3,375) | (32,695) |
| Net cash used in operating activities | (3,330) | (32,659) |
| Net decrease in cash and cash equivalents | (3,330) | (32,659) |
| Cash and cash equivalents, beginning of the period | 17,273 | 64,461 |
| Cash and cash equivalents, end of the period | \$13,943 | \$31,802 |
| Reconciliation of net loss to net cash used in operating activities: | | |
| Net loss | (\$26,976) | (\$23,452) |
| Increase in prepaid expenses | (15,421) | (8,922) |
| Decrease in accrued liabilities | 39,067 | (285) |
| Net cash used in operating activities | (\$3,330) | (\$32,659) |
| Cash paid for interest | \$-- | \$-- |
| Cash paid for income taxes | \$-- | \$-- |
| Issuance of stock for subscription receivable | \$180,000 | \$-- |
| <i>See accompanying notes to condensed financial statements.</i> | | |

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Morgan Group Holding Co.
 Condensed Statement of Shareholders' Equity
 Three Months Ended March 31, 2018
 (Unaudited)

| | Common Stock | | Additional | Accumulated | |
|--|--------------|-----------|-----------------|---------------|-----------|
| | Shares | Par Value | Paid in Capital | Deficit | Total |
| Shareholders' equity, December 31, 2017 | 3,359,055 | \$33,591 | \$5,772,368 | (\$5,793,352) | \$12,607 |
| Sale of common stock | 1,500,000 | 15,000 | 165,000 | -- | 180,000 |
| Net loss for three months ended March 31, 2018 | -- | -- | -- | (26,976) | (26,976) |
| Shareholders' equity, March 31, 2018 | 4,859,055 | \$48,591 | \$5,937,368 | (\$5,820,328) | \$165,631 |

See accompanying notes to condensed financial statements.

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Morgan Group Holding Co.
Notes to Condensed Financial Statements

Note 1. Basis of Presentation

Morgan Group Holding Co. (“Holding” or “the Company”) was incorporated in November 2001 as a wholly-owned subsidiary of LICT Corporation (“LICT”) to serve, among other business purposes, as a holding company for LICT’s controlling interest in The Morgan Group, Inc. (“Morgan”). On January 24, 2002, LICT spun off 2,820,051 shares of Holding common stock through a pro rata distribution (“Spin-Off”) to its stockholders and retained 235,294 shares.

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three months ended March 31, 2018 are not necessarily indicative of the results that may be expected for the year ending December 31, 2018. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

Note 2. Significant Accounting Policies

All highly liquid investments with maturity of three months or less when purchased are considered to be cash equivalents. The carrying value of a cash equivalent approximates its fair value based on its nature.

At March 31, 2018, December 31, 2017, and March 31, 2017, all cash and cash equivalents were invested in a United States Treasury money market fund, of which an affiliate of the Company serves as the investment manager.

The Company may from time to time invest in marketable securities that are bought and held principally for the purpose of selling them in the near term and are classified as trading securities. Trading securities are recorded at fair value on the balance sheet in current assets, with the change in fair value during the period included in earnings.

Basic earnings per share is based on the weighted-average number of common shares outstanding during each period. Diluted earnings per share is based on basic shares plus the incremental shares that would be issued upon the assumed exercise of in-the-money stock options and unvested restricted stock using the treasury stock method and, if dilutive

Note 3. Income Taxes

The Company is a “C” corporation for Federal tax purposes, and has provided for deferred income taxes for temporary differences between the financial statement and tax bases of its assets and liabilities. The Company has recorded a full valuation allowance against its deferred tax asset of approximately \$191,887 arising from its temporary basis differences and tax loss carryforward, as its realization is dependent upon the generation of future taxable income during the period when such losses would be deductible.

Pursuant to Sections 382 and 383 of the Internal Revenue Code, annual use of any of the Company’s net operating loss carry forwards may be limited if cumulative changes in ownership of more than 50% occur during any three year period.

Note 4. Commitments and Contingencies

From time to time the Company may be subject to certain asserted and unasserted claims. It is the Company’s belief that the resolution of these matters will not have a material adverse effect on its financial position.

Note 5. Shareholders' Equity and Stock Options and Warrants

On March 19, 2018 the Company sold in a private placement to LICT, 1,500,000 of its shares common stock for \$180,000, or \$0.12 per share. These funds are intended to be used to pay administrative costs for the next three years, until an acquisition candidate can be found and appropriate financing obtained. The funds from the sale were received on April 3, 2018.

At the Company's Annual Meeting of Stockholders on May 8, 2014, its stockholders voted to amend the Company's Certificate of Incorporation (the "Charter Amendment") to increase the number of authorized shares of common stock, par value \$0.01 per share, from 10,000,000 to 100,000,000. In order to economize costs until necessary, the Company has not yet filed the Amended Certificate of Incorporation with its state of incorporation, Delaware, to effectuate the authorization.

On December 21, 2012, the Company issued a warrant to purchase up to 1,000,000 shares of the Company's Common Stock at \$1.00 per share to Jonathan P. Evans in exchange for \$10,000, which was received in 2013. In addition on that date, the Company issued a warrant to purchase up to 200,000 shares of the Company's Common Stock to Robert E. Dolan, Chief Financial Officer of the Company, in exchange for \$2,000. Both warrants expired unexercised.

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

Overview

The Company currently has no operating businesses and is seeking acquisitions as part of its strategic alternatives. Its only costs are the expenses required to make the regulatory filings needed to maintain its public status and to find and evaluate potential acquisitions. These costs are estimated at \$50,000 per year.

Results of Operations

Three Months Ended March 31, 2018 and 2017

For the three months ended March 31, 2018, the Company incurred \$27,021 of administrative expenses, an increase of \$3,533 from the \$23,488 of administrative expenses for the three months ended March 31, 2017. The increase was primarily due to increase legal fees in 2018.

During the first quarter of 2018, the Company earned \$45 from its investment in a United States Treasury money market fund as compared to \$36 in the first quarter of 2017.

Liquidity and Capital Resources

On March 19, 2018 the Company sold in a private placement to LICT Corporation 1,500,000 shares of its common stock for \$180,000, or \$0.12 per share. These funds are intended to be used to pay administrative costs for the next three years, to allow the Company to search for an acquisition candidate and appropriate financing. The funds from this sale was received on April 3, 2018.

As of March 31, 2018, the Company's principal assets consisted of cash and cash equivalents of \$13,943 and the \$180,000 receivable from LICT Corporation.

The Company has adopted a growth strategy to acquire US-based businesses of an appropriate type and size. The execution of such a strategy will require the Company to obtain significantly more financial resources than it currently possesses. Those resources could take the form of a debt and/or equity offering, or potentially a hybrid instrument. There is no assurance that the Company can obtain such financial resources to successfully implement this strategy.

At the Company's Annual Meeting of Stockholders on May 8, 2014, its stockholders voted to amend the Company's Certificate of Incorporation (the "Charter Amendment") to increase the number of authorized shares of common stock, par value \$0.01 per share, from 10,000,000 to 100,000,000. This Charter Amendment gives the Company greater flexibility in considering and planning for future corporate needs, including, but not limited to, possible future capital raising activities, potential strategic transactions, including mergers, acquisitions, and business combinations, as well as other general corporate transactions. Such transactions may be undertaken with affiliates of the Company or unaffiliated third parties. The Board believes that additional authorized shares of common stock could enable the Company to take timely advantage of market conditions and favorable financing and acquisition opportunities that become available.

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The Company has no current plan, commitment, arrangement, understanding or agreement regarding the issuance of the additional shares of common stock that could result from the Company's adoption of this Charter Amendment.

The Company has not yet filed the Amended Certificate of Incorporation with its state of incorporation, Delaware.

Off Balance Sheet Arrangements

None.

Item 3. Quantitative and Qualitative Analysis of Market Risk

The Company is a smaller reporting company as defined in Item 10(f)(1) of Regulation S-K and thus is not required to report the Quantitative and Qualitative Analysis of Market Risk specified in Item 305 of Regulation S-K.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

Our Acting Chief Executive Officer/Chief Financial Officer has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the "Act") as of the end of the period covered by this report. Based on that evaluation, the Acting Chief Executive Officer/Chief Financial Officer has concluded that the Company's disclosure controls and procedures as of the end of the period covered by this report were designed and were functioning effectively to provide reasonable assurance that the information required to be disclosed by the Company in reports filed under the Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. The Company believes that a controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

(b) Changes in Internal Controls

During the period covered by this report, there have been no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our financial statements.

Forward Looking Discussion

This report contains a number of forward-looking statements, including but not limited to statements regarding the prospective adequacy of the Company's liquidity and capital resources in the near term. From time to time, the Company may make other oral or written forward-looking statements regarding its anticipated operating revenues, costs and expenses, earnings and other matters affecting its operations and condition. Such forward-looking statements are subject to a number of material factors, which could cause the statements or projections contained therein to be materially inaccurate. Such factors include the estimated administrative expenses of the Company on a going-forward basis.

PART II - OTHER INFORMATION

Item 6. Exhibits.

| | |
|---------------------|--|
| <u>Exhibit 3.1</u> | <u>Certificate of Incorporation of the Company*</u> |
| <u>Exhibit 3.2</u> | <u>By-laws of the Company*</u> |
| <u>Exhibit 31.1</u> | <u>Chief Executive Officer Rule 15d-14(a) Certification.</u> |
| <u>Exhibit 31.2</u> | <u>Principal Financial Officer Rule 15d-14(a) Certification.</u> |
| <u>Exhibit 32.1</u> | <u>Chief Executive Officer Section 1350 Certification.</u> |
| <u>Exhibit 32.2</u> | <u>Principal Financial Officer Section 1350 Certification.</u> |
| EX-101.INS | XBRL INSTANCE DOCUMENT |
| EX-101.SCH | XBRL TAXONOMY EXTENSION SCHEMA |
| EX-101.PRE | XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE |
| EX-101.LAB | XBRL TAXONOMY LABEL LINKBASE |
| EX-101.CAL | XBRL TAXONOMY EXTENSION CALCULATION |
| EX-101.DEF | XBRL TAXONOMY EXTENSION DEFINITION LINKBASE |

* Incorporated by reference to the exhibits to the Company's Registration Statement on Form S-1 (Registration No. 333-73996).

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MORGAN GROUP HOLDING CO.

By: /s/ Robert E. Dolan
ROBERT E. DOLAN
Acting Chief Executive Officer/Chief Financial Officer
May 11, 2018