VITAL SIGNS INC
Form 10-Q
May 10, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

FORM 10-Q

(Mark one)

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

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2005

OR

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

FOR THE TRANSITION PERIOD FROM ___________ TO ___________

COMMISSION FILE NUMBER: 0-18793

VITAL SIGNS, INC.
(Exact name of registrant as specified in its charter)

New Jersey	11-2279807
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

20 Campus Road
Totowa, New Jersey 07512
(Address of principal executive office, including zip code)

973-790-1330
(Registrant's telephone number, including area code)

____
(Former name, former address and former fiscal year, if changed since last report)

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 [X] No [_]

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes [X] No [_]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

At May 4, 2005 there were 12,640,229 shares of Common Stock, no par value, outstanding.

VITAL SIGNS, INC.

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PART I.

FINANCIAL INFORMATION

Item 1. Financial Statements

Certain information and footnote disclosures required under generally accepted accounting principles have been condensed or omitted from the following consolidated financial statements pursuant to the rules and regulations of the Securities and Exchange Commission. Vital Signs, Inc. (the "registrant", the "Company", "Vital Signs", "we", "us", or "our") believes that the disclosures are adequate to assure that the information presented is not misleading in any material respect. It is suggested that the following consolidated financial statements be read in conjunction with the year-end consolidated financial statements and notes thereto included in the registrant's Annual Report on Form 10-K for the year ended September 30, 2004.

The results of operations for the interim periods presented herein are not necessarily indicative of the results to be expected for the entire fiscal year, or any other period.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
VITAL SIGNS, INC.

We have reviewed the accompanying consolidated balance sheet of Vital Signs, Inc. and Subsidiaries as of March 31, 2005 and the related consolidated statements of income for the three months and six months ended March 31, 2005 and 2004, and the consolidated statements of cash flows for the six months ended March 31, 2005 and 2004. These interim financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the consolidated interim financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the consolidated financial statements referred to above for them to be in conformity with United States generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board, the consolidated balance sheet of Vital Signs, Inc. and Subsidiaries as of September 30, 2004 and the related consolidated statements of income, stockholders' equity and cash flows for the year then ended (not presented herein); and in our report dated November 12, 2004 we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of September 30, 2004 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

GOLDSTEIN GOLUB KESSLER LLP

New York, New York
May 4, 2005

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VITAL SIGNS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	March 31, 2005	September 30, 2004
	(In thousands of dollars)	
	(Unaudited)	
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 74,084	$ 76,468
Accounts receivable, less allowances for rebates and doubtful accounts of $8,857 and $8,725, respectively	30,699	31,876
Inventory	18,216	16,766
Prepaid expenses.	4,067	2,816
Other current assets.	1,304	1,596
Total Current Assets.	128,370	129,522
Property, plant and equipment--net.	30,664	29,900
Goodwill.	77,388	69,506
Deferred income taxes	80	796
Other assets.	6,582	5,952
Total Assets.	$243,084	$235,676
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	$ 5,148	$ 5,114
Accrued expenses	7,333	7,780
Accrued income taxes	3,265	3,387
Total Current Liabilities	15,746	16,281
Minority interest in subsidiary	3,400	3,172
Commitments and contingencies		
Stockholders' Equity		
Common stock--no par value; authorized 40,000,000 shares, issued and outstanding 12,640,229 and 12,715,243 shares, respectively	21,344	24,279
Accumulated other comprehensive income	3,682	3,059
Retained earnings	198,912	188,885
Stockholders' equity	223,938	216,223

Total Liabilities and Stockholders' Equity..........	$243,084	$235,676

(See Notes to Consolidated Financial Statements)

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VITAL SIGNS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	For the Three Months Ended March 31,	
	2005	2004
	(In thousands, except per share amounts)	
Net Revenues:		
Net sales...	$39,161	$38,583
Service revenue...	7,868	8,054
	47,029	46,637
Cost of goods sold and services performed:		
Cost of goods sold......................................	19,026	18,933
Cost of services performed..............................	4,588	4,466
	23,614	23,399
Gross profit...	23,415	23,238
Operating expenses:		
Selling, general and administrative.....................	12,596	12,724
Research and development................................	1,882	2,033
Restructuring expense...................................	305	--
Other expense (income) -- net...........................	(144)	151
Total operating expenses.............................	14,639	14,908
Operating Income...	8,776	8,330
Other income (expense)		
Interest income...	375	202
Interest (expense)......................................	(19)	(1)
Total other income...	356	201
Income from continuing operations before provision for income tax and minority interest in income of consolidated subsidiary................................	9,132	8,531

Provision for income taxes	3,245	3,001
Income from continuing operations before minority interest in income of consolidated subsidiary	5,887	5,530
Minority interest in income of consolidated subsidiary	119	116
Income from continuing operations	5,768	5,414
Discontinued Operations:		
Income (loss) from operations of Vital Pharma, net of income tax provision (benefit) of $30 and ($9)	58	(17)
Net income	$ 5,826	$ 5,397
Earnings per Common Share:		
Basic		
Income per share from continuing operations	$ 0.46	$ 0.42
Income per share from discontinued operations	$ 0.01	$ 0.00
Net earnings per share	$ 0.47	$ 0.42
Diluted		
Income per share from continuing operations	$ 0.46	$ 0.42
Net earnings per share	$ 0.46	$ 0.42
Basic weighted average number of shares outstanding	12,456	12,837
Diluted weighted average number of shares outstanding	12,618	12,982
Dividends paid per share	$ 0.07	$ 0.06

(See Notes to Consolidated Financial Statements)

VITAL SIGNS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	For the Six Months Ended March 31,	
	2005	2004
	(In thousands, except per share amounts)	
Net Revenues:		
Net sales	$76,418	$74,478
Service revenue	16,309	16,007
	92,727	90,485
Cost of goods sold and services performed:		

Cost of goods sold	37,541	36,438
Cost of services performed	9,062	8,795
	46,603	45,233
Gross profit	46,124	45,252
Operating expenses:		
Selling, general and administrative	24,604	25,070
Research and development	3,666	3,539
Restructuring expense	360	--
Other expense (income) -- net	(106)	221
Total operating expenses	28,524	28,830
Operating Income	17,600	16,422
Other income (expense)		
Interest income	634	385
Interest (expense)	(19)	(25)
Total other income	615	360
Income from continuing operations before provision for income tax and minority interest in income of consolidated subsidiary	18,215	16,782
Provision for income taxes	6,396	5,890
Income from continuing operations before minority interest in income of consolidated subsidiary	11,819	10,892
Minority interest in income of consolidated subsidiary	228	254
Income from continuing operations	11,591	10,638
Discontinued Operations:		
Loss from operations of Vital Pharma, net of income tax benefit of ($30) and ($9)	(32)	(171)
Net income	$11,559	$10,467
Earnings (loss) per Common Share:		
Basic		
Income per share from continuing operations	$ 0.93	$ 0.83
Loss per share from discontinued operations	$ (0.01)	$ (0.02)
Net earnings per share	$ 0.92	$ 0.81
Diluted		
Income per share from continuing operations	$ 0.92	$ 0.82
Loss per share from discontinued operations	$ (0.01)	$ (0.02)
Net earnings per share	$ 0.91	$ 0.80
Basic weighted average number of shares outstanding	12,498	12,873
Diluted weighted average number of shares outstanding	12,655	13,013
Dividends paid per share	$ 0.14	$ 0.12

(See Notes to Consolidated Financial Statements)

VITAL SIGNS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Six Months Ended March 31, 2005	For the Six Months Ended March 31, 2004
	(In thousands of dollars)	
Cash Flows from Operating Activities:		
Net income	$ 11,559	$ 10,467
Add loss from discontinued operations	32	171
Income from continuing operations	11,591	10,638
Adjustments to reconcile income from continuing operations to net cash provided by continuing operations		
Depreciation and amortization	3,288	2,104
Deferred income taxes	716	356
Minority interest in income of consolidated subsidiary	228	254
Changes in operating assets and liabilities:		
Decrease in accounts receivable	1,429	1,765
(Increase) decrease in inventory	(193)	3,274
(Increase) decrease in prepaid expenses and other current assets	(73)	2,075
Decrease in other assets	382	614
Decrease in accounts payable	(518)	(336)
Decrease in accrued expenses	(738)	(324)
Decrease in accrued income taxes	(122)	(2,372)
Increase in other liabilities	194	197
Net cash provided by continuing operations	16,184	18,245
Net cash used in discontinued operations	(32)	(209)
Net cash provided by operating activities	16,152	18,036
Cash flows from investing activities:		
Net proceeds from sales of assets of Vital Pharma	--	417
Net proceeds from sale of Vital Pharma real estate	--	1,222
Acquisition of Baxter disposable airways product line	(10,030)	
Acquisition of property, plant and equipment	(1,562)	(1,156)
Capitalized software costs	(1,801)	(386)
Capitalized patent costs	(105)	(75)
Net cash (used in) provided by investing activities	(13,498)	22
Cash flows from financing activities:		
Dividends paid	(1,536)	(1,556)
Proceeds from exercise of stock options	2,766	349
Purchase of common stock	(6,542)	(3,778)
Principal payments on long-term debt and notes payable	--	(1,535)
Net cash used in financing activities	(5,312)	(6,520)
Effect of foreign currency translation	274	(208)

Net (decrease) increase in cash and cash equivalents	(2,384)	11,330
Cash and cash equivalents at beginning of period	76,468	55,660
Cash and cash equivalents at end of period	$ 74,084	$ 66,990
Supplemental disclosures of cash flow information:		
Cash paid during the nine months for:		
Interest	$ 19	$ 65
Income taxes	$ 4,196	$ 5,414

(See Notes to Consolidated Financial Statements)

VITAL SIGNS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. The consolidated balance sheet as of March 31, 2005, the consolidated statements of income for the three months and six months ended March 31, 2005 and 2004, and the consolidated statements of cash flows for the six months ended March 31, 2005 and 2004, have been prepared by Vital Signs, Inc. (the "registrant", the "Company", "Vital Signs", "we", "us", or "our") and are unaudited. In the opinion of management, all adjustments necessary to present fairly the financial position at March 31, 2005 and the results of operations for the three months and six ended March 31, 2005 and 2004, and the cash flows for the six months ended March 31, 2005 and 2004, have been made.

2. See the Company's Annual Report on Form 10-K for the year ended September 30, 2004 (the "Form 10-K") for additional disclosures relating to the Company's consolidated financial statements.

3. At March 31, 2005, the Company's inventory was comprised of raw materials of $10,625,000 and finished goods of $7,591,000. At September 30, 2004, the Company's inventory was comprised of raw materials of $10,563,000 and finished goods of $6,203,000.

4. Net revenues consist of product sales and service revenues. For all product sales, revenue is recognized when title to the product passes to the customer. For substantially all product sales, title passes upon shipment of the product by the Company, although for certain sales, title passes when the product is received by the customer. For service revenue, revenue is recorded when the service is performed. A component of product sales is a deduction for rebates due on sales to distributors. A reconciliation of gross to net sales is provided below:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2005	2004	2005	2004

Gross sales	$ 53,294	$ 51,165	$104,682	$ 99,249
Rebates	(13,235)	(11,669)	(26,476)	(22,754)
Other deductions	(898)	(913)	(1,788)	(2,017)
Net sales	39,161	38,583	76,418	74,478
Service revenues	7,868	8,054	16,309	16,007
Total net revenues ...	$ 47,029	$ 46,637	$ 92,727	$ 90,485

Other deductions consist of discounts, returns and allowances for credits.

5. The Company has aggregated its business units into four reportable segments, Anesthesia, Respiratory/Critical Care, Sleep and Pharmaceutical Technology Services. There are no material intersegment sales. Anesthesia and Respiratory/Critical Care share certain manufacturing, sales and administration costs; therefore the operating profit, total assets, and capital expenditures are not specifically identifiable. However the Company has allocated these shared costs on a net sales basis to arrive at operating profit for the anesthesia and respiratory/critical care segments. Total assets and capital expenditures for anesthesia and respiratory/critical care have also been allocated on a net sales basis. Management evaluates performance on the basis of the gross profits and operating results of the four business segments. Summarized financial information concerning the Company's reportable segments is shown in the following table:

VITAL SIGNS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(Continued)
(Unaudited)

	Anesthesia	Respiratory Critical Care	Sleep	Pharmaceutica Technology Services
For the Three Months Ended March 31, 2005				
Net revenues	$ 21,567	$10,806	$10,779	$ 3,877
Gross profit	11,464	5,814	4,893	1,244
Gross profit percentage	53.2%	53.8%	45.4%	32.1%
Operating income (loss)	5,898	2,955	108	(185)
2004				
Net revenues	$ 19,654	$10,969	$12,221	$ 3,793
Gross profit	10,799	5,667	5,343	1,429
Gross profit percentage	54.9%	51.7%	43.7%	37.7%
Operating income	4,913	2,746	428	243
For the Six Months Ended March 31, 2005				
Net revenues	$ 41,696	$20,954	$21,531	$ 8,546
Gross profit	22,111	11,168	9,600	3,245
Gross profit percentage	53.0%	53.3%	44.6%	38.0%
Operating income (loss)	11,245	5,651	(4)	708

Total assets	124,774	62,704	36,434	19,172
Capital expenditures	2,299	523	587	59
2004				
Net revenues	$ 38,152	$21,634	$23,177	$ 7,522
Gross profit	20,131	11,747	10,369	3,005
Gross profit percentage	52.8%	54.3%	44.7%	39.9%
Operating income	9,192	5,213	1,390	627
Total assets	108,942	61,775	35,836	18,449
Capital expenditures	704	399	219	295

6. Other comprehensive income for the three months ended March 31, 2005 and 2004 consisted of:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2005	2004	2005	2004
Net income	$ 5,826	$ 5,397	$11,559	$10,467
Foreign currency translation ...	(1,498)	(1,164)	626	448
Comprehensive income	$ 4,328	$ 4,233	$12,185	$10,915

7. In December 2002, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 148, "Accounting for Stock-Based Compensation--Transition and Disclosure, an amendment of SFAS No. 123". SFAS No. 148 provides alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, SFAS No. 148 amends the disclosure requirements of SFAS No. 123 "Accounting for Stock-Based Compensation", to require prominent disclosures in annual and interim financial statements about the method of accounting for stock-based

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employee compensation and the effect in measuring compensation expense. The disclosure requirements of SFAS No. 148 are effective for periods beginning after December 15, 2002.

The Company has elected, in accordance with the provisions of SFAS No. 123, as amended by SFAS No. 148, to apply the current accounting rules under APB Opinion No. 25 and related interpretations in accounting for its stock options and, accordingly, has presented the disclosure-only information as required by SFAS No. 123. If the Company had elected to recognize compensation cost based on the fair value of the options granted at the grant date as prescribed by SFAS No. 123, the Company's net income and net income per common share for the three-month period ended March 31, 2005 and 2004 would approximate the pro forma amounts indicated in the table below (dollars in thousands):

	Three Month Period Ended March 31, 2005	Three Month Period Ended March 31, 2004	Six Month Period Ended March 31, 2005	Six Month Period Ended March 31, 2004
Net income--as reported..........................	$5,826	$5,397	$11,559	$10,467
Net income--Pro forma............................	5,580	5,097	11,075	9,869
Basic net income per common share--as reported.....	$ .47	$ .42	$ .92	$ .81
Diluted net income per common share--as reported...	$ .46	$ .42	$ .91	$ .80
Basic net income per common share--Pro forma.......	$ .45	$ .40	$ .89	$ .77
Diluted net income per common share--Pro forma.....	$ .44	$ .39	$ .88	$ .76

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions used for the three and six months ended March 31, 2005 and 2004, respectively: expected volatility of 33% and 50%, respectively, risk-free interest rate of 5.0% and 3.7%, respectively, dividend yield rate of .7% and .7%, respectively, and all options have expected lives of between five and ten years.

8. In December 2004, the FASB issued SFAS No. 123 (revised 2004), "Share Based Payment" ("SFAS 123(R)"). SFAS 123(R) requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values. The new standard allows for two transition alternatives, either the modified-prospective method or the modified-retrospective method. The Company has not completed its evaluation of SFAS 123(R) and therefore has not selected a transition method or determined the impact that adopting SFAS 123(R) will have on its results of operations. On April 14, 2005, the Securities and Exchange Commission announced that the effective date of SFAS 123R will be suspended until January 1, 2006, for calendar year companies. The Company anticipates adopting the prospective method of SFAS 123R in the first quarter of fiscal 2006 but it has not yet determined the financial statement impact of adopting SFAS 123R.

The Company does not believe that any other recently issued but not yet effective accounting standards will have a material effect on the Company's financial position or results of operations.

9. Included in the Company's revenues in the Anesthesia and Respiratory/ Critical Care segments, are sales made to distributors. These sales account for approximately 25.1% of the net sales of the Company. Price rebates are available to the distributor based upon the difference between the established price (distributor list) and the lower price that the distributor is entitled to after selling the goods end-user hospital (distributor final). The Company estimates and records the applicable rebates that have been or are expected to be granted or made for products sold during the period. These amounts are deducted from sales for that period. The Company concluded that the current calculation was based upon utilizing documentation provided by the distributor for shipments and inventory not yet shipped. During the second quarter of Fiscal 2005, the rebates due could be better measured by utilizing current period rebate data to create an allocated rebate percentage (by distributor and product) and applying that percentage to the current period sales by distributor and product. Management believes there was no material difference between the two calculations.

10. On March 2, 2005 the Company acquired the Disposable Airway Management Device business from a subsidiary of Baxter International, Inc. to improve the Company's market share in the anesthesia segment. The purchase price for the acquisition including related costs was approximately $10.2 million. The transaction includes certain manufacturing assets related to the business valued

at approximately $1,259,000, as well as inventory including anesthesia circuits, face masks, heat and moisture exchanger filters and other associated anesthesia components valued at approximately $1,048,000. The excess of the purchase price over

the fair value of the net assets acquired, which has been allocated to goodwill, was approximately $7,882,000, and is included in the anesthesia segment. Goodwill was recognized in accordance with Statement of Financial Standards No. 142 ("Goodwill and Other Intangible Assets"). The results of operations of the acquisition including revenues of approximately $900,000 are included in the Company's results of oeprations from March 2, 2005. No Proforma information has been provided, as the information is not readily available. The Company is attempting to compile this information.

11. In accordance with SFAS No. 142, Goodwill and intangible assets that have indefinite useful lives are no longer amortized but rather are to be tested for impairment annually or more frequently if impairment indicators arise. Upon the adoption of SFAS No. 142 on October 1, 2001, the Company ceased amortizing goodwill and now performs an annual impairment analysis based upon discounted cash flows to assess the recoverability of the goodwill, in accordance with the provisions of SFAS No. 142. The Company completed this impairment test during the three-month period ended March 31, 2005 and found no impairment. If the Company is required to record impairment charges in the future, it could have an adverse impact on our results of operations and financial condition. The balance of goodwill is as follows:

	For the periods ended March 31,	
	2005	2004
Beginning balance	$69,506	$69,506
Goodwill acquired during the year (Footnote 10)....	7,882	--
Ending balance....................................	$77,388	$69,506

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

Forward Looking Statements

This Quarterly Report on Form 10-Q contains, and from time to time we expect to make, certain forward-looking statements regarding our business, financial condition and results of operations. The forward-looking statements are typically identified by the words "anticipates", "believes", "expects", "intends", "forecasts", "plans", "future", "strategy", or words of similar import. In connection with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995 (the "Reform Act"), we intend to caution investors that there are important factors that could cause our actual results to differ materially from those projected in our forward-looking statements, whether written or oral, made herein or that may be made from time to time by or on behalf of us. Investors are cautioned that such forward-looking statements are only predictions and that actual events or results could differ materially from such statements. We undertake no obligation to publicly release the results of any revisions to our forward-looking statements to reflect subsequent events or circumstances or to reflect the occurrence of unanticipated events.

We wish to ensure that any forward-looking statements are accompanied by meaningful cautionary statements in order to comply with the terms of the safe harbor provided by the Reform Act. Accordingly, we have set forth in Exhibit 99.1 to our Annual Report on Form 10-K for the year ended September 30, 2004 a list of important factors, certain of which are outside of management's control, that could cause our actual results to differ materially from those expressed in forward-looking statements or predictions made herein and from time to time by us. Reference is made to such Exhibit 99.1 for a list of such risk factors

Overview

We are a leading designer, manufacturer and marketer of single-patient use airway management products. Our products address the anesthesia and respiratory/critical care markets, as well as the sleep/personal ventilation markets. In addition, we provide services that complement our core competency in airway management and regulatory compliance. These services include sleep disorder diagnosis through sleep centers that we operate and regulatory consulting, principally to pharmaceutical and medical device companies.

Results of Operations

The following table sets forth, for the periods indicated, the percentage increase or decrease of certain items included in the Company's consolidated statement of income.

	Increase from Prior Period Three Months Ended March 31, 2005 Compared with Three Months Ended March 31, 2004	Increase from Prior Period Six Months Ended March 31, 2005 Compared with Six Months Ended March 31, 2004
Consolidated Statement of Operations Data:		
Net revenues	0.8%	2.5%
Gross profit	0.8%	1.9%
Research and Development	(7.4)%	3.6%
Total operating expenses	(0.2)%	(0.1)%
Income from continuing operations	6.5%	9.0%
Net income	8.0%	10.4%

Comparison of Results for the Three-Month Period Ended March 31, 2005 to the Three-Month Period Ended March 31, 2004.

Net Revenue. Net revenues for the three months ended March 31, 2005 increased by 0.8% (a decrease of 0.2% excluding the favorable effect of foreign exchange) to $47.0 million as compared to $46.6 million in the comparable period last year. Of our total revenues, $34.9 million, or 74.3%, were derived from domestic sales and $12.1 million, or 25.7%, were derived from international sales. The following are the net revenues by business segment for the three months ended March 31, 2005 compared to the three months ended March 31, 2004:

REVENUE BY BUSINESS SEGMENT

	For the Quarter Ended March 31, 2005	2004	Percent Change
	(Dollars in thousands)		
Anesthesia	$21,567	$19,654	9.7%
Respiratory/Critical Care	10,806	10,969	(1.5%)
Sleep	10,779	12,221	(11.8%)
Pharmaceutical Technology Services	3,877	3,793	2.2%
	$47,029	$46,637	0.8%

Sales of anesthesia products increased 9.7% from $19.7 million for the three months ended March 31, 2004 to $21.6 million for the three months ended March 31, 2005. The increase results from a 45.1% increase in sales of Limb-OTM, our patented anesthesia circuit, to $2,788,000 and $900,000 of additional sales resulting from the acquisition of the Baxter disposable airway management product line on March 2, 2005. Domestic sales of anesthesia products increased 9.6%, from $17,886,000 for the three months ended March 31, 2004 to $19,608,000 for the three months ended March 31, 2005. International sales of anesthesia products increased 10.8%, from $1,768,000 for the three months ended March 31, 2004 to $1,958,000 for the three months ended March 31, 2005.

Sales of respiratory/critical care products decreased 1.5%, from $11.0 million for the three months ended March 31, 2004 to $10.8 million for the three months ended March 31, 2005 resulting from declines in the sales of our ABG (5.4%) and blood pressure cuff (10.6%) products. These declines were offset in part by an increase of 3.2% in the remaining products in the Respiratory/Critical Care segments.

Net revenues in the Sleep segment decreased 11.8% (a decrease of 15.2% excluding foreign exchange) from $12.2 million for the three months ended March 31, 2004 to $10.8 million for the three months ended March 31, 2005. The net revenues at Sleep Services of America (SSA), the Company's domestic sleep disorder diagnostic business, decreased 6.3% resulting from the effect of our closing certain less profitable sleep labs between the second and fourth quarters of fiscal 2004. Operating profit at SSA increased 6.6% over the same three-month period as last year. During the three months ended March 31, 2005, SSA has experienced a 17.8% sales increase in the continuing sleep centers over the same period as last year. Also in this segment, revenues for Breas, our European manufacturer of personal ventilators and CPAP devices, decreased 14.7% resulting from decreased demand as Breas distributors are awaiting the launch of our new family of sleep and ventilation products.

Service revenues in the Pharmaceutical Technology Services segment increased 2.2%, from $3.8 million for the three months ended March 31, 2004 to $3.9 million for the three months ended March 31, 2005.

Cost of Goods Sold and Services Performed. Cost of goods sold and services performed increased 0.9% from $23.4 million for the three months ended March 31, 2004 to $23.6 million for the three months ended March 31, 2005.

Cost of goods sold was $19.0 million for both of the three months ended March 31, 2004 and 2005. Volume related increases parallel to the Anesthesia revenue increase, of approximately $800,000 and foreign exchange increases of approximately $362,000 were offset by volume related declines at our Breas subsidiary. Cost of services performed remained at approximately $4.5 million for both of the three months ended March 31, 2004 and 2005.

Gross Profit. Our gross profit increased 0.8% reflecting the revenue increase; from $23.2 million for the three months ended March 31, 2004 to $23.4 million for the three months ended March 31, 2005. Our overall gross profit margin was 49.8% for the three months ended March 31, 2005 and 2004. For gross profit information related to our four segments, refer to Footnote 5 of the Notes to Consolidated Financial Statements.

Operating Expenses

Selling, and Administrative Expenses. Selling, general and administrative expenses decreased 1.0%; from $12.7 million for the three months ended March 31, 2004 to $12.6 million for the three months ended March 31, 2005. The decrease consists primarily of reductions in workers compensation expense of $245,000, and reduced legal expenses (primarily related to the audit committee investigation during the first quarter of fiscal 2004) of $100,000. These reductions were offset by cost increases of $128,000 for increased marketing at our Breas subsidiary in conjunction with new product introductions and $157,000 for the impact of foreign exchange

Research and Development Expenses. Research and development expenses decreased by approximately $151,000, or 7.4%, from $2.0 million for the three months ended March 31, 2004 to $1.9 million for the three months ended March 31, 2005 as the development efforts for the new Breas family of CPAP, ventilation equipment and patient interfaces nears their completion.

Restructuring Expense. Restructuring expense for the three months ended March 31, 2005, included costs of $305,000 related to the final shutdown of our California manufacturing plant.

Other (Income) Expense--Net. Other income, net, included in operating expenses for the three months ended March 31, 2005, was $144,000 consisting primarily of realized foreign exchange gains at our Breas subsidiary. Other expense, net, included in operating expense for the three months ended March 31, 2004, was $151,000 primarily consisting of severance and donations expense.

Interest Income and Expense. Interest income increased $173,000, or 85.6%, from $202,000 for the three months ended March 31, 2004 to $375,000 during the three months ended March 31, 2005, resulting from the increase in available cash and cash equivalents and increased interest rates.

Provision for Income Taxes. The provision for income tax expense for the three months ended March 31, 2005 and 2004 was $3.2 million and $3.0 million, respectively, reflecting effective tax rates of 35.5% and 35.2% for these periods, respectively.

Discontinued Operations. The net gain (after applying the tax benefit) from discontinued operation was approximately $58,000 for the three months ended March 31, 2005 and approximately a $17,000 loss for the three months ended March 31, 2004.

Comparison of Results for the Six-Month Period Ended March 31, 2005 to the Six-Month Period Ended March 31, 2004.

Net Revenue. Net revenues for the six months ended March 31, 2005 increased by 2.5% (an increase of 1.2% excluding the favorable effect of foreign exchange) to $92.7 million as compared to $90.5 million in the comparable period last year. Of our total revenues, $68.4 million, or 73.8%, were derived from domestic sales and $24.3 million, or 26.2%, were derived from international sales. The following are the net revenues by business segment for the six months ended March 31, 2005 compared to the six months ended March 31, 2004:

REVENUE BY BUSINESS SEGMENT

	For the Six Months Ended March 31, 2005	For the Six Months Ended March 31, 2004	Percent Change
	(Dollars in thousands)		
Anesthesia	$41,696	$38,152	9.3%
Respiratory/Critical Care	20,954	21,634	(3.1%)
Sleep	21,531	23,177	(7.1%)
Pharmaceutical Technology Services	8,546	7,522	13.6%
	$92,727	$90,485	2.5%

Sales of anesthesia products increased 9.3% from $38.2 million for the six months ended March 31, 2004 to $41.7 million for the six months ended March 31, 2005. The increase results from a 52.5% increase in sales of Limb-OTM, our patented anesthesia circuit, to $5,390,000 and $900,000 of additional sales resulting from the acquisition of the Baxter disposable airway management product line on March 2, 2005. Domestic sales of anesthesia products increased 8.0%, from $34,983,000 for the six months ended March 31, 2004 to $37,766,000 for the six months ended March 31, 2005. International sales of anesthesia products increased 24.1%, from $3,169,000 for the six months ended March 31, 2004 to $3,930,000 for the six months ended March 31, 2005.

Sales of respiratory/critical care products decreased 3.1%, from $21.6 million for the six months ended March 31, 2004 to $21.0 million for the six months ended March 31, 2005 resulting from declines in the sales of our ABG (13.0%) and blood pressure cuffs products (19.5%) Partially offsetting these declines was an increase of 7.9% in the remaining products in the Respiratory/Critical Care segments.

Net revenues in the Sleep segment decreased 7.1% (a decrease of 11.4% excluding foreign exchange) from $23.2 million for the six months ended March 31, 2004 to $21.5 million for the six months ended March 31, 2005. The Net revenues at Sleep Services of America (SSA), the Company's domestic sleep disorder diagnostic business, decreased 8.5% resulting from the effect of closing certain less profitable sleep labs between the second and fourth quarters of fiscal 2004. During the six months ended March 31, 2005, SSA has experienced a 17.8% sales increase in the continuing sleep centers over the same period as last year. Operating profit at SSA has increased 4.2% over the same six-month period as last year. Also in this segment, revenues for Breas, our European manufacturer of personal ventilators and CPAP devices, decreased 6.3% resulting from decreased demand as Breas distributors are awaiting the launch of our new family of sleep and ventilation products.

Service revenues in the Pharmaceutical Technology Services segment increased 13.6%, from $7.5 million for the six months ended March 31, 2004 to $8.5 million for the six months ended March 31, 2005, resulting from a high level of our ComplianceBuilder software in the first quarter of fiscal 2005.

Cost of Goods Sold and Services Performed. Cost of goods sold and services performed increased 3.0% from $45.2 million for the six months ended March 31, 2004 to $46.6 million for the six months ended March 31, 2005.

Cost of goods sold increased $1.1 million, or 3.0%, from $36.4 million for the six months ended March 31, 2004 to $37.5 million for the six months ended March 31, 2005 resulting from sales volume related increases of approximately $1.3 million in our Anesthesia segment and foreign exchange increases of approximately $646,000, offset by sales volume related declines at our Breas subsidiary. Cost of services performed increased 3.0%, from $8.8 million for the six months ended March 31, 2004 to $9.1 million for the six months ended March 31, 2005 resulting primarily from sales volume related increases at our Stelex subsidiary.

Gross Profit. Our gross profit increased 1.9%; from $45.30 million for the six months ended March 31, 2004 to $46.1 million for the six months ended March 31, 2005. Our overall gross profit margin was 49.7% for the six months ended March 31, 2005; a decrease from the 50.0% achieved in the six months ended March 31, 2004. For gross profit information related to our four segments, refer to Footnote 5 of the Notes to Consolidated Financial Statements.

Operating Expenses

Selling, and Administrative Expenses. Selling, general and administrative expenses decreased 1.9%; from $25.1 million for the six months ended March 31, 2004 to $24.6 million for the six months ended March 31, 2005. The $500,000 decrease consists primarily of reduced legal expenses of $364,000 (primarily related to the audit committee investigation during the first quarter of fiscal 2004), $281,000 for reductions in workers compensation expense and $345,000 in reduced compensation expense. These savings were offset in part by an increase from foreign exchange at Breas of approximately $328,000 and increased marketing and selling expense of $140,000 at our Breas subsidiary in preparation for new product launches.

Research and Development Expenses. Research and development expenses increased by approximately $127,000, or 3.6%, from $3.5 million for the six months ended March 31, 2004 to $3.7 million for the six months ended March 31, 2005 as the Company invests in the development of the new Breas family of Sleep CPAP and ventilation equipment, patient interfaces, and single use products for anesthesia, respiratory and critical care.

Restructuring Expense. Restructuring expense for the six months ended March 31, 2005, included costs of $360,000 related to the closing of our California manufacturing plant.

Other (Income) Expense--Net. Other income-net for the six months ended March 31, 2005 was $106,000, consisted primarily of legal settlement ($80,000), gain on sale of fixed assets ($31,000), realized foreign exchange gain at our Breas subsidiary ($55,000), offset by donation ($41,000) and severance expense ($33,000). Other expense-net for the six months ended March 31, 2004 was $221,000, consisted primarily realized foreign exchange losses at our Breas subsidiary ($55,000) , donation ($105,000) and severance ($67,000) expense.

Other Items

Interest Income and Expense. Interest income increased $249,000, or 64.7%, from $385,000 for the six months ended March 31, 2004 to $634,000 during the six months ended March 31, 2005, resulting from the increase in available cash and cash equivalents and increased interest rates.

Provision for Income Taxes. The provision for income tax expense for the six months ended March 31, 2005 and 2004 was $6.4 million and $5.9 million, respectively, reflecting effective tax rates of 35.1%.

Discontinued Operations. The net loss (after applying the taxes) from discontinued operation was approximately $32,000 for the six months ended March 31, 2005 and approximately $171,000 for the six months ended March 31, 2004.

Liquidity and Capital Resources

Historically, our primary liquidity requirements have been to finance business acquisitions and to support operations. We have funded these requirements principally through internally generated cash flow. At March 31, 2005, we had cash and cash equivalents of approximately $74.1 million and we had no long-term debt. We have a $20 million line of credit with JP Morgan Chase Bank. There were no amounts outstanding on the JP Morgan Chase Bank line of credit at March 31, 2005.

Vital Signs continues to generate cash flows from its operations. During the six-months ended March 31, 2005 operating activities provided $16.2 million net cash. Investing activities used $13.5 million, including the $10 million acquisition of the Baxter disposable airway management product line and capital additions of $3.5 million. Financing activities used $5.3 million, consisting of $6.5 million for the repurchase of common stock, and $1.5 million paid for dividends, which were offset by $2.8 million of cash received from the exercise of stock options.

Cash and cash equivalents were $74.1 million at March 31, 2005 as compared to $76.5 million at September 30, 2004. At March 31, 2005 our working capital was $113.1 million compared to $113.3 million at September 30, 2004. At March 31, 2005 the current ratio was 8.4 to 1, as compared to 8.0 to 1 at September 30, 2004.

Capital additions for the six month period ended March 31, 2005 were approximately $3.5 million, and included expenditures for equipment and building improvements at our New Jersey facility ($265,000), molds and equipment at our Colorado manufacturing plant ($188,000), Thomas Medical Products facility ($267,000), new laboratory equipment ($60,000) for the sleep labs at SSA, computer hardware and software to upgrade MIS systems ($186,000),tools and molding at our Breas facility ($515,000) and the capitalized costs of software development ($1.8 million) and patents ($105,000). We expect that our total capital expenditures for fiscal 2005 should not exceed our total capital spending of $5.3 million in fiscal 2004. This statement represents a forward-looking statement under the Reform Act. Actual results could differ materially from this statement for a number of reasons, including the possibility that the Company may determine that its business requires new equipment in order to meet competitive and/or technological challenges.

Our current policy is to retain working capital and earnings for use in our business, subject to the payment of certain cash dividends. Such funds may be used for the buyback of our common stock, business acquisitions, product acquisitions, and product development, among other things. We regularly evaluate and negotiate with domestic and foreign medical device companies regarding potential business or product line acquisitions, licensing arrangements and strategic alliances.

Our Board of Directors has authorized the expenditure of up to $35 million for the repurchase of Vital Signs' stock, including the expenditure of an additional $15 million authorized by our Board of Directors on February 8, 2005. From fiscal 2004 through March 31, 2005, we had repurchased 553,800 shares for $17.3 million, at an average price of $31.18 per share. During the three-month period ended March 31, 2005 we repurchased 65,700 shares for $2.6 million at an average price of $39.08 per share. Any purchases under Vital Signs' stock repurchase program may be made from time-to-time in the open market, through block trades or otherwise. Depending on market conditions and other factors, these purchases may be commenced or suspended at any time or from time-to-time without prior notice.

Our Board of Directors has approved and paid $1,536,000 in dividends (amounting to $.14 per share) in the current fiscal period.

Critical Accounting Principles and Estimates

The preparation of our consolidated financial statements in conformity with generally accepted accounting principles requires us to make estimates and judgments that affect our reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to asset impairment, revenue recognition, allowance for doubtful accounts, and contingencies and litigation. These estimates are based on the information that is currently available to us and on various other assumptions that we believe to be reasonable under the circumstances. We state these accounting policies in the notes to our consolidated financial statements and at relevant places in this discussion and analysis. Actual results could vary from these estimates under different assumptions or conditions.

We believe that the following critical accounting principles affect the more significant judgments and estimates used in the preparation of our consolidated financial statements:

o Through September 30, 2001, we amortized goodwill and intangibles on a straight-line basis over their estimated lives. Upon our adoption of SFAS No. 142 on October 1, 2001, we ceased amortizing goodwill and we perform an annual impairment analysis based upon discounted cash flows to assess the recoverability of the goodwill, in accordance with the provisions of SFAS No. 142. On an annual basis we conduct an impairment test of our goodwill and intangible assets. We completed this impairment test during the three-month period ended March 31, 2005 and found no impairment. If we are required to record impairment charges in the future, it would have an adverse impact on our results of operations and financial condition.

o We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments, which results in bad debt expense. Our allowance for doubtful accounts was $489,000 at March 31, 2005 and $563,000 at September 30, 2004. We determine the adequacy of this allowance by evaluating individual customer receivables, considering the customer's financial condition and credit history and analyzing current economic conditions. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

o The Company's sales to distributors in the domestic anesthesia and respiratory/critical care business segments, which represented 25.1% of the Company's net sales during the six-month period ended March 31, 2005, are made at the Company's established distributor price. Since the end-user (i.e., a hospital) is typically entitled, on a case by case basis, to a price lower than our established price, the distributor is due a rebate (the difference between the established price (distributor list) and the lower price to which the end-user is entitled (distributor final)) when shipment is made to the end user. In order to properly reflect our sales to distributors, the Company records the gross sale (at our established price), less the amount of expected rebate to arrive at net sales. The allowance for rebates was $8,368,000 and $8,162,000 at March 31, 2005 and September 30, 2004, respectively. Rebate expense for the three-month period ended March 31, 2005 and 2004 was $13,235,000 and $11,669,000, respectively. Rebate expense for the six-month period ended March 31, 2005 and 2004 was $26,476,000 and $22,754,000, respectively.

During the second quarter of Fiscal 2005, the Company concluded that the current calculation based upon utilizing documentation provided by the distributor for shipments and inventory not yet shipped, could be better measured by utilizing current period rebate data to create an allocated rebate percentage (by distributor and product) and applying that percentage to the current period sales by distributor and product. Management believes there was no material difference between the two calculations.

- We have established an allowance for inventory obsolescence. The allowance was determined by performing an aging analysis of the inventory; based upon this review, inventory is stated at the lower of cost (first in, first out method) or its net realizable value. Our inventory allowance for obsolescence was $860,000 at March 31, 2005 and $1,150,000 at September 30, 2004.

- We are subject to various claims and legal actions in the ordinary course of our business. These matters frequently arise in disputes regarding the rights to intellectual property, where it is difficult to assess the likelihood of success and even more difficult to assess the probable ranges of recovery. Although we currently are not aware of any legal proceeding that is reasonably likely to have a material adverse effect on our financial position and results of operations, if we become aware of any such claims against us, we will evaluate the probability of an adverse outcome and provide accruals for such contingencies as necessary.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risks, including the impact of material price changes and changes in the market value of our investments and, to a lesser extent, interest rate changes and foreign currency fluctuations. In the normal course of business as described below, we employ policies and procedures with the objective of limiting the impact of market risks on earnings and cash flows and to lower our overall borrowing costs.

The impact of interest rate changes is not material to our financial condition. We do not enter into interest rate transactions for speculative purposes.

Our international net revenue represents approximately 26.2% of our total net revenues. Our Breas subsidiary, located in Sweden, represents 56.6% of our total international net revenues. We do not enter into any derivative transactions, including foreign currency transactions, for speculative purposes. The Company has not entered into any derivative instrument transactions (i.e. foreign exchange forward or option contracts) as of March 31, 2005.

Our risk involving price changes relates to raw materials used in our operations. We are exposed to changes in the prices of resins and latex for the manufacture of our products. We do not enter into commodity futures or derivative instrument transactions. Except with respect to our single source of supply for facemasks, it is our policy to maintain commercial relations with multiple suppliers and when prices for raw materials rise to attempt to source alternative supplies.

Item 4. Controls and Procedures

(a) Disclosure controls and procedures. As of the end of the Company's most recently completed fiscal quarter covered by this report, the Company carried out an evaluation, with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures pursuant to Securities Exchange Act Rule 13a-15. Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in ensuring that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms.

(b) Changes in internal controls over financial reporting. There have been no changes in the Company's internal controls over financial reporting that occurred during the Company's last fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information about purchases made by the Company of its common stock during the quarter ended March 31, 2005:

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid Per Share	(c)(1) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(Maxim Amou May Pur Und Plans o
1/1/2005 - 1/31/2005	26,000	$38.69	26,000	$ 4,
2/1/2005 - 2/28/2005 see note (1) below...	39,700	$39.34	39,700	$17,
3/1/2005 - 3/31/2005	--	--	--	$17,
Total	65,700	$39.08	65,700	$17,

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(1) In May 2004, our Board of Directors authorized the expenditure of up to $20 million for the repurchase of Vital Signs' stock. Any purchases under Vital Signs' stock repurchase program may be made from time-to-time in the open market, through block trades or otherwise. Depending on market conditions and other factors, these purchases may be commenced or suspended at any time or from time-to-time without prior notice. On February 8, 2005 our Board of Directors authorized the expenditure of an additional $15 million

for the repurchase of Vital Signs stock.

Item 6. Exhibits

Exhibits

18 -- Accountants Preferability Letter dated May 9, 2005

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

31.2 -- Certification of the Interim Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 -- Certification of the Chief Executive Officer Pursuant to [p] 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 -- Certification of the Interim Chief Financial Officer Pursuant to [p] 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

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

VITAL SIGNS, INC.

By: /s/ WILLIAM CRAIG

William Craig
Chief Financial Officer

Date: May 10, 2005

EXHIBIT INDEX

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STATEMENT OF DIFFERENCES

The paragraph symbol shall be expressed as.............................. [p]