

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2012
 TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File No. 0-18105



VASOMEDICAL, INC.

(Exact name of registrant as specified in its Charter)

Delaware (State or other jurisdiction of incorporation or organization)	11-2871434 (IRS Employer Identification No.)
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180 Linden Avenue, Westbury, New York (Address of Principal Executive Offices)	11590 (Zip Code)
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Registrant's telephone number, including area code: (516) 997-4600
Securities registered under Section 12(b) of the Act: None
Securities registered under Section 12(g) of the Act:

Common Stock, \$.001 par value (Title of Class)	OTCBB Name of each exchange on which registered
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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

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 past 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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files)
Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. Large accelerated filer Accelerated filer Non-accelerated filer 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

The aggregate market value of common stock held by non-affiliates was approximately \$29,336,000 based on the closing sales price of the common stock as quoted on the OTCBB on March 25, 2013.

At March 25, 2013, the number of shares outstanding of the issuer's common stock was 162,977,996.

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ITEM 1 – BUSINESS

Except for historical information contained in this report, the matters discussed are forward-looking statements that involve risks and uncertainties. When used in this report, words such as "anticipates", "believes", "could", "estimates", "expects", "may", "plans", "potential" and "intends" and similar expressions, as they relate to the Company or its management, identify forward-looking statements. Such forward-looking statements are based on the beliefs of the Company's management, as well as assumptions made by and information currently available to the Company's management. Among the factors that could cause actual results to differ materially are the following: the effect of business and economic conditions; the effect of the dramatic changes taking place in the healthcare environment; the impact of competitive procedures and products and their pricing; medical insurance reimbursement policies; unexpected manufacturing or supplier problems; unforeseen difficulties and delays in the conduct of clinical trials and other product development programs; the actions of regulatory authorities and third-party payers in the United States and overseas; uncertainties about the acceptance of a novel therapeutic modality by the medical community; continuation of the GEHC agreement; and the risk factors reported from time to time in the Company's SEC reports. The Company undertakes no obligation to update forward-looking statements as a result of future events or developments.

General Overview

Vasomedical, Inc. was incorporated in Delaware in July 1987. Unless the context requires otherwise, all references to "we", "our", "us", "Company", "registrant", "Vasomedical" or "management" refer to Vasomedical, Inc. and its subsidiaries. Since 1995, we have been engaged in designing, manufacturing, marketing and supporting EEC[®] Enhanced External Counterpulsation systems, based on our proprietary technology, to physicians and hospitals throughout the United States and in select international markets.

In 2010, the Company, through its wholly-owned subsidiary Vaso Diagnostics d/b/a VasoHealthcare, organized a group of medical device sales professionals and entered into the sales representation business as the exclusive representative for the sale of select General Electric Company (GE) diagnostic imaging equipment to specific market segments in the 48 contiguous states of the United States and the District of Columbia.

In September 2011, the Company acquired Fast Growth Enterprises Limited (FGE), a British Virgin Islands company, which owns and controls two Chinese operating companies - Life Enhancement Technology Ltd. and Biox Instruments Co. Ltd., respectively - to expand its technical and manufacturing capabilities and to enhance its distribution network, technology, and product portfolio. Also in September 2011, the Company restructured to further align its business management structure and long-term growth strategy, and now operates through three wholly-owned subsidiaries. Vaso Diagnostics d/b/a VasoHealthcare continues as the operating subsidiary for the sales representation of GE diagnostic imaging products; Vasomedical Global Corp. operates the Company's Chinese companies; and Vasomedical Solutions, Inc. was formed to manage and coordinate our EEC[®] equipment business as well as other medical equipment operations.

The Company will seek to achieve greater profitability by expanding our U.S. and international market product portfolio. In addition, the Company plans to actively pursue other accretive acquisitions and to expand its sales representation business.

Business Segments

We manage and evaluate our operations based on the products and services we offer. Under this approach, we operate through two segments - Sales Representation and Equipment. Our principal manufacturing facilities are located domestically in New York, and internationally in China.

Sales Representation

The Sales Representation segment currently operates under a sales representative agreement with GE Healthcare (the "GEHC Agreement"), the healthcare business unit of GE, which commenced July 1, 2010. The GEHC Agreement had an initial term of three years and in 2012 was extended for an additional two years to June 30, 2015, subject to earlier termination under certain circumstances. All revenues and expenses in this segment arise through its operations under the GEHC Agreement.

Under the GEHC Agreement, the Company earns commissions based upon achieving certain calendar year targets. Our annual commission rate increases retroactively to January 1 when targets are met as the year progresses. The progressive nature of our agreement can thus result in significantly higher commissions due us in the fourth and first quarters as compared to the second and third quarters of the calendar year.

Equipment

The Equipment segment operates through two subsidiaries: Vasomedical Solutions and Vasomedical Global. The segment primarily designs, manufactures and distributes medical devices, including EECP systems, ambulatory monitoring devices, and patient management devices. Vasomedical Solutions maintains a manufacturing facility in New York and markets EECP® therapy systems and other medical equipment both in the United States and in select international markets. Vasomedical Global currently operates engineering development and production facilities in China. In addition to being the primary supplier of medical equipment to Vasomedical Solutions, it also sells its ambulatory monitoring products directly to end users in China and other countries.

Sales and Marketing

We sell diagnostic imaging products to our assigned market through a nationwide team of sales employees led by a vice president of sales and several regional managers, supported by in-house administrative and other support, as well as applicable GEHC employees.

The sales and marketing efforts of our equipment segment are led by a vice president of sales and marketing as well as a director of national sales, who supervises a team of sales managers covering various regions in the United States. We market our EECP® systems internationally through distributors in various countries throughout Europe, the Middle East, Asia and Latin America.

Competition

In the U.S. diagnostic imaging market, our main competitors are Siemens, Philips, Toshiba, and Hologic. Key competitive factors in the market include price, quality, delivery speed, service and support, innovation, distribution network, breadth of product and service offerings and brand name recognition. We believe GEHC is a leading competitor in this market.

In the United States our competitors in our EECP® business are Applied Cardiac Systems Inc., Cardiomedics Inc. and Scottcare Cardiovascular Solutions.

Market Overview - EECP®

Cardiovascular disease (CVD) is the leading cause of death in the world and is among the top three diseases in terms of healthcare spending in nearly every country. CVD claimed approximately 788,000 lives in the United States in 2009 and was responsible for 1 of every 3 deaths, according to The American Heart Association (AHA) *Heart and Stroke Statistical 2013 Update (2013 Update)*. An estimated 83.6 million American adults suffer from some form of cardiovascular disease. Among these, 15.4 million have coronary heart disease (CHD).

We have FDA clearance to market our EECP® therapy for use in the treatment of stable and unstable angina, congestive heart failure, acute myocardial infarction, and cardiogenic shock; however, our current marketing efforts are focused in the area of making EECP® therapy the first treatment of choice after medication for chronic stable angina and congestive heart failure. Medicare and other third-party payers currently reimburse for the treatment of angina pectoris patients with moderate to severe symptoms who are refractory to medications and who, in the opinion of a cardiologist or cardiothoracic surgeon, are not candidates for invasive procedures. Patients with co-morbidities of heart failure, diabetes, peripheral vascular disease, etc. are also reimbursed under the same criteria, provided the primary diagnosis and indication for treatment with EECP® therapy is refractory angina symptoms.

Angina

Angina pectoris is the medical term for a recurring pain or discomfort in the chest, neck or arm due to coronary artery disease (CAD). The number of angina patients in the United States in 2010 is approximately 7.8 million, according to the *2013 Update*. There are approximately 100,000 to 150,000 new refractory angina patients each year who do not adequately respond to medication, and are not amenable to invasive revascularization procedures such as percutaneous coronary interventions (PCI), with angioplasty and coronary stent placement or coronary artery bypass grafting (CABG). Currently our EECP® therapy is mostly prescribed for these patients because of the potential to meet the guidelines for reimbursement of EECP® therapy.

In February 1999, the Centers for Medicare and Medicaid Services (CMS), the federal agency that administers the Medicare program for approximately 49.4 million beneficiaries in 2012, issued a national coverage policy for the use of external counterpulsation therapy in the treatment of refractory angina. Medicare reimbursement guidelines have a significant impact in determining the available market for EECP® therapy. We believe that the majority of the patients who receive EECP® therapy are Medicare patients, and many of the younger patients are covered by third-party payers. An important element of our strategy is to grow the market for EECP® therapy by expanding reimbursement coverage to include a broader range of angina patients than the current coverage policy provides and enable EECP® therapy to compete more with other therapies for ischemic heart disease. Please see the "Reimbursement" section of this Form 10-K for a more detailed discussion of reimbursement issues.

Congestive Heart Failure (CHF)

CHF is a condition in which the heart loses its pumping capacity to supply the metabolic needs of all other organs. The condition affects both sexes and is most common in people over age 50. Symptoms include angina, shortness of breath, weakness, fatigue, swelling of the abdomen, legs and ankles, rapid or irregular heartbeat and low blood pressure. CHF is treated with medication, mechanical devices such as implantable cardioverter-defibrillator (ICD) therapy, percutaneous mechanical assist devices or left ventricular assist devices (LVAD), and, in certain severe cases, surgery, including heart transplants. Still, no consensus therapy currently exists for CHF and patients must currently suffer their symptoms chronically and have a reduced life expectancy.

According to the *2013 Update*, in 2010 approximately 5.1 million adults in the United States were suffering heart failure and about 670,000 new cases of the disease occur each year. The prevalence of the disease is growing as a result of the aging of the population and the improved survival rate of people after heart attacks. Because the condition frequently entails visits to the emergency room and in-patient treatment centers, two-thirds of all hospitalizations for people over age 65 are due to heart failure. In the U.S. under the provisions of the current Patient Protection and Affordable Care Act (PPACA), starting in October 2011, every hospital's 30-day hospital readmission rate for CHF, AMI and pneumonia is evaluated by CMS and if found to be in the lowest quartile, CMS is authorized by the Hospital Readmission Reduction Program to penalize the hospital by reducing by 1% the hospital's entire Medicare payment for the year. This 1% penalty will be applied for the calendar year 2013 and will be increased to 2% in 2014 and 3% in 2015.

We will continue to educate the marketplace that EECP® therapy is a therapy for ischemic cardiovascular disease and that patients with a primary diagnosis of heart failure, diabetes, peripheral vascular disease, etc. are also eligible for reimbursement under the current coverage policy, provided the primary indication for treatment with EECP® therapy is angina or angina equivalent symptoms and the patient satisfies other listed criteria. Please see the "Reimbursement" section of this Form 10-K for a more detailed discussion of reimbursement issues.

Other Potential Applications of EECP® Therapy

While currently we only have FDA clearance to market EECP® therapy in the United States for the treatment of stable and unstable angina, congestive heart failure, acute myocardial infarction and cardiogenic shock, there are many clinical papers published in peer reviewed medical journals demonstrating the safety and effectiveness in off-label applications by physicians, both domestic and overseas. In addition, during the past several years, many studies have been carried out to provide scientific evidence-based explanation on the mechanisms of action of EECP® therapy. Results of these studies show that EECP® therapy improves endothelial function in dilating vasculature, stimulates angiogenesis in forming new blood vessels, reduces inflammatory responses in deactivating signaling proteins and attenuates the atherosclerotic process by limiting smooth muscle cells proliferation and migration. These actions, demonstrated in scientific studies and published in peer reviewed medical society journals, have led physicians to use EECP® therapy in the treatment of many different cardiovascular symptoms, such as:

- Cerebral vascular disease, specifically ischemic stroke.
- Cardiac syndrome X
- Erectile dysfunction
- Chronic kidney disease
- Diabetes mellitus

It is believed that there is sufficient clinical and scientific evidence in these and other potential applications to demonstrate EECP[®] therapy's safety and efficacy. However, large randomized control studies appear to be needed to confirm the preliminary findings and drive market clearance and reimbursement.

We will continue to observe development in the use of EECP[®] therapy in new applications and may continue to sponsor clinical studies seeking regulatory clearance and reimbursement as funding becomes available.

The EECP[®] Therapy Systems

The EECP[®] therapy systems are noninvasive treatment systems utilizing fundamental hemodynamic principles to augment coronary blood flow and, at the same time, reduce the workload of the heart while improving the overall vascular function. The treatment is completely noninvasive and is administered to patients on an outpatient basis, usually in daily one-hour sessions, five days per week over seven weeks for a total of 35 treatments. The procedure is well tolerated and most patients begin to experience relief of chest pain caused by their coronary artery disease after 15 to 20 hours of therapy. As demonstrated in the clinical studies on EECP[®] therapy, positive effects have been shown in most patients to continue for years following a full course of therapy.

Clinical Studies on EECP[®] Therapy

There are at least 160 papers published in peer-reviewed medical journals related to EECP[®] therapy since 1992, and many more published in scientific and medical conferences all over the world. (In 2012 there were 18 new articles on EECP[®] therapy published in peer reviewed journals.) Most of these journal publications are clinical reports on the results in patients with chronic stable angina and/or heart failure. With only a few exceptions, these reports are generated using Vasomedical EECP[®] therapy systems. In summary, this body of literature contains evidence from a variety of institutions and investigators demonstrating the pathophysiological mechanisms underlying the benefits of EECP[®] therapy and the beneficial clinical outcomes of EECP[®] therapy.

Beneficial Clinical Outcomes

It has been well documented that the following benefits are sustained for up to three to five years:

- Increased myocardial perfusion to ischemic regions of the heart in patients with coronary artery disease (CAD);
- Improved cardiac functions and exercise capacity in patients with CAD and heart failure;
- Elimination or reduction in angina and heart failure symptoms;
- Improved CCS angina function class and heart failure NYHA function class;
- Reduced frequency of angina episodes and nitroglycerin usage in patients with refractory angina;
- Improved quality of life in patients with angina and heart failure.

Mechanisms of Action

During the past several years, the mechanisms of action of EECP® therapy have been the subject of many investigations, and independent research aiming to fully explain the precise scientific means by which EECP® therapy achieves its long-term beneficial effects and further studies continue to be conducted and published every year. There is evidence to suggest that the EECP® therapy triggers a neurohormonal response that induces the production of growth and vasodilatation factors that promotes recruitment of new arteries and dilates existing blood vessels. This recruitment of new arteries, known as collateral blood vessels, bypass blocked or narrowed vessels and increase blood flow to ischemic areas of the heart muscle that were receiving an inadequate supply of blood. There is also evidence to support a mechanism related to improved function of the endothelium, which regulates the luminal size of the arteries and controls the dilation of the arteries to ensure adequate blood flow to all organs, thus reducing constriction of blood vessels that supply oxygenated blood to the body's organs and tissues. In addition, it is now clear that during EECP® therapy the hemodynamic effect reduces circulating proinflammatory cytokines, arterial stiffness and smooth muscle cells proliferation and migration, slowing down the progression of atherosclerotic processes. These evidences supporting the mechanisms of action will lead to exploration of additional clinical applications of EECP® therapy.

Significant Economic Benefits

Beginning in 1998, we sponsored the International EECP® Patient Registry (IEPR™) with the Department of Epidemiology Data Center at the University of Pittsburgh, Graduate School of Public Health as the coordinating center responsible for data collection, processing, as well as performing error and consistency checks and analysis. The IEPR™ is a voluntary registry recording consecutive patients enrolled in clinical sites undergoing for at least 1 hour of EECP® therapy. There are at least 26 papers published in medical peer-reviewed journals and more than 85 presentations in major scientific/clinical conferences using data collected in the IEPR™. The IEPR™ also examined the economic impact of EECP® treatment by collecting data on emergency department (ED) visits and hospitalizations in patients with refractory angina and LVD. Patients with refractory angina and LVD exert an enormous burden on health care resources primarily because of the number of recurrent emergency department (ED) visits and hospitalizations. Results from 450 patients with LVD (ejection fraction no more than 40%) treated with EECP® therapy for their refractory angina with data on all-cause ED visits and hospitalization rates within six months before EECP® therapy were compared with those at six months after EECP® therapy, and were analyzed and published in *Congestive Heart Failure* in February 2007. Despite the unfavorable risk profile, refractory angina patients with LVD achieved a substantial reduction in all-cause ED visits and hospitalization rates at 6-month follow-up.

The mean number of 6-month ED visits per patient decreased from 0.9±2.0 pre-EECP to 0.2±0.7 post-EECP (a 78% reduction), and 6-month hospitalizations were reduced from 1.1±1.7 to 0.3±0.9 (a 73% reduction). The significant reduction in ED visits and hospitalizations post-EECP® therapy is consistent with findings presented elsewhere. EECP® therapy has the potential to save billions of dollars in healthcare costs each year, and, as this is becoming an increasingly important issue of the nations healthcare system, the Company is communicating to payers of these benefits as part of its campaign to expand reimbursement for EECP® therapy.

Registry data, while considered a valuable source of complementary clinical data, is retrospective and therefore deemed by researchers and others to be less convincing than prospective data or data from randomized and controlled clinical trials. There can be no assurance that the Company will be able to obtain regulatory, reimbursement or other types of approvals, or a favorable standing in medical professional practice guidelines, based only upon results observed in patients enrolled in registries.

Sales and Marketing – EECP®

Domestic Operations

We sell EECP® therapy systems, ambulatory monitoring devices and patient management devices to treatment providers such as hospitals, clinics and physician private practices in the United States through our sales managers throughout the nation supervised by a director of national sales, who reports to a vice president of sales and marketing. The efforts of our sales organization are supported by in-house administration and clinical educators who are responsible for training and certification of physicians and therapists, as well as updating customers on new clinical developments, especially relating to EECP® therapy. The Company also markets certain products, accessories and supplies through an online store.

Our domestic marketing activities support physician education and physician outreach programs, exhibition at national and regional medical conferences, as well as sponsoring seminars at professional association meetings. These programs are designed to support our field sales organization and increase awareness of EECP® therapy in the medical community. Our marketing activities also include promotion of awareness among third-party payers and potential patients of the benefits of EECP® treatment for patients suffering from CHF as well as angina.

We employ service technicians for the repair and maintenance of EECP® systems and, in some instances, on-site training of a customer's biomedical engineering personnel. We provide a service arrangement at the time of equipment sale that includes: service by factory-trained service representatives, material and labor costs, emergency and remedial visits, software upgrades, technical phone support and preferred response times. After the initial service arrangement expires, we service our customers either under separately purchased annual service contracts or on a fee-for-service basis.

International Operations

We distribute our EECP® products in the international market primarily through a network of independent distributors. It has generally been our policy to appoint distributors with exclusive marketing rights to EECP® therapy systems in their respective countries or regions, in exchange for their commitment to meet the duties and responsibilities required of a distributor. Each distribution agreement contains a number of requirements that must be met for the distributor to retain exclusivity, including minimum performance standards. Duties of the distributors include registering the product and obtaining necessary regulatory or clinical approvals to support local registration or reimbursement for EECP® therapy, as well as clinical and technical support to the therapy providers in their respective territories.

Our international marketing activities include, among other things, assisting distributors in obtaining regulatory clearance and national or third-party healthcare insurance reimbursement approval, participating in trade shows and medical conferences to create greater awareness and acceptance of EECP® therapy by clinicians, and identifying additional distribution channels in those countries in which we do not currently have a presence.

International sales may be subject to certain risks, including export/import licenses, tariffs, and other trade regulations. In addition, there can be no assurance that we will be successful in maintaining our existing distribution agreements or entering into any additional distribution agreements, or that our international distributors will be successful in marketing EECP® therapy.

Competition in the EECP® Market

While we believe that we are the industry leader, we are aware of at least three direct competitors with an external counterpulsation device on the U.S. market and two additional competitors in the international market. Some other companies have also received FDA 510(k) clearance for external counterpulsation systems since 1998, although we have not seen these systems commercially available in the marketplace. While we believe that these competitors' involvement in the market is limited, there can be no assurance that these companies will not become a significant competitive factor or that other companies will not enter the external counterpulsation market.

We view other companies engaged in the development of device-related, biotechnological or pharmacological approaches to the management of cardiovascular disease as potential competitors in the marketplace as well. These include such common and well-established medical devices and treatments as the intra-aortic balloon pump (IABP), ventricular assist devices (VAD), coronary artery bypass graft surgery (CABG), coronary angioplasty, mechanical circulatory support (MCS), transmyocardial laser revascularization (TMR), total artificial hearts, cardiac resynchronization devices, spinal cord stimulation (SCS), ranolazine and nesiritide (Natrecor®); as well as newer technologies such as gene therapy.

Government Regulations on EECP® Systems

We are subject to extensive regulation by numerous government regulatory agencies, including the FDA and similar foreign agencies. We are required to comply with applicable laws, regulations and standards governing the development, preclinical and clinical testing, manufacturing, quality testing, labeling, promotion, import, export, and distribution of our medical devices.

Our EECP[®] therapy systems are currently classified by the US FDA as Class III devices, which include devices for which there is insufficient information demonstrating that general and special controls will provide reasonable assurance of safety and effectiveness, and which are life-sustaining, life-supporting or implantable devices, are of substantial importance in preventing impairment of human health, or pose a potential unreasonable risk of illness or injury. The FDA generally must clear a Class III device for marketing in the United States by a premarket approval (PMA), unless it is considered as a preamendments device – device that was commercially distributed before May 28, 1976 – and thus can be cleared by premarket notification, or 510(k). The Company's initial system received FDA 510 (k) clearance in 1995, with later models receiving clearance at various times between 2000 and 2004.

Modifications to a previously cleared medical device that do not significantly affect its safety and effectiveness or constitute a major change in the intended use can be made without having to submit a new 510(k). Vasomedical followed relevant FDA guidance and concluded that the changes incorporated into its Model TS4 did not require a new 510(k) prior to its introduction to market. Vasomedical subsequently obtained a 510(k) that applied to the Model TS4 and all of its models in March 2004, when it made changes to the labeling of all of its EECP[®] therapy systems. In November 2004, Model Lumenair and AngioNew[®]-VI were introduced, and again it was concluded that the changes did not require a new 510(k).

On December 5, 2012, the FDA convened the Circulatory System Devices Panel of the Medical Devices Advisory Committee to discuss the classification of External Counter-Pulsating (ECP) devices for various intended uses. As one of the remaining pre-amendments Class III devices, ECP's safety and effectiveness are being reviewed by the FDA to determine whether the classification for the device should remain as class III and require a PMA application or be down-classified into class I (General Controls) or Class II (Special Controls). In the December 5, 2012 panel meeting, the FDA recommended a split classification to include Class II for refractory angina and Class III for all other intended uses. If FDA issues a final rule to classify some indications of ECP into Class III, companies wishing to continue to market ECP for these indications must file a PMA application within the specified timeframe that is designated in the final classification order. To support approval, the information in the PMA (including clinical data) would have to demonstrate a reasonable assurance of safety and effectiveness. New devices or changes to existing devices would require approval of a PMA or PMA supplement. If a company does not file a PMA within the specified timeframe or otherwise does not receive an approval order for their product, the products are considered to be misbranded and should be removed from the market.

At this time, we have no information on when the FDA will publish a draft rule for public comments and, if after the public commenting period the final rule does classify indications other than refractory angina into Class III, what timeframe will be designated for filing PMA. We will continue to monitor the development on this matter and take appropriate actions accordingly.

There can be no assurance that all the necessary FDA clearances or approvals, including approval of any PMA required by the promulgation of a regulation, will be granted for our products, future-generation upgrades or newly developed products, on a timely basis or at all. Failure to receive, or delays in receipt of such clearances, could have a material adverse effect on our financial condition and results of operations.

Clinical Trials

If human clinical trials of a device are required, whether to support a 510(k) or PMA application, the trials' sponsor, which is usually the manufacturer of the device, first must obtain the approval of the appropriate institutional review boards. If a trial is of a significant risk device, the sponsor also must obtain an investigational device exemption, or IDE, from the FDA before the trial may begin. For all clinical testing, the sponsor must obtain informed consent from the patients participating in each trial. There is no guarantee that the sponsor, whether Vasomedical or others, will obtain all necessary approvals, exemptions and consents before future clinical trials, and furthermore, the results of clinical testing that a sponsor undertakes may be insufficient to obtain clearance or approval of the tested product.

We are also subject to other FDA regulations that apply prior to and after a product is commercially released. These include the current Good Manufacturing Practice (cGMP) requirements, set forth in FDA's Quality System Regulation (QSR), that require manufacturers to have a quality system for the design, manufacture, packaging, labeling, storage, installation and servicing of medical devices intended for commercial distribution in the United States. This regulation covers various areas including management and organization, device design, purchase and handling of components, production and process controls such as those related to buildings and equipment, packaging and labeling control, distribution, installation, complaint handling, corrective and preventive action, servicing, and records. We are subject to periodic and random inspections by the FDA for compliance with the cGMP requirements and Quality System Regulation.

The FDA also enforces post-marketing controls that include the requirement to submit medical device reports to the agency when a manufacturer becomes aware of information suggesting that any adverse events are related to its marketed products. The FDA relies on medical device reports to identify product problems and utilizes these reports to determine, among other things, whether it should exercise its enforcement powers. The FDA also may require post-market surveillance studies for specified devices.

We are subject to the Federal Food, Drug, and Cosmetic Act's, or FDCA's, general controls, including establishment registration, device listing, and labeling requirements. If we fail to comply with any requirements under the FDCA, we, including our officers and employees, could be subject to, among other things, fines, injunctions, civil penalties, and criminal prosecution. We also could be subject to recalls or product corrections, total or partial suspension of production, denial of premarket notification clearance or PMA approval, and rescission or withdrawal of clearances and approvals. Our products could be detained or seized, the FDA could order a recall, repair, replacement, or refund of our devices, and the agency could require us to notify health professionals and others that the devices present unreasonable risks of substantial harm to the public health.

The advertising of our products is subject to regulation by the Federal Trade Commission, or FTC. The FTC Act prohibits unfair or deceptive acts or practices in or affecting commerce. Violations of the FTC Act, such as failure to have substantiation for product claims, would subject us to a variety of enforcement actions, including compulsory process, cease and desist orders and injunctions, which can require, among other things, limits on advertising, corrective advertising, consumer redress and restitution, as well as substantial fines or other penalties.

As a sales channel partner, we are subject to various federal, state and local laws targeting fraud and abuse in the healthcare industry, including anti-kickback and false claims laws.

Foreign Regulation

In most countries to which we seek to export our EEC[®] systems, a local regulatory clearance must be obtained. The regulatory review process varies from country to country and can be complex, costly, uncertain, and time-consuming. Vasomedical EEC[®] systems are all manufactured in accordance with ISO 13485, the international standard for medical devices. All our current systems are CE marking certified for European Union countries, and covered by our Health Canada license.

We are also subject to audits by organizations authorized by foreign countries to determine compliance with laws, regulations and standards that apply to the commercialization of our products in those markets. Examples include auditing by a European Union Notified Body organization (authorized by a member state's Competent Authority) to determine conformity with the Medical Device Directives (MDD) and by an organization authorized by the Canadian government to determine conformity with the Canadian Medical Devices Regulations (CMDR).

There can be no assurance that we will obtain desired foreign authorizations to commercially distribute our products in those markets or that we will comply with all laws, regulations and standards that pertain to our products in those markets. Failure to receive or delays in receipt of such authorizations or determinations of conformity could have a material adverse effect on our financial condition and results of operations.

Federal and state laws protect the confidentiality of certain patient health information, including patient records, and restrict the use and disclosure of that protected information. The U.S. Department of Health and Human Services (HHS) published patient privacy rules under the Health Insurance Portability and Accountability Act of 1996 (HIPAA privacy rule) and the regulation was finalized in October 2002. Currently, the HIPAA privacy rule affects us only indirectly in that patient data that we access, collect and analyze may include protected health information. Additionally, we have signed some Business Associate Agreements with Covered Entities that contractually bind us to protect private health information, consistent with the HIPAA privacy rule's requirements. We do not expect the costs and impact of the HIPAA privacy rule to be material to our business.

Practice Guidelines for EEC[®] Therapy

Medical professional societies periodically issue Practice Guidelines to their members and make them available publicly. The American College of Cardiology Foundation (ACCF) and the American Heart Association (AHA) have jointly produced guidelines in the area of cardiovascular since 1980. The ACCF/AHA practice guidelines are intended to assist healthcare providers in clinical decision making by describing a range of generally acceptable approaches to the diagnosis, management, and prevention of specific diseases or conditions.

On November 19, 2012 the ACCF/AHA Task Force on Practice Guidelines issued its new Guideline for the Diagnosis and Management of Patients With Stable Ischemic Heart Disease. EEC[®] therapy retained the same IIb Class of Recommendation (COR) rating it received in the ACC/AHA 2002 Guideline Update for the Management of Patients with Chronic Stable Angina. The new Guideline also gave EEC[®] therapy the same B rating for Level of Evidence (LOE) as the 2002 Guideline.

According to the Guideline, a class IIb rating maintains that procedures and treatments may be considered for patients. Additional studies with broad objectives are needed and further registry data would be helpful. This classification finds that the benefits of treatments are greater than or equal to the risk of treatment.

While the 2012 Guideline's rating for EEC[®] therapy recognizes its importance as the first alternative therapy for ischemic heart diseases, it appears that only clinical data up to 2010 were considered by the Writing Committee. The Company continues to communicate with the ACCF/AHA Task Force, particularly the Writing Committee for the Guideline, to explore options to raise the Class of Recommendation for EEC[®] therapy based on more current data than referenced in the 2012 Guideline.

The ACC/AHA 2005 Guidelines for the Diagnosis and Management of Chronic Heart Failure in the Adult was issued in 2005. External counterpulsation is listed as one of the devices under investigation in a section entitled "Drugs and Interventions Under Active Investigation." The 2006 Comprehensive Heart Failure Practice Guideline, issued in February 2006 by the Heart Failure Society of America, does not include any comments on the use of external counterpulsation therapy for treating heart failure patients.

In summary, while there is still some reluctance in the cardiology community about the broader use of EEC[®] therapy, positive evaluations of its application for patients with chronic angina and heart failure continue to appear in presentations at major scientific meetings, in peer-reviewed publications, in the pay press, as well as on educational academic and patient oriented web sites each year. We believe the new evidence from completed and ongoing studies regarding the efficacy of EEC[®] therapy and its long lasting effect will be sufficient to warrant a modification of practice guidelines to a more favorable recommendation, increased acceptance by the medical community, and broader reimbursement coverage.

Reimbursement for EEC[®] Therapy

Reimbursement coverage and payment rates are important factors in the sales of our products, and we depend in large part on the availability of reimbursement programs. Medicare, Medicaid, as well as private health care insurance and managed-care plans determine eligibility for coverage of a product or therapy based on a number of factors, including the payer's determination that the product is reasonable and necessary for the diagnosis or treatment of the illness or injury for which it is administered according to the scope of clinical evidence available, accepted standards of medical care in practice, the product's cost effectiveness, whether the product is experimental or investigational, impact on health outcomes and whether the product is not otherwise excluded from coverage by law or regulation.

Our reimbursement strategies are currently focused in the following areas: expanding coverage to include heart failure and mild angina, modifying reimbursement policy language to allow for EECP[®] therapy as a first line treatment for severe angina, increasing the reimbursement rate of current coverage, and obtaining coverage in selected international markets.

Current Medicare Coverage in Angina

In February 1999, CMS, the federal agency that administers the Medicare program for approximately 47.7 million beneficiaries now, issued a national coverage policy under HCPCS code G0166 for the use of the EECP[®] therapy system. Key excerpts from the coverage read as follows:

"Although ECP devices are cleared by the Food and Drug Administration (FDA) for use in treating a variety of cardiac conditions, including stable or unstable angina pectoris, acute myocardial infarction and cardiogenic shock, the use of this device to treat cardiac conditions other than stable angina pectoris is not covered, since only that use has developed sufficient evidence to demonstrate its medical effectiveness."

"... for patients who have been diagnosed with disabling angina (class III or class IV, Canadian Cardiovascular Society Classification or equivalent classification) who, in the opinion of a cardiologist or cardiothoracic surgeon, are not readily amenable to surgical interventions such as balloon angioplasty and cardiac bypass because:

- 1. their condition is inoperable, or at high risk of operative complications or post-operative failure;*
- 2. their coronary anatomy is not readily amenable to such procedures; or*
- 3. they have co-morbid disease states, which create excessive risk."*

The physician office setting and the hospital outpatient facility are the only entities currently authorized to receive reimbursement for the EECP[®] therapy under the Medicare program and reimbursement is not permitted to other individuals or entity types, which include, but are not limited to, nurse practitioners, physical therapists, ambulatory surgery centers, nursing homes, comprehensive outpatient rehabilitation facilities, outpatient dialysis facilities, and independent diagnostic testing facilities. The 2012 national average payment rate per hourly EECP[®] therapy session in the physician office setting and the hospital outpatient facility is \$144 and \$99, respectively. Actual reimbursement rates vary throughout the country and range from \$120 to \$194 per hourly EECP[®] therapy session in the physician office setting. The national average payment rate varied considerably (from \$130 in 2000 to \$208 in 2003 for physician offices), but has become stable since 2004, as in the summary below:

Year	Physician Office	Hospital
2004	\$137	\$113
2005	\$138	\$102
2006	\$138	\$104
2007	\$147	\$107
2008	\$156	\$109
2009	\$150	\$102
2010	\$148	\$104
2011	\$153	\$102
2012	\$151	\$94
2013	\$144	\$99

If there were any material change in the availability of Medicare coverage, or if the reimbursement level for treatment procedures using the EECP® therapy system is determined to be inadequate, it would adversely affect our business, financial condition and results of operations. Moreover, we are unable to forecast what additional legislation or regulation, if any, relating to the health care industry or Medicare coverage and payment level may be enacted in the future, or what effect such legislation or regulation would have on our business.

Application to Expand Medicare Coverage to include Class II Angina and Class II/III CHF

On May 31, 2005, we submitted to CMS, and on June 20, 2005, CMS accepted our application for expansion of reimbursement coverage of EECP® therapy to include patients with NYHA Class II/III stable heart failure symptoms with an ejection fraction of less than or equal to 35%, i.e. chronic, stable, mild-to-moderate systolic heart failure as a primary indication, as well as patients with CCSC II, i.e. chronic, stable mild angina.

On March 20, 2006, CMS issued their Decision Memorandum regarding the applications with the opinion "that the evidence is not adequate to conclude that external counterpulsation therapy is reasonable and necessary for the treatment of" the additional indications as requested. They did, however, reiterate in the Decision Memorandum that "Current coverage as described in Section 20.20 of the Medicare National Coverage Determination (NCD) manual will remain in effect" for refractory angina patients. We had subsequently submitted to CMS more data and publications from our PEECH™ study and were advised to continue to gather more clinical evidence for future submission.

Based on the new clinical evidence in the past five years, we have started an initiative campaigning for a positive medical necessity decision in support of the use of EECP® therapy in the treatment of heart failure. At the same time, we will continue to educate the marketplace that EECP® therapy is a therapy for ischemic cardiovascular disease and that patients with a primary diagnosis of heart failure, diabetes, peripheral vascular disease, etc., are also eligible for reimbursement under the current coverage policy, provided the primary indication for treatment with EECP® therapy is angina or angina equivalent symptoms and the patient satisfies other listed criteria.

Coverage with Other Third-Party Payers

Since the establishment of reimbursement for EECP® therapy by the federal government, an increasing number of private third-party payers have routinely provided coverage for the use of EECP® therapy for the treatment of angina and have issued positive coverage policies, which are generally similar to Medicare's coverage policy in scope. In addition, some third-party payers began limited coverage of EECP® therapy for the treatment of CHF. On the other hand, there are private insurance carriers that continue to adjudicate EECP® treatment claims on a case-by-case basis. We continue to pursue a constructive dialogue with many private insurers for the establishment of positive and expanded coverage policies for EECP® treatment that include CHF patients.

If there were any significant reduction in the availability of third-party private insurers or the adequacy of the reimbursement level for treatment procedures using the EECP® therapy system, it would adversely affect our business, financial condition and results of operations. Moreover, we are unable to forecast what additional legislation or regulation, if any, relating to the health care industry or third-party private insurers' coverage and payment levels may be enacted in the future or what effect such legislation or regulation would have on us.

Reimbursement in International Markets

The reimbursement environment for EECP® therapy in international markets is fragmented and coverage varies. Our reimbursement strategy has changed to be more proactive and create opportunities through our distribution partners. Our current efforts on behalf of EECP® therapy in both the private and public healthcare sectors of selected international markets are being initiated jointly by the company and its distributors in their designated territories. We do not anticipate a significant impact on financial performance in the next fiscal year, given the long lead time from submission to approval of international dossiers for each reimbursement authority.

Other Medical Equipment

In our effort to diversify our medical equipment offering, in May 2008 we first obtained exclusive distribution rights for the BIOX™ series ECG Holter and ambulatory blood pressure monitoring products in the North American market. Between April 2009 and June 2011 the Company received multiple 510(k) clearances from the US FDA for various BIOX series ECG Holter, ambulatory blood pressure and combination monitors, as well as the associated analysis and reporting software. The Company now offers a complete line of BIOX™ series diagnostic products for ambulatory monitoring needs.

In September 2011, the Company acquired the company that controls BIOX and now includes its operations in the consolidated financial results. In combination with BIOX, the Company is also promoting its joint engineering design and manufacturing capabilities for potential OEM opportunities as well as pursuing international sales opportunities for the product line through its global distribution channel.

The growing market for ECG Holter and ambulatory blood pressure monitoring products worldwide is expected to exceed \$150 million by 2015. While there are multiple competitors in the marketplace, we believe that due to certain special features of our products, and through our sales and marketing efforts in niche markets, we will increase sales revenue and create opportunities for other products the Company manufactures or distributes.

Additionally, the Company continues to distribute a line of private label patient management products first introduced in April 2009. These products include the hand held EZ ECG™ Monitor, the EZ O2™ Adult and EZ O2™ Pediatric Pulse Oximeters, and the EZ O2™ Wrist Oximeter.

Strategic Objectives

Our short- and long-term plans for the growth of the Company and its stockholder value are:

- a) Maintain and grow our equipment business, by
 - i) Continuing to align the cost structure with revenue growth, including increased funding of marketing initiatives;
 - ii) Expanding our direct sales force to significantly increase revenue, particularly from EECP® equipment and service sales;
 - iii) Increasing our international efforts to grow international sales of all our device offerings; and
 - iv) Pursuing accretive acquisitions of medical device companies in the international marketplace.
- b) Continue to diversify our product offerings, by
 - i) Identifying and introducing other medical device products and opportunities that fit into our target market; and
 - ii) Working with select partners to develop our medical device OEM business.
- c) Work with all stakeholders to expand reimbursement coverage for EECP® therapy, by
 - i) Submitting up-to-date treatment effectiveness data and cost saving evidence to CMS and third party payers for consideration of EECP® as a first line treatment option for angina and for expansion of coverage to include heart failure; and
 - ii) Possibly conducting clinical trials to expand coverage, including the potential use of EECP® as a treatment for other ailments including diabetes, chronic kidney disease, and erectile dysfunction.
- d) Maintain and improve business performance in our sales representation segment by expanding the GE Healthcare product modalities we represent, and possibly building new teams to represent other vendors.

The above-listed strategic objectives are forward-looking statements. We review, modify and change our strategic objectives from time to time based upon changing business conditions. There can be no assurance that we will be able to achieve our strategic objectives and, even if these results are achieved, risks and uncertainties could cause actual results to differ materially from anticipated results. Financial resource availability may reduce our ability to achieve these strategic objectives. Please see the section of this Form 10-K entitled "Risk Factors" for a description of certain risks, among others that may cause our actual results to vary from the forward-looking statements.

Intellectual Properties

We own eleven US patents including eight utility patents and three design patents that expire at various times between now and 2023. We will from time to time file other patent applications regarding specific enhancements to the current EECP[®] models, future generation products, and methods of treatment in the future. Moreover, trademarks have been registered for the names "EECP", "AngioNew", "Natural Bypass", "Vasomedical", "Vasomedical EECP", "VasoGlobal", "VasoSolutions" and "VasoHealthcare".

Through our China-based subsidiaries, we own three utility patents and various trademarks. We also own five software copyright certificates in China, related to Holter ECG and ambulatory blood pressure data analysis and reporting. We pursue a policy of seeking patent protection, both in the US and abroad, for our proprietary technology. We believe that we have a solid patent foundation in the field of external counterpulsation devices and that the number of patents and applications demonstrates our technical leadership, dating back to the mid-1980s. Our patent portfolio focuses on the areas of external counterpulsation control and the overall design and arrangement of the external counterpulsation apparatus, including the console, treatment bed, fluid distribution, and inflatable cuffs. None of our current competitors have a significant patent portfolio in the area of external counterpulsation devices.

There can be no assurance that our patents will not be violated or that any issued patents will provide protection that has commercial significance. As with any patented technology, litigation could be necessary to protect our patent position. Such litigation can be costly and time-consuming, and there can be no assurance that we will be successful. The loss or violation of our EECP[®] patents and trademarks could have a material adverse effect upon our business.

Employees

As of December 31, 2012, we employed 194 full-time persons, of which 32 are employed through our facility in Westbury, New York, 90 through our VasoHealthcare subsidiary and 72 are in China. None of our employees are represented by a labor union. We believe that our employee relations are good.

The Company also uses several part-time employees and consultants from time to time for various purposes.

Manufacturing

Vasomedical Solutions maintains its manufacturing facility in the Westbury, NY location to satisfy domestic and international needs for the TS4 and Lumenair EECP[®] systems, and Vasomedical Global operates production facilities at the Life Enhancement Technology Co. Ltd. (LET) and BIOX facilities in China. LET manufactures AngioNew[®] and Lumenair EECP[®] systems and Biox manufactures ambulatory monitoring devices. Our VasoHealthcare subsidiary maintains an office in Greensboro, North Carolina.

All manufacturing operations are conducted under the current Good Manufacturing Practice (cGMP) requirements as set forth in the FDA Quality System Regulation as well as ISO 13485 standard, the international quality standard for medical device manufacturers. We are also certified to conform to full quality assurance system requirements of the EU Medical Device Directive and can apply CE marking to all of our current product models. Lastly, we are certified to comply with the requirements of the Canadian Medical Device Regulations (CMDR) and, for all our EECP systems, with all UL safety requirements. All these regulations and standards subject us to inspections to verify compliance and require us to maintain documentation and controls for the manufacturing and quality activities.

We believe our manufacturing capacity and warehouse facility are adequate to meet the current and immediately foreseeable future demand for the production of our medical devices. We believe our suppliers of the other medical devices we distribute or represent are capable of meeting our demand for the foreseeable future.

ITEM 1A - RISK FACTORS

Investing in our common stock involves risk. You should carefully consider the following information about these risks together with the other information contained in this Annual Report on Form 10-K. If any of the following risks actually occur, our business could be harmed. This could cause the price of our stock to decline, and you may lose part or all of your investment.

Financial Risks

Achieving profitable operations is dependent on several factors.

Our ability to achieve and sustain profitability is dependent on many factors, primarily being the sufficient and timely generation and recognition of revenue in our Sales Representation segment, the success of our marketing and sales efforts in the Equipment segment, as well as the success of our other strategic initiatives, including our China acquisitions.

Risks Related to Our Business

We currently derive the significant amount of our revenue from our agreement with GEHC.

On May 19, 2010, we signed a sales representation agreement with GEHC, the healthcare business unit of the General Electric Company, for the sale of select GEHC diagnostic imaging products. Under the GEHC Agreement, we have been appointed the exclusive representative for these products to specific market segments in the 48 contiguous states of the United States and the District of Columbia. The GEHC Agreement had an initial term of three years commencing July 1, 2010 and in 2012 was extended for two years to June 30, 2015, subject to extension and also subject to earlier termination under certain circumstances.

A significant amount of our revenue and prior periods net income arise from activities under this contract. Moreover, our growth depends partially on the territories, customer segments and product modalities assigned to us by GEHC, and thus relies on our ability to demonstrate our added value as a channel partner, and maintain a positive relationship with GEHC. There is no assurance that the agreement will be renewed before it expires or terminated prior to its expiration pursuant to its termination provisions. Should GEHC terminate or not renew the agreement, it would have a material adverse effect on our financial condition and results of operations. See also Recent Development above.

We are materially dependent on the expansion of medical reimbursement for treatment procedures using EECP® therapy in order to achieve significant growth in the domestic EECP® market.

The growth of our domestic EECP® business is dependent on current medical reimbursement policies, which provide coverage for a restricted class of heart patients. While we continue our dialogue with CMS and commercial payers to obtain expanded coverage for EECP® therapy, there is no assurance that the Company will succeed in such efforts.

If we do not receive expanded medical coverage for the use of EECP® therapy, it will adversely affect our domestic EECP® therapy business.

Material changes in the availability of Medicare, Medicaid or third-party reimbursement at adequate price levels could adversely affect our domestic EECP® business.

Health care providers, such as hospitals and physician private practices in the U.S., that purchase or lease medical devices such as the EECP® therapy system for use on their patients generally rely on third-party payers, principally Medicare, Medicaid and private health insurance plans, to reimburse all or part of the costs and fees associated with the procedures performed with these devices. If there were any significant reduction in the availability of Medicare, Medicaid or other third-party coverage or the adequacy of the reimbursement level for treatment procedures using the EECP® therapy system, it would adversely affect our domestic EECP® business, financial condition and results of operations. Moreover, we are unable to forecast what additional legislation or regulation, if any, relating to the health care industry or Medicare or Medicaid coverage and payment level may be enacted in the future or what effect such legislation or regulation would have on our business. Even if a device has FDA clearance, Medicare, Medicaid and other third-party payers may deny reimbursement if they conclude that the device is not "reasonable and necessary" according to their criteria. In addition, reimbursement may not be at, or remain at, price levels adequate to allow medical professionals and hospitals in the U.S. to realize an appropriate return on the purchase of our products.

Increased acceptance of EECP® therapy by the medical community is important for the growth of our EECP® business.

While positive evaluations of the application of EECP® therapy continue to appear in presentations at major scientific meetings and in peer-reviewed publications each year, there is still skepticism concerning EECP® therapy methodology. The American Heart Association Foundation and the American College of Cardiology Practice Guidelines continue to list EECP® as a therapy currently under investigation for treatment of heart failure and give EECP® a Level of Recommendation IIb rating as a treatment for angina patients who are refractory to medical therapy and are not candidates for percutaneous coronary intervention (PCI) or coronary artery bypass grafting (CABG). A classification rating of IIb indicates the therapy's benefits is greater than or equal to risk, but additional studies with broader objectives are needed and additional registry data would be helpful. The medical community utilizes these guidelines when considering the various treatment options for their patients. Certain cardiologists, in cases where the EECP® therapy is a viable alternative, still appear to prefer percutaneous coronary interventions (e.g. balloon angioplasty and stenting) and cardiac bypass surgery for their patients. Additional evidence regarding the efficacy of EECP® therapy continues to evolve, however the evidence may not be sufficient to warrant a modification of these guidelines to a more favorable recommendation and increased acceptance by the medical community. We are dependent on consistency of favorable research findings about EECP® therapy and increasing acceptance of EECP® therapy as a safe, effective and cost effective alternative to other available products by the medical community for growth.

We face competition from other companies and technologies.

We compete with other companies that market medical devices in the global medical device marketplace. We do not know whether these companies, or other potential competitors who may be developing medical devices, may succeed in developing technologies or products that are more efficient or effective than those offered by us, and that would render our technology and existing products obsolete or non-competitive. Potential new competitors may also have substantially greater financial, manufacturing and marketing resources than those possessed by us. In addition, other technologies or products may be developed that have an entirely different approach or means of accomplishing the intended purpose of our products. Accordingly, the life cycles of our products are difficult to estimate. To compete successfully, we must keep pace with technological advancements, respond to evolving consumer requirements and achieve market acceptance.

We may not continue to receive necessary FDA clearances or approvals, which could hinder our ability to market and sell our products.

If we modify our medical devices and the modifications significantly affect safety or effectiveness, or if we make a change to the intended use, we will be required to submit a new premarket notification(510(k)) or premarket approval (PMA) application to FDA. We would not be able to market the modified device in the U.S. until FDA issues a clearance for the 510(k).

Additionally, if FDA publishes a regulation requiring a premarket approval (PMA) application for the medical devices we market, we would then need to submit a PMA, and have it filed with the agency, by the date specified by FDA in its regulation. A PMA requires us to prove the safety and effectiveness of a device to the FDA. The process of obtaining PMA approval may require a clinical study and is expensive, time-consuming, and uncertain. If we did obtain PMA approval, any change after approval affecting the safety or effectiveness of the device will require approval of a PMA supplement.

If we offer new products that require 510(k) clearance or a PMA, we will not be able to commercially distribute those products until we receive such clearance or approval. Regulatory agency approval or clearance for a product may not be received or may entail limitations on the device's indications for use that could limit the potential market for the product. Delays in receipt of, or failure to obtain or maintain, regulatory clearances and approvals, could delay or prevent our ability to market or distribute our products. Such delays could have a material adverse effect on our equipment business.

If we are unable to comply with applicable governmental regulations, we may not be able to continue certain of our operations.

We also must comply with current Good Manufacturing Practice (cGMP) requirements as set forth in the Quality System Regulation (QSR) to receive FDA approval to market new products and to continue to market current products. The QSR imposes certain procedural and documentation requirements on us with respect to manufacturing and quality assurance activities, including packaging, storage, and record keeping. Our products and activities are subject to extensive, ongoing regulation, including regulation of labeling and promotion activities and adverse event reporting. Also, our FDA registered facilities are subject to inspection by the FDA and other governmental authorities. Any failure to comply with regulatory requirements could delay or prevent our ability to market or distribute our products. Violation of FDA statutory or regulatory requirements could result in enforcement actions, such as voluntary or mandatory recalls, suspension or withdrawal of marketing clearances or approvals, seizures, injunctions, fines, civil penalties, and criminal prosecutions, all of which could have a material adverse effect on our business. Most states also have similar post-market regulatory and enforcement authority for devices.

Our operations in China are also subject to the laws of the People's Republic of China with which we must be in compliance in order to conduct these operations.

We are subject to various federal, state and local laws targeting fraud and abuse in the healthcare industry, including anti-kickback and false claims laws.

We cannot predict the nature of any future laws, regulations, interpretations, or applications, nor can we predict what effect additional governmental regulations or administrative orders, either domestically or internationally, when and if promulgated, would have on our business in the future. We may be slow to adapt, or we may never adapt to changes in existing requirements or adoption of new requirements or policies. We may incur significant costs to comply with laws and regulations in the future or compliance with laws or regulations may create an unsustainable burden on our business.

We have foreign operations and are subject to the associated risks of doing business in foreign countries

During the years ended December 31, 2012 and 2011, the Company had and continues to have operations in China. Operating internationally involves additional risks relating to such things as currency exchange rates, different legal and regulatory environments, political, economic risks relating to the stability or predictability of foreign governments, differences in the manner in which different cultures do business, difficulties in staffing and managing foreign operations, differences in financial reporting, operating difficulties, and other factors. The occurrence of any of these risks, if severe enough, could have a material adverse effect on the consolidated financial position, results of operations and cash flows of the Company.

Commercial law is still developing in China and there are limited legal precedents to follow in commercial transactions. There are many tax jurisdictions each of which may have changing tax laws. Applicable taxes include value added taxes ("VAT"), corporate income tax, and social (payroll) taxes. Regulations are often unclear. Tax declarations (reports) are subject to review and taxing authorities may impose fines, penalties and interest. These facts create risks in China.

We may not receive approvals by foreign regulators that are necessary for international sales.

Sales of medical devices outside the United States are subject to foreign regulatory requirements that vary from country to country. Premarket approval or clearance in the United States does not ensure regulatory approval or clearance by other jurisdictions. If we, or any of our international distributors, fail to obtain or maintain required pre-market approvals or fail to comply with foreign regulations, foreign regulatory authorities may require us to file revised governmental notifications, cease commercial sales of our products in the applicable countries or otherwise cure the problem. Such enforcement action by regulatory authorities may be costly.

In order to sell our products within the European Union, we must comply with the European Union's Medical Device Directive. The CE marking on our products attests to this compliance. Future regulatory changes may limit our ability to use the CE mark, and any new products we develop may not qualify for the CE mark. If we lose this authorization or fail to obtain authorization on future products, we will not be able to sell our products in the European Union.

We depend on suppliers for the supply of certain products.

While we now manufacture our own EECPC[®] product through one of our recent China acquisitions, we still depend on certain suppliers for parts, components and certain finished goods. While we do not foresee any difficulties in timely receiving products at competitive prices, the inability of not receiving products in timely fashion or at competitive prices would adversely affect our business. In addition, as a GEHC channel partner, we could be negatively impacted by interruptions or delays to equipment installations, production and quality issues, and other customer concerns related to GEHC.

We depend on management and other key personnel.

We are dependent on a limited number of key management and technical personnel. The loss of one or more of our key employees may harm our business if we are unable to identify other individuals to provide us with similar services. We do not maintain "key person" insurance on any of our employees. In addition, our success depends upon our ability to attract and retain additional highly qualified management, sales, manufacturing and research and development personnel in our various operations. We face competition in our recruiting activities and may not be able to attract or retain qualified personnel.

We may not have adequate intellectual property protection.

Our patents and proprietary technology may not be able to prevent competition by others. The validity and breadth of claims in medical technology patents involve complex legal and factual questions. Future patent applications may not be issued, the scope of any patent protection may not exclude competitors, and our patents may not provide competitive advantages to us. Our patents may be found to be invalid and other companies may claim rights in or ownership of the patents and other proprietary rights held or licensed by us. Also, our existing patents may not cover products that we develop in the future. Moreover, when our patents expire, the inventions will enter the public domain. There can be no assurance that our patents will not be violated or that any issued patents will provide protection that has commercial significance. Litigation may be necessary to protect our patent position. Such litigation may be costly and time-consuming, and there can be no assurance that we will be successful in such litigation.

The loss or violation of certain of our patents and trademarks could have a material adverse effect upon our business.

Since patent applications in the United States are maintained in secrecy until such patent applications are issued, our current product development may infringe patents that may be issued to others. If our products were found to infringe patents held by competitors, we may have to modify our products to avoid infringement, and it is possible that our modified products would not be commercially successful.

We do not intend to pay dividends in the foreseeable future.

We do not intend to pay any cash dividends on our common stock in the foreseeable future.

Risks Related to Our Industry

Our growth could suffer if the markets into which we sell products decline, do not grow as anticipated or experience cyclicality.

Our growth depends in part on the growth of the healthcare markets which we serve. Our quarterly sales and profits depend substantially on the volume and timing of orders installed during the quarter, and the installation of such orders is difficult to forecast. Product demand is dependent upon the customer's capital spending budget as well as government funding policies, and matters of public policy as well as product and economic cycles that can affect the spending decisions of these entities. These factors could adversely affect our growth, financial position, and results of operations.

Technological change is difficult to predict and to manage.

We face the challenges that are typically faced by companies in the medical device field. Our product line has required, and any future products will require, substantial development efforts and compliance with governmental clearance or approval requirements. We may encounter unforeseen technological or scientific problems that force abandonment or substantial change in the development of a specific product or process.

We are subject to product liability claims and product recalls that may not be covered by insurance.

The nature of our manufacturing operations exposes us to risks of product liability claims and product recalls. Medical devices as complex as ours frequently experience errors or failures, especially when first introduced or when new versions are released.

We currently maintain product liability insurance at \$5,000,000 per occurrence and \$6,000,000 in the aggregate. Our product liability insurance may not be adequate. In the future, insurance coverage may not be available on commercially reasonable terms, or at all. In addition, product liability claims or product recalls could damage our reputation even if we have adequate insurance coverage.

We do not know the effects of healthcare reform proposals.

The healthcare industry is undergoing fundamental changes resulting from political, economic and regulatory influences. In the United States, the Affordable Care Act was passed providing increased access to healthcare for the uninsured, control the escalation of healthcare expenditures within the economy and use healthcare reimbursement policies to balance the federal budget.

We expect that the United States Congress and state legislatures will continue to review and assess various healthcare reform proposals, and public debate of these issues will likely continue. There have been, and we expect that there will continue to be, a number of federal and state proposals to constrain expenditures for medical products and services, which may affect payments for products such as ours. We cannot predict which, if any of such reform proposals will be adopted and when they might be effective, or the effect these proposals may have on our business. Other countries also are considering health reform. Significant changes in healthcare systems could have a substantial impact on the manner in which we conduct our business and could require us to revise our strategies.

Risks Related to our Securities

The application of the "penny stock" rules could adversely affect the market price of our common stock and increase your transaction costs to sell those shares.

As long as the trading price of our common shares is below \$5 per share, the open-market trading of our common shares will be subject to the "penny stock" rules. The "penny stock" rules impose additional sales practice requirements on broker-dealers who sell securities to persons other than established customers and accredited investors (generally those with assets in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 together with their spouse). For transactions covered by these rules, the broker-dealer must make a special suitability determination for the purchase of securities and have received the purchaser's written consent to the transaction before the purchase. Additionally, for any transaction involving a penny stock, unless exempt, the broker-dealer must deliver, before the transaction, a disclosure schedule prescribed by the Securities and Exchange Commission relating to the penny stock market. The broker-dealer also must disclose the commissions payable to both the broker-dealer and the registered representative and current quotations for the securities. Finally, monthly statements must be sent disclosing recent price information on the limited market in penny stocks. These additional burdens imposed on broker-dealers may restrict the ability or decrease the willingness of broker-dealers to sell our common shares, and may result in decreased liquidity for our common shares and increased transaction costs for sales and purchases of our common shares as compared to other securities.

Our common stock is subject to price volatility.

The market price of our common stock historically has been and may continue to be highly volatile. Our stock price could be subject to wide fluctuations in response to various factors beyond our control, including, but not limited to:

- medical reimbursement;
- quarterly variations in operating results;
- announcements of technological innovations, new products or pricing by our competitors;
- the rate of adoption by physicians of our technology and products in targeted markets;
- the timing of patent and regulatory approvals;
- the timing and extent of technological advancements;
- results of clinical studies;
- the sales of our common stock by affiliates or other shareholders with large holdings; and
- general market conditions.

Our future operating results may fall below the expectations of securities industry analysts or investors. Any such shortfall could result in a significant decline in the market price of our common stock. In addition, the stock market has experienced significant price and volume fluctuations that have affected the market price of the stock of many medical device companies and that often have been unrelated to the operating performance of such companies. These broad market fluctuations may directly influence the market price of our common stock.

Additional Information

We are subject to the reporting requirements under the Securities Exchange Act of 1934 and are required to file reports and information with the Securities and Exchange Commission (SEC), including reports on the following forms: annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports files or furnished pursuant to Section 13(a) or 15(d) of the Securities Act of 1934.

ITEM 2 – PROPERTIES

We lease an 18,000 square foot headquarters and manufacturing facility at 180 Linden Avenue, Westbury, New York 11590 under a lease with a term that expires on August 31, 2015. The annual rental expense for the lease is approximately \$132,000. We believe that our current facility is adequate for foreseeable current and future needs and that there will be no difficulty in acquiring comparable facilities if we do not extend our current lease.

We also lease approximately 1,500 square feet of office space in New York City under a lease that expires on May 31, 2017. The annual rent for this lease is approximately \$38,000.

We lease our engineering and production facilities in China. We lease approximately 9,000 square feet at an annual cost of approximately \$46,000 in Wuxi, China and approximately 11,000 square feet at an annual cost of approximately \$23,000 in Foshan, China.

Our Sales Representation segment primarily operates from a facility in Greensboro, North Carolina, where we lease 2,600 square feet of office space at an annual rental expense of approximately \$48,000. The current lease for the Greensboro, North Carolina office will expire by the end of May, 2013, and we do not believe there will be difficulty in relocating the office should we decide not to renew the lease.

PART II

ITEM 5 – MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock currently trades on OTCBB under the symbol VASO. The number of record holders of common stock as of March 25, 2013, was approximately 1,100, which does not include approximately 8,600 beneficial owners of shares held in the name of brokers or other nominees. The table below sets forth the range of high and low trade prices of the common stock for the fiscal periods specified.

	Year ended December 31, 2012		June 1, 2011 - December 31, 2011		Year ended May 31, 2011	
	High	Low	High	Low	High	Low
First quarter	\$ 0.35	\$ 0.19	\$ 0.51	\$ 0.28	\$ 0.24	\$ 0.18
Second quarter*	\$ 0.29	\$ 0.18	\$ 0.43	\$ 0.21	\$ 0.21	\$ 0.18
Third quarter	\$ 0.26	\$ 0.19	N/A	N/A	\$ 0.31	\$ 0.18
Fourth quarter	\$ 0.24	\$ 0.15	N/A	N/A	\$ 0.74	\$ 0.34

* Second quarter is from September 1, 2011 through December 31, 2011 in the transitional period.

The last bid price of the Company's common stock on March 25, 2013, was \$0.18 per share.

Dividend Policy

We have never paid any cash dividends on our common stock and do not intend to pay cash dividends in the foreseeable future.

ITEM 7 – MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS .

This Management's Discussion and Analysis of Financial Condition and Results of Operations contains descriptions of our expectations regarding future trends affecting our business. These forward looking statements and other forward-looking statements made elsewhere in this document are made under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Please read the section titled "Risk Factors" in "Item One – Business" to review certain conditions, among others, which we believe could cause results to differ materially from those contemplated by the forward-looking statements.

Except for historical information contained in this report, the matters discussed are forward-looking statements that involve risks and uncertainties. When used in this report, words such as "anticipates", "believes", "could", "estimates", "expects", "may", "plans", "potential", "intends", and similar expressions, as they relate to the Company or its management, identify forward-looking statements. Such forward-looking statements are based on the beliefs of the Company's management, as well as assumptions made by and information currently available to the Company's management. Among the factors that could cause actual results to differ materially are the following: the effect of business and economic conditions; the effect of the dramatic changes taking place in the healthcare environment; the impact of competitive procedures and products and their pricing; medical insurance reimbursement policies; unexpected manufacturing or supplier problems; unforeseen difficulties and delays in the conduct of clinical trials and other product development programs; the actions of regulatory authorities and third-party payers in the United States and overseas; uncertainties about the acceptance of a novel therapeutic modality by the medical community; continuation of the GEHC agreement; and the risk factors reported from time to time in the Company's SEC reports. The Company undertakes no obligation to update forward-looking statements as a result of future events or developments.

The following discussion should be read in conjunction with the financial statements and notes thereto included in this Annual Report on Form 10-K.

Overview

Vasomedical, Inc. was incorporated in Delaware in July 1987. Unless the context requires otherwise, all references to "we", "our", "us", "Company", "registrant", "Vasomedical" or "management" refer to Vasomedical, Inc. and its subsidiaries. Since 1995, we have been primarily engaged in designing, manufacturing, marketing and supporting EECP[®] Enhanced External Counterpulsation systems, based on our unique proprietary technology, to physicians and hospitals throughout the United States and in select international markets.

In 2010, the Company, through its wholly-owned subsidiary Vaso Diagnostics d/b/a VasoHealthcare, organized a group of medical device sales professionals and entered into the sales representation business as the exclusive representative for the sale of select General Electric Company (GE) diagnostic imaging equipment to specific market segments in the 48 contiguous states of the United States and the District of Columbia.

In September 2011, the Company acquired two Chinese operating companies, Life Enhancement Technologies Ltd. and Biox Instruments Co. Ltd. to expand its technical and manufacturing capabilities and to enhance its distribution network, technology, and product portfolio. Also in September 2011, the Company restructured to further align its business management structure and long-term growth strategy and now operates through three wholly-owned subsidiaries. Vaso Diagnostics d/b/a VasoHealthcare will continue as an operating subsidiary for the sales representation of GE diagnostic imaging products; Vasomedical Global Corp. will operate the Company's Chinese companies; and Vasomedical Solutions, Inc. was formed to manage and coordinate our EECP[®] therapy business as well as other medical equipment operations.

In 2011, we changed our fiscal year end to December 31 from May 31. We made this change to better align our financial reporting period, as well as our annual planning and budgeting process, with our business cycle, and the fiscal year of our China operations and of General Electric. This Annual Report on Form 10-K reports our financial results for the year ended December 31, 2012 (our first full fiscal year since the change), the seven-month transition period from June 1, 2011 through December 31, 2011 and the year ended May 31, 2011. For purposes of comparison, we have included the unaudited financial results for the year ended December 31, 2011 and the seven months ended December 31, 2010. See Note S to our Consolidated Financial Statements for additional information.

Results of Operations – For the Years Ended December 31, 2012 and 2011

Net revenues decreased by \$1,872,000, or 6%, to \$29,240,000 in the year ended December 31, 2012, from \$31,112,000 in the year ended December 31, 2011. We reported a net loss applicable to common stockholders of \$3,381,000 for the year ended December 31, 2012 as compared to net income of \$2,175,000 for the year ended December 31, 2011. Our total net income (loss) was \$(0.02) and \$0.02 per basic and diluted common share for the years ended December 31, 2012 and 2011, respectively.

Revenues

Revenue in our Equipment segment increased 34% to \$6,023,000, including \$1,472,000 in revenue from FGE, for the year ended December 31, 2012 from \$4,498,000, including \$413,000 in FGE revenue, for the year ended December 31, 2011. Equipment segment revenue from equipment sales increased by \$1,713,000, or 69%, to \$4,191,000 for the year ended December 31, 2012 as compared to \$2,478,000 for the year ended December 31, 2011. The increase in equipment sales is due primarily to a \$1,059,000 increase in sales by FGE, as well as a 92% increase in international EECP[®] sales, driven by increased volume and higher average selling price, partially offset by a 4% decrease in domestic sales, mainly a net result of lower deliveries and higher average selling price.

We anticipate that demand for EECP[®] systems will remain soft domestically unless there is greater clinical acceptance for the use of EECP[®] therapy in treating patients with angina or angina equivalent symptoms who meet the current reimbursement guidelines, or a favorable change in current reimbursement policies by CMS or third party payors to consider EECP therapy as a first-line treatment option for angina or cover some or all Class II & III heart failure patients. Patients with angina or angina equivalent symptoms eligible for reimbursement under current policies include many with serious comorbidities, such as heart failure, diabetes, peripheral vascular disease and/or others. We also anticipate a growth in the FGE revenue due to the growing medical device market in China and as a result of our expanded international marketing effort.

Equipment segment revenue from equipment rental and services decreased 9% to \$1,832,000 in the year ended December 31, 2012 from \$2,021,000 in the year ended December 31, 2011. Revenue from equipment rental and services represented 30% of total Equipment segment revenue in the year ended December 31, 2012 and 45% in the year ended December 31, 2011. The decrease in revenue generated from equipment rentals and services is due primarily to decreased accessory part sales and rental revenues.

Commission revenues in the Sales Representation segment decreased by 13% to \$23,217,000 in the year ended December 31, 2012, as compared to \$26,614,000 in the year ended December 31, 2011. The decrease was due primarily to lower commission rates earned in 2012. As discussed in Note B, the Company defers recognition of commission revenue until underlying equipment acceptance is complete. As of December 31, 2012, \$13,686,000 in deferred commission revenue was recorded in the Company's consolidated condensed balance sheet, of which \$4,370,000 is long-term.

Gross Profit

The Company recorded gross profit of \$20,594,000, or 70% of revenue, for the year ended December 31, 2012 compared to \$21,917,000, or 70% of revenue, for the year ended December 31, 2011. The decrease of \$1,323,000 was due primarily to lower revenue in the Sales Representation segment, partially offset by higher gross profit in the Equipment segment.

Equipment segment gross profit increased to \$3,324,000, or 55% of Equipment segment revenues, for the year ended December 31, 2012 compared to \$2,124,000, or 47% of Equipment segment revenues, for the year ended December 31, 2011 due to higher sales volume and improved margins resulting from the FGE acquisition. Equipment segment gross profits are dependent on a number of factors, particularly the mix of new and refurbished EECP® systems and the mix of models sold, their respective average selling prices, the ongoing costs of servicing EECP® systems, as well as certain fixed period costs, including facilities, payroll and insurance.

Sales Representation segment gross profit was \$17,269,000, or 74% of Sales Representation segment revenues, for the year ended December 31, 2012, a decrease of \$2,523,000, or 13%, from segment gross profit of \$19,792,000, or 74% of segment revenue, for the year ended December 31, 2011. The decrease was due primarily to lower commission rates earned in 2012. Cost of commissions decreased by \$874,000, or 13%, to \$5,947,000 for the year ended December 31, 2012, as compared to cost of commissions of \$6,821,000 in 2011. Cost of commissions reflects commission expense associated with recognized commission revenues. Commission expense associated with deferred revenue is recorded as deferred commission expense until the related commission revenue is earned.

Operating (Loss) Income

Operating loss was \$3,508,000 for the year ended December 31, 2012 compared to operating income of \$3,701,000 for the year ended December 31, 2011. The change from operating income to operating loss was primarily attributable to an operating loss of \$153,000 in our Sales Representation segment for the year ended December 31, 2012, compared to operating income of \$6,689,000 for the year ended December 31, 2011 in that segment. The 2012 segment loss reflects the impact of both the lower commission rates and higher SG&A costs incurred in conjunction with the extension of the GEHC agreement. Equipment segment operating loss in the year ended December 31, 2012 was \$1,805,000, as compared to an operating loss of \$2,021,000 in the year ended December 31, 2011. The decrease in operating loss was primarily due to higher gross profit, partially offset by higher SG&A costs, reflecting the inclusion of a full year of FGE operations in 2012 as compared to four months of FGE operations included in the 2011 consolidated financial statements.

Selling, general and administrative ("SG&A") expenses for the years ended December 31, 2012 and 2011 were \$23,526,000, or 80% of revenues, and \$17,690,000, or 57% of revenues, respectively, reflecting an increase of \$5,836,000 or approximately 33%. The increase in SG&A expenditures in the year ended December 31, 2012 resulted primarily from increased compensation and benefits expenses in the Sales Representation segment incurred in conjunction with the extension of the GEHC agreement. SG&A also increased in the Equipment segment due to higher administrative compensation costs, higher sales and marketing expenses, mainly related to reimbursement consulting, and the inclusion of FGE costs, as well as higher corporate expenses, mainly accounting, legal and director's fees.

Research and development ("R&D") expenses of \$576,000, or 2% of revenues (or 9.6% of Equipment segment revenues), for the year ended December 31, 2012 increased by \$51,000, or 10%, from \$525,000, or 2% of revenues, for the year ended December 31, 2011. The increase is primarily attributable to an increase in development costs for our EEC[®] systems.

Interest and Financing Costs

Interest and financing costs for the year ended December 31, 2012 was \$2,000 compared to \$33,000 in the year ended December 31, 2011. Interest and financing costs in 2011 consisted mainly of interest on a short-term note to finance the Company's insurance premiums and interest charged on a trade payable to a related party.

Interest and Other Income, Net

Interest and other income for the year ended December 31, 2012 and 2011, was \$181,000 and \$241,000, respectively, a decrease of \$60,000. The decrease was due to reductions in government grants obtained by one of the Company's Chinese companies, partially offset by higher interest income earned on the Company's cash balances and financing receivables.

Amortization of Deferred Gain on Sale-leaseback of Building

The amortization of deferred gain on the sale-leaseback of building for the year ended December 31, 2012 and 2011 was \$31,000 and \$53,000, respectively. The gain resulted from the Company's sale-leaseback of its Westbury facility.

Income Tax Benefit (Expense), Net

During the year ended December 31, 2012, we recorded income tax expense of \$52,000 compared to the year ended December 31, 2011, when the Company recorded an income tax expense of \$275,000. The Company utilized \$0.8 million and \$6.1 million in net reporting loss carryforwards for the years ended December 31, 2012 and 2011, respectively. Income tax expense decreased mainly due to lower taxable income in 2012, resulting in lower Federal Alternative Minimum Tax liability and lower state tax liabilities.

Ultimate realization of any or all of the deferred tax assets is not assured due to significant uncertainties and material assumptions associated with estimates of future taxable income during the carry-forward period. The Company believes it is premature to recognize additional deferred tax assets based on such uncertainties. However, such assessments may change as the representation business of VasoHealthcare matures.

Results of Operations – For the Seven Months Ended December 31, 2011 and 2010

Net revenues increased by \$14,748,000, or 169%, to \$23,489,000 for the seven months ended December 31, 2011, from \$8,741,000 for the seven months ended December 31, 2010. We reported net income applicable to common stockholders of \$3,891,000 for the seven months ended December 31, 2011 as compared to a loss of \$2,604,000 for the seven months ended December 31, 2010. Our total net income (loss) was \$0.03 and \$(0.02) per basic and diluted common share for the seven months ended December 31, 2011 and 2010, respectively.

Revenues

Revenue in our Equipment segment decreased 23% to \$2,576,000, including \$413,000 in FGE revenue, for the seven months ended December 31, 2011 from \$3,328,000 for the seven months ended December 31, 2010. Equipment segment revenue from equipment sales decreased approximately 27% to \$1,473,000 for the seven months ended December 31, 2011 as compared to \$2,025,000 for the seven months ended December 31, 2010. The decrease in equipment sales is due primarily to a 59% decrease in the number of EEC[®] units sold internationally, coupled with a minor reduction in average selling price, as well as a 10% reduction in domestic sales driven mainly by lower average selling prices on certain used systems shipped. In addition, excluding FGE sales, revenue from other medical equipment increased 18% for the seven months ended December 31, 2011 as compared to the seven months ended December 31, 2010.

We anticipate that demand for EECP[®] systems will remain soft domestically unless there is greater clinical acceptance for the use of EECP[®] therapy in treating patients with angina or angina equivalent symptoms who meet the current reimbursement guidelines, or a favorable change in current reimbursement policies by CMS or third party payors to consider EECP therapy as a first-line treatment option for angina or cover some or all Class II & III heart failure patients. Patients with angina or angina equivalent symptoms eligible for reimbursement under current policies include many with serious comorbidities, such as heart failure, diabetes, peripheral vascular disease and/or others.

Equipment segment revenue from equipment rental and services decreased 15% to \$1,103,000 for the seven months ended December 31, 2011 from \$1,304,000 for the seven months ended December 31, 2010. Revenue from equipment rental and services represented 43% of total Equipment segment revenue for the seven months ended December 31, 2011 and 39% for the seven months ended December 31, 2010. The decrease in revenue generated from equipment rentals and services is due primarily to decreased field service and recognized service contract revenues.

Commission revenues in the Sales Representation segment were \$20,913,000 for the seven months ended December 31, 2011, compared to \$5,413,000 for the seven months ended December 31, 2010. As discussed in Note B, the Company defers recognition of commission revenue until underlying equipment acceptance is complete. As of December 31, 2011, \$14,085,000 in deferred commission revenue was recorded in the Company's consolidated condensed balance sheet, of which \$5,378,000 is long-term.

Gross Profit

The Company recorded gross profit of \$16,756,000, or 71% of revenue, for the seven months ended December 31, 2011 compared to \$5,820,000, or 67% of revenue, for the seven months ended December 31, 2010. The increase of \$10,936,000 was due primarily to higher revenue in the Sales Representation segment, partially offset by lower gross profit rates resulting from higher commission expense..

Equipment segment gross profit decreased to \$1,243,000, or 48% of Equipment segment revenues, for the seven months ended December 31, 2011 compared to \$1,532,000, or 46% of Equipment segment revenues, for the seven months ended December 31, 2010 due mainly to lower sales volume. The decrease in absolute dollars was partially offset by an increase in gross profit percentage, which arose primarily from the inclusion of higher margins on FGE sales. Equipment segment gross profits are dependent on a number of factors, particularly the mix of new and refurbished EECP[®] systems and the mix of models sold, their respective average selling prices, the ongoing costs of servicing EECP[®] systems, and certain fixed period costs, including facilities, payroll and insurance.

Sales Representation segment gross profit was \$15,513,000 for the seven months ended December 31, 2011 compared to \$4,220,000 for the seven months ended December 31, 2010. Cost of commissions of \$5,400,000 and \$1,193,000, for the seven month periods ended December 31, 2011 and 2010, respectively, reflects commission expense associated with recognized commission revenues. Commission expense associated with deferred revenue is recorded as deferred commission expense until the related commission revenue is earned.

Operating Income

Operating income was \$5,189,000 for the seven months ended December 31, 2011 as compared to an operating loss of \$2,445,000 for the seven months ended December 31, 2010. The change from an operating loss to operating income was primarily attributable to operating income of \$7,417,000 in our Sales Representation segment for the seven months ended December 31, 2011, as compared to an operating loss of \$2,234,000 for the seven months ended December 31, 2010 in that segment. The 2010 segment loss reflects additional start-up costs and the deferral of commission revenue and expense in the seven months ended December 31, 2010. Equipment segment operating loss for the seven months ended December 31, 2011 was \$1,603,000, including \$578,000 in shared-based expenses, as compared to an operating loss of \$59,000, including \$226,000 in shared-based expenses, for the seven months ended December 31, 2010. The increase in operating loss was primarily due to lower gross profit and higher SG&A costs.

Selling, general and administrative ("SG&A") expenses for the seven months ended December 31, 2011 and 2010 were \$11,243,000, or 48% of revenues, and \$8,004,000, or 92% of revenues, respectively, reflecting an increase of \$3,239,000 or approximately 40%. The increase in SG&A expenditures for the seven months ended December 31, 2011 resulted primarily from increased wages, benefits, travel, and insurance expenses related to the Sales Representation segment, which was in its start-up phase during the seven months ended December 31, 2010. SG&A also increased in the Equipment segment due to higher sales and marketing expenses mainly related to reimbursement consulting, and the inclusion of FGE costs, as well as higher corporate expenses, mainly accounting, legal and director's fees.

During the seven months ended December 31, 2011, the Company recorded a provision for doubtful accounts and commission adjustments of \$866,000 as compared to the seven months ended December 31, 2010 when the Company recorded a provision for doubtful accounts and commission adjustments of \$1,150,000. Of the seven months ended December 31, 2011 provision, \$55,000 was to accrue for bad debt expense and \$811,000 was to reduce gross deferred revenues for estimated adjustments.

Research and development ("R&D") expenses of \$324,000, or 1% of revenues, for the seven months ended December 31, 2011 increased by \$63,000, or 24%, from \$261,000, or 3% of revenues, for the seven months ended December 31, 2010. The increase is primarily attributable to an increase in clinical research expenses.

Interest and Financing Costs

Interest and financing costs for the seven months ended December 31, 2011 was \$9,000 compared to \$8,000 in the seven months ended December 31, 2010. Interest and financing costs consisted of interest on a short-term note to finance the Company's insurance premiums and interest charged on a trade payable to a related party.

Interest and Other Income, Net

Interest and other income for the seven months ended December 31, 2011 and 2010, were \$177,000 and \$17,000, respectively. In the seven months ended December 31, 2011 other income primarily consisted of a government grant obtained by one of the Company's Chinese companies. Interest income reflects interest earned on the Company's cash balances and financing receivables.

Amortization of Deferred Gain on Sale-leaseback of Building

The amortization of deferred gain on sale-leaseback of building for the seven months ended December 31, 2011 and 2010 was \$31,000. The gain resulted from the Company's sale-leaseback of its Westbury facility.

Income Tax Benefit (Expense), Net

During the seven months ended December 31, 2011, we recorded income tax expense of \$276,000 compared to the seven months ended December 31, 2010, when the Company recorded an income tax expense of \$8,000. The Company utilized \$6.1 million in net reporting loss carryforwards for the seven month period ended December 31, 2011. Income tax expense increased mainly due to Federal Alternative Minimum Tax liability and certain state tax liabilities in excess of net operating loss carryforwards.

Ultimate realization of any or all of the deferred tax assets is not assured due to significant uncertainties and material assumptions associated with estimates of future taxable income during the carry-forward period. The Company believes it is premature to recognize additional deferred tax assets based on such uncertainties. However, such assessments may change as the representation business of VasoHealthcare matures.

Liquidity and Capital Resources

Cash and Cash Flow – For the year ended December 31, 2012

We have financed our operations primarily from working capital. At December 31, 2012, we had cash and cash equivalents of \$11,469,000, short-term investments of \$110,000 and working capital of \$7,538,000.

Cash provided by operating activities was \$9,431,000 during the year ended December 31, 2012, which consisted of the net loss after adjustments of \$1,681,000, offset by cash provided by changes in operating assets and liabilities of \$11,112,000. The changes in the account balances primarily reflect decreases in accounts and other receivables of \$10,854,000, partially offset by an increase in accrued expenses of \$2,090,000. These changes in account balances are due mainly to the operations of our Sales Representation segment. At February 28, 2013 the Company's cash balances were approximately \$12.9 million.

Investing activities during the year ended December 31, 2012 used cash of \$402,000, mainly related to the acquisition of equipment and software.

Financing activities during the year ended December 31, 2012 provided cash of \$153,000, primarily arising from the exercise of stock warrants, partially offset by the repayment of notes payable to a related party.

Liquidity

While the Company achieved substantial profitability for the year ended December 31, 2011, it has historically incurred operating losses and incurred a loss for the year ended December 31, 2012. The Company will seek to achieve profitability through growth in our China operations and by expanding our product portfolio. In addition, the Company plans to pursue other accretive acquisitions in the international and domestic markets and to expand our sales representation business. We anticipate a return to profitability in 2013.

While we expect to continue to generate positive operating cash flows in fiscal 2013, the progressive nature of the GEHC Agreement can cause related cash inflows to vary widely during the year.

Based on our operations through December 31, 2012 and current business outlook for 2013, we believe internally generated funds from our Equipment and Sales Representation segments will be sufficient for the Company to continue operations through at least January 1, 2014.

Off-Balance Sheet Arrangements

We do not participate in transactions that generate relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities (SPES), which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As of December 31, 2012, we are not involved in any unconsolidated SPES.

Related Party Transactions

On February 28, 2011, David Lieberman and Edgar Rios were appointed by the Board of Directors as directors of the Company. Mr. Lieberman, a practicing attorney in the State of New York for more than 35 years specializing in corporation and securities law, was also appointed to serve as the Vice Chairman of the Board. He is currently a senior partner at the law firm of Beckman, Lieberman & Barandes, LLP, which performs certain legal services for the Company. Mr. Rios currently is President of Edgery Consultants, LLC, and was appointed in conjunction with the Company's consulting agreement with Edgery Consultants, LLC.

The consulting agreement (the "Agreement") between Vasomedical, Inc. and Edgery Consultants, LLC ("Consultant") commenced on March 1, 2011 and ended on February 28, 2013. The Agreement provided for the engagement of Consultant to assist the Company in seeking broader reimbursement coverage of EECP[®] therapy.

In consideration for the services provided by Consultant under the Agreement, the Company had agreed to issue to Consultant or its designees, up to 18,500,000 shares of restricted common stock of the Company, 3,000,000 shares of which were issued in March 2011 and the balance was to be earned based on performance. Mr. Lieberman received 600,000 of these restricted shares from the initial issuance. The Company has recorded the fair value of the shares issued to Consultant as a prepaid expense and amortized the cost ratably over the two year agreement. The unamortized value is reported as Deferred Related Party Consulting Expense in our accompanying consolidated balance sheet as of December 31, 2012. The agreement ended on February 28, 2013 and has not been renewed. No performance-based shares were issued and no additional compensation is expected to be paid under the agreement. Consultant, at its own expense, is continuing to investigate avenues through CMS and commercial payers to extend coverage and increased reimbursement for our EECP[®] therapy.

Through the Company's acquisition of FGE in September 2011, it assumed the liability for \$288,000 in unsecured notes payable to the President of LET and his spouse, of which \$95,000 was repaid in December 2011, and \$190,000, bearing interest at 6% per annum, was paid in full in March 2012. In addition, \$30,000 and \$10,000 in pre-acquisition earnings were distributed to current BIOX management during the year ended December 31, 2012 and the seven months ended December 31, 2011, respectively. The Company also recorded \$196,000 in loans and advances made to officers of FGE during the seven months ended December 31, 2011, of which \$25,000 remained outstanding at December 31, 2012. These loans and advances are short term and do not bear interest.

Effects of Inflation

We believe that inflation and changing prices over the past two years have not had a significant impact on our revenue or on our results of operations.

Critical Accounting Policies and Estimates

Note B of the Notes to Consolidated Financial Statements includes a summary of our significant accounting policies and methods used in the preparation of our financial statements. In preparing these financial statements, we have made our best estimates and judgments of certain amounts included in the financial statements, giving due consideration to materiality. The application of these accounting policies involves the exercise of judgment and use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates. Our critical accounting policies are as follows:

Revenue Recognition

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred or service has been rendered, the price is fixed or determinable and collectability is reasonably assured. In the United States, we recognize revenue from the sale of our EECP® systems in the period in which we deliver the system to the customer. Revenue from the sale of our EECP® systems to international markets is recognized upon shipment of the product to a common carrier, as are supplies, accessories and spare parts delivered to both domestic and international customers. Returns are accepted prior to the in-service and training subject to a 10% restocking charge or for normal warranty matters, and we are not obligated for post-sale upgrades to these systems. In addition, we use the installment method to record revenue based on cash receipts in situations where the account receivable is collected over an extended period of time and in our judgment the degree of collectability is uncertain.

In most cases, revenue from domestic EECP® system sales is generated from multiple-element arrangements that require judgment in the areas of customer acceptance, collectability, the separability of units of accounting, and the fair value of individual elements. We follow the FASB Accounting Standards Codification ("ASC") Topic 605 "Revenue Recognition" ("ASC 605") which outlines a framework for recognizing revenue from multi-deliverable arrangements. The principles and guidance outlined in ASC 605 provide a framework to determine (a) how the arrangement consideration should be measured (b) whether the arrangement should be divided into separate units of accounting, and (c) how the arrangement consideration should be allocated among the separate units of accounting. We determined that the domestic sale of our EECP® systems includes a combination of three elements that qualify as separate units of accounting:

- EECP® equipment sale;
- provision of in-service and training support consisting of equipment set-up and training provided at the customer's facilities; and
- a service arrangement (usually one year), consisting of: service by factory-trained service representatives, material and labor costs, emergency and remedial service visits, software upgrades, technical phone support and preferred response times.

Each of these elements represent individual units of accounting as the delivered item has value to a customer on a stand-alone basis, objective and reliable evidence of fair value exists for undelivered items, and arrangements normally do not contain a general right of return relative to the delivered item. We determine fair value based on the price of the deliverable when it is sold separately, or based on third-party evidence, or based on estimated selling price. Assuming all other criteria for revenue recognition have been met, we recognize revenue for:

- EEC[®] equipment sales, when delivery and acceptance occurs based on delivery and acceptance documentation received from independent shipping companies or customers;
- in-service and training, following documented completion of the training; and
- service arrangement, ratably over the service period, which is generally one year.

In-service and training generally occurs within a few weeks of shipment and our return policy states that no returns will be accepted after in-service and training has been completed. The amount related to in-service and training is recognized as service revenue at the time the in-service and training is completed and the amount related to service arrangements is recognized ratably as service revenue over the related service period, which is generally one year. Costs associated with the provision of in-service and training and the service arrangement, including salaries, benefits, travel, spare parts and equipment, are recognized in cost of equipment sales as incurred.

The Company also recognizes revenue generated from servicing EEC[®] systems that are no longer covered by the service arrangement, or by providing sites with additional training, in the period that these services are provided. Revenue related to future commitments under separately priced extended service agreements on our EEC[®] system are deferred and recognized ratably over the service period, generally ranging from one year to four years. Costs associated with the provision of service and maintenance, including salaries, benefits, travel and spare parts, and equipment, are recognized in cost of sales as incurred. Amounts billed in excess of revenue recognized are included as deferred revenue in the consolidated balance sheets.

Revenues from the sale of EEC[®] systems through our international distributor network are generally covered by a one-year warranty period. For these customers we accrue a warranty reserve for estimated costs to provide warranty parts when the equipment sale is recognized.

Revenue and Expense Recognition for VasoHealthcare

The Company recognizes commission revenue in its Sales Representation segment when persuasive evidence of an arrangement exists, service has been rendered, the price is fixed or determinable and collectability is reasonably assured. These conditions are deemed to be met when the underlying equipment has been accepted at the customer site in accordance with the specific terms of the sales agreement. Consequently, amounts billable under the agreement with GE Healthcare in advance of the customer acceptance of the equipment are recorded as accounts receivable and deferred revenue in the consolidated condensed balance sheet. Similarly, commissions payable to our sales force related to such billings are recorded as deferred commission expense when the associated deferred revenue is recorded. Commission expense is recognized when the corresponding commission revenue is recognized.

Accounts Receivable, net

The Company's accounts receivable are due from customers engaged in the provision of medical services and from GEHC. Credit is extended based on evaluation of a customer's financial condition and, generally, collateral is not required. Accounts receivable are generally due 30 to 90 days from shipment and are stated at amounts due from customers net of allowances for doubtful accounts, returns, term discounts and commission adjustments. Accounts that remain outstanding longer than the contractual payment terms are considered past due. Estimates are used in determining the allowance for doubtful accounts based on the Company's historical collections experience, current trends, credit policy and a percentage of its accounts receivable by aging category. In determining these percentages, we look at historical write-offs of our receivables. The Company also looks at the credit quality of their customer base as well as changes in their credit policies. The Company continuously monitors collections and payments from our customers, and writes off receivables when all efforts at collection have been exhausted. While credit losses have historically been within expectations and the provisions established, the Company cannot guarantee that it will continue to experience the same credit loss rates that they have in the past.

Inventories, net

The Company values inventory at the lower of cost or estimated market, with cost being determined on a first-in, first-out basis. The Company often places EECP[®] systems at various field locations for demonstration, training, evaluation, and other similar purposes at no charge. The cost of these EECP[®] systems is transferred to property and equipment and is amortized over the next two to five years. The Company records the cost of refurbished components of EECP[®] systems and critical components at cost plus the cost of refurbishment. The Company regularly reviews inventory quantities on hand, particularly raw materials and components, and records a provision for excess and obsolete inventory based primarily on existing and anticipated design and engineering changes to its products as well as forecasts of future product demand.

We comply with the provisions of ASC Topic 330, "Inventory". The statement clarifies that abnormal amounts of idle facility expense, freight, handling costs, and wasted materials (spoilage) should be recognized as current-period charges and requires the allocation of fixed production overheads to inventory based on the normal capacity of the production facilities.

Deferred Revenues

The Company records revenue on extended service contracts ratably over the term of the related contract period. In accordance with the provisions of ASC Topic 605, we defer revenue related to EECP[®] system sales for the fair value of installation and in-service training to the period when the services are rendered and for warranty obligations ratably over the service period, which is generally one year.

Amounts billable under the agreement with GE Healthcare in advance of customer acceptance of the equipment are recorded initially as deferred revenue, and commission revenue is subsequently recognized as customer acceptance of such equipment is reported to us by GEHC.

Warranty Costs

Equipment sold is generally covered by a warranty period of one year. Under the provisions of ASC Topic 605, for certain arrangements, a portion of the overall system price attributable to the first year service arrangement is deferred and recognized as revenue over the service period. As such, we do not accrue warranty costs upon delivery but rather we recognize warranty and related service costs as incurred.

Equipment sold to international customers through our distributor network is generally covered by a one-year warranty period. For these customers the Company accrues an allowance for estimated warranty costs of providing a parts only warranty when the equipment sale is recognized.

The factors affecting our warranty liability included the number of units sold and historical and anticipated rates of claims and costs per claim.

Net Income (Loss) per Common Share

Basic income (loss) per share is based on the weighted average number of common shares outstanding without consideration of potential common stock. Diluted income (loss) per share is based on the weighted number of common and potential dilutive common shares outstanding. The calculation takes into account the shares that may be issued upon the exercise of stock options and warrants, reduced by the shares that may be repurchased with the funds received from the exercise, based on the average price during the period. Options and warrants to purchase shares of common stock, as well as convertible preferred stock and unvested common stock grants, are excluded from the computation of diluted earnings per share because the effect of their inclusion would be anti-dilutive.

Deferred income taxes are recognized for temporary differences between financial statement and income tax bases of assets and liabilities and loss carry forwards for which income tax benefits are expected to be realized in future years. A valuation allowance is established, when necessary, to reduce deferred tax assets to the amount expected to be realized. In estimating future tax consequences, we generally consider all expected future events other than an enactment of changes in the tax laws or rates. Deferred tax assets are continually evaluated for realizability. To the extent our judgment regarding the realization of the deferred tax assets changes, an adjustment to the allowance is recorded, with an offsetting increase or decrease, as appropriate, in income tax expense. Such adjustments are recorded in the period in which our estimate as to the realizability of the assets changed that it is "more likely than not" that all of the deferred tax assets will be realized. The "more likely than not" standard is subjective and is based upon our estimate of a greater than 50% probability that the deferred tax asset will be realized.

Deferred tax assets and liabilities are classified as current or non-current based on the classification of the related asset or liability for financial reporting. A deferred tax asset or liability that is not related to an asset or liability for financial reporting, including deferred tax assets related to carryforwards, are classified according to the expected reversal date of the temporary difference.

The Company also complies with the provisions of the ASC Topic 740, "Income Taxes", which prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. Based on its analysis, except for certain liabilities assumed in the FGE acquisition, the Company has determined that it has not incurred any liability for unrecognized tax benefits as of December 31, 2012 and December 31, 2011. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. No amounts were accrued for the payment of interest and penalties at December 31, 2012 and December 31, 2011. Management is currently unaware of any issues under review that could result in significant payments, accruals or material deviations from its position.

Share-based Employee Compensation

The Company complies with ASC Topic 718 "Compensation – Stock Compensation" ("ASC 718"), which requires all companies to recognize the cost of services received in exchange for equity instruments, to be recognized in the financial statements based on their fair values. For purposes of estimating the fair value of each option on the date of grant, the Company utilizes the Black-Scholes option-pricing model.

Equity instruments issued to non-employees in exchange for goods, fees and services are accounted for under the fair value-based method of ASC Topic 505 "Equity" (ASC 505).

Recently Issued Accounting Pronouncements

Adoption of New Standards

Other Comprehensive Income: Presentation of Comprehensive Income

In June 2011, new guidance was issued that amends the current comprehensive income guidance. The new guidance allows the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single or continuous statement of comprehensive income or in two separate but consecutive statements. The amendments in this update do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The new guidance is to be applied retrospectively and is effective for fiscal years, and interim periods, beginning after December 15, 2011, with early adoption permitted. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

In September 2011, an accounting standard update regarding testing of goodwill for impairment was issued. This standard update gives companies the option to perform a qualitative assessment to first assess whether the fair value of a reporting unit is less than its carrying amount. If an entity determines it is not more likely than not that the fair value of the reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. The new guidance is to be applied prospectively effective for annual and interim goodwill impairment tests beginning after December 15, 2011, with early adoption permitted. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

Standards Issued But Not Yet Effective

In February 2013, new guidance was issued that amends the current comprehensive income guidance. The new guidance requires entities to disclose the effect of each item that was reclassified in its entirety out of accumulated other comprehensive income and into net income on each affected net income line item. For reclassification items that are not reclassified in their entirety into net income a cross reference to other required disclosures is required. The adoption of this new guidance is to be applied prospectively, and for annual reporting periods beginning after December 15, 2012 and interim periods within those years. The adoption of this new guidance will not have an impact on the Company's consolidated financial position, results of operations or cash flows.

ITEM 8 - FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The consolidated financial statements listed in the accompanying Index to Consolidated Financial Statements are filed as part of this report.

ITEM 9A - CONTROLS AND PROCEDURES

Report on Disclosure Controls and Procedures

Disclosure controls and procedures reporting as promulgated under the Exchange Act is defined as controls and procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act are recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms. Disclosure controls and procedures include without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Our CEO and our CFO have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2012 and have concluded that the Company's disclosure controls and procedures were not effective as of December 31, 2012 due to the deficiencies described in Management's Report on Internal Control over Financial Reporting below. The Company intends to engage additional accounting personnel, including an accounting controller, and strengthen its internal controls with regard to its closing process, related disclosures, and the approval of certain transactions.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company as defined in Rule 13a-15(f) of the Exchange Act. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Internal control involves maintaining records that accurately represent our business transactions, providing reasonable assurance that receipts and expenditures of company assets are made in accordance with management authorization, and providing reasonable assurance that unauthorized acquisition, use or disposition of company assets that could have a material effect on our financial statements would be detected or prevented on a timely basis.

Because of its innate limitations, internal control over our financial statements is not intended to provide absolute guarantee that a misstatement can be detected or prevented on the statements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also projections of any evaluation of effectiveness to future periods are subject to risk that controls may become inadequate because of changes in condition, or that the degree of compliance with the policies or procedures may deteriorate.

Management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

Based on this evaluation and those criteria, the Company's CEO and CFO concluded that the Company's internal control over financial reporting was not effective as of December 31, 2012, due to the following deficiencies at the Company's Fast Growth Enterprises (FGE) subsidiary and at the two Chinese operating companies FGE owns or controls:

- Insufficient controls and management review over the recording of certain transactions.
- Lack of accounting personnel with appropriate level of knowledge and experience in accounting principles generally accepted in the United States of America and related accounting systems and closing process.

This report does not include an attestation report of the Company's Independent Registered Public Accounting Firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's Independent Registered Public Accounting Firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only Management's report in this Annual Report.

PART III

ITEM 10 – DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors of the Registrant

As of March 25, 2013, the members of our Board of Directors are:

Name of Director	Age	Principal Occupation	Director Since
Simon Srybnik	96	Chairman of the Board and Director	June, 2007
Peter C. Castle (1) (2) (3)	44	Director	August, 2010
David Lieberman (1)	68	Vice Chairman of the Board and Director	February, 2011
Jun Ma	49	President, Chief Executive Officer and Director	June, 2007
Behnam Movaseghi (1) (2) (3)	59	Director	July, 2007
Edgar Rios	61	Director	February, 2011

(1) Member of the Executive Committee, which was formed in January, 2012.

(2) Member of the Audit Committee

(3) Member of Compensation Committee

The following is a brief account of the business experience for at least the past five years of our directors:

Simon Srybnik has been a director since June 2007 and Chairman of the Board since June 2010. He is the Chairman of the Board of Kerns Manufacturing Corp. and Living Data Technology Corp. A lifetime entrepreneur and industrialist, Mr. Srybnik has founded and managed many companies in various industries including machinery and process equipment, aerospace and defense, biotechnology and healthcare.

Peter Castle has been a director since August 2010. Mr. Castle is currently the President and Chief Operating Officer of NetWolves Corporation, where he has been employed since 1998. Mr. Castle also held the position of Chief Financial Officer from 2001 until October 2009, Vice President of Finance since January 2000, Controller from August 1998 until December 1999 and Treasurer and Secretary from August 1999. NetWolves is a global telecommunications and Internet managed services provider offering single-source network solutions that provides multi-carrier and multi-vendor implementation to over 1,000 customers worldwide.

David Lieberman has been a director of the Company and the Vice Chairman of the Board, since February 2011. Mr. Lieberman has been a practicing attorney in the State of New York for more than 35 years, specializing in corporation and securities law. He is currently a senior partner at the law firm of Beckman, Lieberman & Barandes, LLP, which firm performs certain legal services for the Company. Mr. Lieberman is a former Chairman of the Board of Herley Industries, Inc., which company was sold in March, 2011.

Jun Ma, PhD has been a director since June 2007 and was appointed President and Chief Executive Officer of the Company on October 16, 2008. Previously Dr. Ma provided technology and business consulting services to several domestic and international companies in aerospace, automotive, biomedical, medical device, and other industries, including Kerns Manufacturing Corp. and Living Data Technology Corp., both of which are stockholders of our Company.

Behnam Movaseghi has been a director since July 2007. Mr. Movaseghi has been treasurer of Kerns Manufacturing Corporation since 2000, and controller from 1990 to 2000. For approximately ten years prior thereto Mr. Movaseghi was a tax and financial consultant. Mr. Movaseghi is a Certified Public Accountant.

Edgar G. Rios has been a director of the Company since February 2011. Mr. Rios currently is President of Edgery Consultants, LLC. and was appointed a director in conjunction with the Company's consulting agreement with Edgery Consultants, LLC. Mr. Rios is co-founder and managing director of Wenzel Capital Partners, a venture capital and private equity firm. Mr. Rios was Executive Vice President, General Counsel, Secretary, and Director of AmeriChoice Corporation from its inception in 1989 through its acquisition by UnitedHealthcare in 2002. He is a co-founder of AmeriChoice and was part of the management team that grew revenues to \$675 million in 2001. Prior to co-founding AmeriChoice, Mr. Rios was a co-founder of a number of businesses that provided technology services and non-technology products to government purchasers. Over the years, Mr. Rios also has been an investor, providing seed capital to various technology and nontechnology start-ups. Mr. Rios also serves as a member of the Board of Trustees of Meharry Medical School and as a director and secretary of the An-Bryce Foundation. Mr. Rios holds a J.D. from Columbia University Law School and an A.B. from Princeton University.

Committees of the Board of Directors

Executive Committee

The primary purpose of the Executive Committee is to function when the Board of Directors is not in session. During the intervals between meetings of the Board, the Committee shall have and may exercise the powers of the Board, except as limited by Delaware statute. It will also take such other action and do such other things as may be referred to it from time to time by the Board.

Audit Committee and Audit Committee Financial Expert

The Board has a standing Audit Committee. The Board has affirmatively determined that each director who serves on the Audit Committee is independent, as the term is defined by applicable Securities and Exchange Commission ("SEC") rules. During the year ended December 31, 2012, the Audit Committee consisted of Peter Castle, who has served as the committee chair since August 2010, and Behnam Movaseghi, who joined the committee in November 2011. The members of the Audit Committee have substantial experience in assessing the performance of companies, gained as members of the Company's Board of Directors and Audit Committee, as well as by serving in various capacities in other companies or governmental agencies. As a result, they each have an understanding of financial statements. The Board believes that Peter Castle fulfills the role of the financial expert on this committee.

The Audit Committee regularly meets with our independent registered public accounting firm outside the presence of management.

The Audit Committee operates under a charter approved by the Board of Directors. The Audit Committee charter is available on our website.

Compensation Committee

Our Compensation Committee annually establishes, subject to the approval of the Board of Directors and any applicable employment agreements, the compensation that will be paid to our executive officers during the coming year, as well as administers our stock-based benefit plans. During the year ended December 31, 2012, the Compensation Committee consisted of Behnam Movaseghi, who served as the committee chair, and Peter Castle. None of these persons have been officers or employees of the Company or, except as otherwise disclosed, had any relationship requiring disclosure herein.

The Compensation Committee operates under a charter approved by the Board of Directors. The Compensation Committee charter is available on our website.

MEETINGS OF THE BOARD OF DIRECTORS AND COMMITTEES

During the year ended December 31, 2012 there were:

- 5 meetings of the Board of Directors
- 6 meetings of the Audit Committee
- 4 meetings of the Executive Committee
- 1 meeting of the Compensation Committee

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires directors, executive officers and persons who beneficially own more than 10% of our common stock (collectively, "Reporting Persons") to file initial reports of ownership and reports of changes in ownership of our common stock with the SEC. Reporting Persons are required by SEC regulations to furnish us with copies of all Section 16(a) reports they file. To our knowledge, based solely on our review of the copies of such reports received or written representations from certain Reporting Persons that no other reports were required, we believe that during the year ended December 31, 2012 all Reporting Persons timely complied with all applicable filing requirements.

Corporate Governance - Code of Ethics

We have adopted a Corporate Code of Business Ethics (the "Code") that applies to all employees, including our principal executive officer, principal financial officer, and directors of the Company. A copy of the Code can be found on our website, www.vasomedical.com. The Code is broad in scope and is intended to foster honest and ethical conduct, including accurate financial reporting, compliance with laws and the like. If any substantive amendments are made to the Code or if there is any grant of waiver, including any implicit waiver, from a provision of the Code to our Chief Executive Officer or Chief Financial Officer, we will disclose the nature of such amendment or waiver in a Current Report on Form 8-K.

Executive Officers of the Registrant

As of March 25, 2013 our executive officers are:

Name of Officer	Age	Position held with the Company
Jun Ma, PhD	49	President, Chief Executive Officer and Director
Randy Hill	66	Senior Vice President
Michael J. Beecher	68	Chief Financial Officer and Secretary
Jonathan P. Newton	52	Vice President of Finance and Treasurer

Randy Hill joined the Company as Senior Vice President of Vasomedical and Chief Executive Officer of Vaso Diagnostics, Inc. d/b/a/ VasoHealthcare, a wholly owned subsidiary of Vasomedical, on July 30, 2012. Prior to joining Vasomedical, Mr. Hill was, until May 2011, interim Chief Executive Officer of Siemens Healthcare USA, the U.S. organization of the healthcare sector of Siemens AG (NYSE:SI), a German multinational conglomerate, where he was responsible for sales, marketing, service, and logistics across the Siemens Healthcare portfolio, including medical imaging equipment, healthcare information technology and medical therapy. For several years prior to that, Mr. Hill was Chief Operating Officer of Siemens Healthcare USA, responsible for setting and implementing national strategies to sell Siemens products and services, and achieving synchronization across Siemens Healthcare's U.S. Business Management and Solutions Implementation teams. In addition to his career at Siemens Healthcare spanning several decades in a wide range of roles with many different responsibilities, Mr. Hill, as a recognized leader in the medical imaging business, is also former Chair of the Board of Medical Imaging & Technology Alliance (MITA), the leading organization and collective voice of medical imaging equipment manufacturers, innovators, and product developers, representing companies whose sales comprise more than 90 percent of the global market for medical imaging technology.

Michael J. Beecher, CPA, joined the Company as Chief Financial Officer in September 2011. Prior to joining Vasomedical, Mr. Beecher was Chief Financial Officer of Direct Insite Corp., a publicly held company, from December 2003 to September 2011. Prior to his position at Direct Insite, Mr. Beecher was Chief Financial Officer and Treasurer of FiberCore, Inc., a publicly held company in the fiber-optics industry. From 1989 to 1995 he was Vice-President Administration and Finance at the University of Bridgeport. Mr. Beecher began his career in public accounting with Haskins & Sells, an international public accounting firm. He is a graduate of the University of Connecticut, a Certified Public Accountant and a member of the American Institute of Certified Public Accountants.

Jonathan P. Newton served as Chief Financial Officer of the Company from September 1, 2010 to September 8, 2011, and is currently Vice President of Finance and Treasurer. From June 2006 to August 2010, Mr. Newton was Director of Budgets and Financial Analysis for Curtiss-Wright Flow Control. Prior to his position at Curtiss-Wright Flow Control, Mr. Newton was Vasomedical's Director of Budgets and Analysis from August 2001 to June 2006. Prior positions included Controller of North American Telecommunications Corp., Accounting Manager for Luitpold Pharmaceuticals, positions of increasing responsibility within the internal audit function of the Northrop Grumman Corporation and approximately three and one half years as an accountant for Deloitte Haskins & Sells, during which time Mr. Newton became a Certified Public Accountant. Mr. Newton holds a B.S. in Accounting from SUNY at Albany, and a B.S. in Mechanical Engineering from Hofstra University.

ITEM 11 - EXECUTIVE COMPENSATION

The following table sets forth the annual and long-term compensation of our Chief Executive Officer and each of our most highly compensated officers and employees who were serving as executive officers or employees at the end of the last completed fiscal year, and certain former executive officers as required under SEC rules (collectively, the "Named Executive Officers") for services rendered for the year ended December 31, 2012, the seven months ended December 31, 2011, and the year ended May 31, 2011 ("fiscal 2011").

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)(1)	Stock Awards (\$)(2)	Option Awards (\$)(2)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)(3)	Total (\$)
Jun Ma, PhD Chief Executive Officer (4) Transition Period	2012	262,500	100,000	120,000	-	-	-	104,805	587,305
	2011	116,667	-	-	-	-	-	45,389	162,056
	2011	144,046	-	105,000	-	-	-	-	249,046
Randy Hill Senior Vice President (5)	2012	169,744	76,667	130,000	-	-	-	4,750	381,161
Michael J. Beecher Chief Financial Officer and Secretary	2012	185,000	25,000	-	-	-	-	47,746	257,746
Jonathan P. Newton Vice President of Finance and Treasurer (6)	Transition Period	52,654	-	166,250	-	-	-	17,489	236,393
	2012	145,000	40,000	-	-	-	-	19,718	204,718
	Transition Period	81,667	-	-	-	-	-	11,411	93,078
	2011	105,000	-	31,500	-	-	-	210	136,710
John C. K. Hui (Senior Vice President and Chief Technology Officer) (7)	Transition Period	93,730	-	-	-	-	-	937	94,667
	2011	144,209	-	-	-	-	-	1,193	145,402
	2010	157,151	-	20,000	-	-	-	886	178,037
W. Brent Barron (Chief Operating Officer - VasoHealthcare) (8)	2012	73,803	102,970	-	-	-	-	2,215	178,988
	Transition Period	158,513	29,908	-	-	-	-	4,603	193,024
	2011	270,000	60,750	17,100	-	-	-	963	348,813
Tarachand Singh (Chief Financial Officer) (9)	2011	20,000	-	-	-	-	-	220	20,220

- Includes recognition of 2011 and transition period efforts.
- Represents fair value on the date of grant. See Note B to the Consolidated Financial Statements included in our Form 10-K for the year ended December 31, 2011 for a discussion of the relevant assumptions used in calculating grant date fair value.
- Represents tax gross-ups, vehicle allowances, and amounts matched in the Company's 401(k) Plan.
- Dr. Ma has served as President and Chief Executive Officer since October 16, 2008. The bonus amount is for both 2011 and 2012 and represents amounts paid or accrued during the 2012 calendar year.
- Mr. Hill has served as Senior Vice President of Vasomedical and Chief Executive Officer of VasoHealthcare since July 30, 2012.
- Mr. Newton served as Chief Financial Officer from September 1, 2010 to September 8, 2011, and is currently Vice President of Finance and Treasurer.
- Dr. Hui was Senior Vice President and Chief Technology Officer from October 16, 2008 to November 14, 2011 and President and Chief Executive Officer from April 30, 2007 to October 15, 2008.
- Mr. Barron served as Chief Operating Officer of VasoHealthcare from April 1, 2010 to April 5, 2012.
- Mr. Singh was Chief Financial Officer from March 11, 2009 to August 26, 2010.

Outstanding Equity Awards at Last Fiscal Year End

The following table provides information concerning outstanding options, unvested stock and equity incentive plan awards for our Named Executive Officers at December 31, 2012:

Name	Option Awards					Stock Awards				
	Number of Securities Underlying Unexercised Options - Exercisable	Number of Securities Underlying Unexercised Options - Unexercisable	Equity Incentive Plan Awards: Number of Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested	
Jun Ma, PhD	150,000	-	-	\$ 0.12	7/25/2017	-	-	-	-	
	250,000	-	-	\$ 0.08	12/17/2014	-	-	-	-	
						166,667	\$ 30,000	-	-	
						250,000	\$ 45,000	-	-	
Randy Hill						500,000	\$ 90,000			
Michael J. Beecher						250,000	\$ 45,000			
Jonathan P. Newton						50,000	\$ 9,000			

The future vesting dates of the above stock awards are:

Name	Number of Shares or Units of Stock That Have Not Vested	Vesting Date
Jun Ma, PhD	166,667	9/8/2013
	250,000	3/26/2013
Randy Hill	250,000	7/30/2013
	250,000	7/30/2014
Michael J. Beecher	125,000	9/20/2013
	125,000	9/20/2014
Jonathan P. Newton	50,000	9/8/2013

Employment Agreements

On March 21, 2011, the Company entered into an Employment Agreement with its President and Chief Executive Officer, Dr. Jun Ma, for a three-year term ending on March 14, 2014. The Employment Agreement currently provides for annual compensation of \$275,000. Dr. Ma shall be eligible to receive a bonus for each fiscal year thereafter during the employment term. The amount and the occasion for payment of such bonus, if any, shall be at the discretion of the Board of Directors. Dr. Ma shall also be eligible for an award under any long-term incentive compensation plan and grants of options and awards of shares of the Company's stock, as determined at the Board of Directors' discretion. The Employment Agreement further provides for reimbursement of certain expenses, and certain severance benefits in the event of termination prior to the expiration date of the Employment Agreement. Dr. Ma's agreement, as modified, is for a continuing three year term, unless earlier terminated by the Company, but in no event can extend beyond March 21, 2019.

401(K) Plan

In April 1997, the Company adopted the Vasomedical, Inc. 401(k) Plan to provide retirement benefits for its employees. As allowed under Section 401(k) of the Internal Revenue Code, the plan provides tax-deferred salary deductions for eligible employees. Employees are eligible to participate in the next quarter enrollment period after employment. Participants may make voluntary contributions to the plan up to 80% of their compensation subject to legal restrictions. For the year ended December 31, 2012, the seven months ended December 31, 2011, and the year ended May 31, 2011, the Company made discretionary contributions of approximately \$81,000, \$25,000, and \$27,000, respectively, to match a percentage of employee contributions.

Director's Compensation

Non-employee directors receive a fee of \$2,500 for each Board of Directors and Committee meeting attended. Committee chairs receive an annual fee of \$5,000. Non-employee directors also receive an annual fee of \$30,000. These fees are either paid in cash, or common stock valued at the fair market value of the common stock on the date of grant, which is the meeting date.

Name	Director Compensation						Total (\$)
	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	
Simon Srybnik	42,500	-	-	-	-	3,090	45,590
Peter Castle	62,500	-	-	-	-	50,000	112,500
William Dempsey	5,000	-	-	-	-	-	5,000
David Lieberman	43,333	-	-	-	-	50,000	93,333
Behnam Movaseghi	62,500	-	-	-	-	50,000	112,500
Edgar Rios	40,000	-	-	-	-	-	40,000

Compensation Committee Interlocks and Insider Participation

During the year ended December 31, 2012, the Compensation Committee consisted of Behnam Movaseghi, who served as the committee chair, and Peter Castle. Neither of these persons were our officers or employees during the year ended December 31, 2012 or, except as otherwise disclosed, had any relationship requiring disclosure herein.

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

The following table sets forth the beneficial ownership of shares of our common stock as of March 25, 2013 of (i) each person known by us to beneficially own 5% or more of the shares of outstanding common stock, based solely on filings with the SEC, (ii) each of our executive officers and directors, and (iii) all of our executive officers and directors as a group. Except as otherwise indicated, all shares are beneficially owned, and investment and voting power is held by the persons named as owners. To our knowledge, except under community property laws or as otherwise noted, the persons and entities named in the table have sole voting and sole investment power over their shares of our common stock. Unless otherwise indicated, each beneficial owner listed below maintains a mailing address of c/o Vasomedical, Inc., 180 Linden Avenue, Westbury, New York 11590.

Name of Beneficial Owner	Common Stock	
	Beneficially Owned (1)	% of Common Stock (2)
Michael J. Beecher **	225,000	*
Peter Castle **	200,000	*
Randy Hill **	500,000	*
David Lieberman **	1,324,200	*
Jun Ma, PhD **	2,545,834	1.56%
Bentham Movaseghi **	1,064,404	*
Jonathan Newton **	200,000	*
Edgar Rios **	1,475,000	*
Simon Srybnik (3) (4) **	55,738,318	34.17%
Louis Srybnik (3) (4)	45,165,993	27.71%
** Directors and executive officers as a group (9 persons)	63,272,756	38.61%

*Less than 1% of the Company's common stock

1. No officer or director owns more than one percent of the issued and outstanding common stock of the Company unless otherwise indicated. Includes beneficial ownership of the following numbers of shares that may be acquired within 60 days of March 25, 2013 pursuant to stock options awarded under our stock plans:

Jun Ma, PhD	400,000
Behnam Movaseghi	350,000
Simon Srybnik	150,000
Directors and executive officers as a group	900,000

2. Applicable percentages are based on 162,977,996 shares of common stock outstanding as of March 25 2013, adjusted as required by rules promulgated by the SEC.
3. Simon Srybnik and his brother Louis Srybnik are the sole directors and the Chairman of the Board and President, respectively of Kerns, which is the record holder of 25,714,286 shares. They are the sole shareholders of Kerns, each holding 50% of the shares. The reporting persons, accordingly, share voting and dispositive powers over the 25,714,286 shares held by Kerns. As a result, they may be deemed to be the co-beneficial owners of an aggregate of 25,714,286 shares. Mr. Simon Srybnik also holds sole dispositive power over 150,000 shares underlying the option he was granted upon being appointed to the Board of Directors, 598,125 shares of common stock awarded him as of December 31, 2012, as well as 11,460,900 additional shares of common stock. Mr. Louis Srybnik holds sole dispositive power over 1,636,700 shares of common stock.
4. Simon Srybnik and his brother Louis Srybnik are the sole directors and officers of Living Data Technology Corporation ("Living Data"). They also each own 35% of the outstanding shares of Living Data. The reporting persons, accordingly, share voting and dispositive powers over the 17,815,007 shares of our common stock owned by Living Data and, as a result, may be deemed to be the co-beneficial owners thereof.

Equity Compensation Plan Information

We maintain various stock plans under which stock options and stock grants are awarded at the discretion of our Board of Directors or its Compensation Committee. The purchase price of the shares under the plans and the shares subject to each option granted is not less than the fair market value on the date of the grant. The term of each option is generally five years and is determined at the time of the grant by our board of directors or the compensation committee. The participants in these plans are officers, directors, employees, and consultants of the Company and its subsidiaries and affiliates.

Plan category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity Compensation plans approved by security holders	1,489,776	\$ 0.17	785,224
Equity Compensation plans not approved by security holders (1)	1,345,000	\$ 0.53	866,560
Total	2,834,776		1,651,784

(1) Includes 320,000 shares issuable upon exercise of options and 1,025,000 shares of restricted common stock granted, but unissued, under the 2010 Plan. The weighted average exercise price of the options and warrants is \$0.53, and the exercise price for the stock grants is zero. 866,560 shares remain available for future grants under the 2010 Plan.

The following information is provided about our current stock plans not approved by stockholders:

1999 Stock Option Plan

In July 1999, the Company's Board of Directors approved the 1999 Stock Option Plan (the 1999 Plan), for which the Company reserved an aggregate of 2,000,000 shares of common stock. The 1999 Plan provides that a committee of the Board of Directors of the Company will administer it and that the committee will have full authority to determine the identity of the recipients of the options and the number of shares subject to each option. Options granted under the 1999 Plan may be either incentive stock options or non-qualified stock options. The option price shall be 100% of the fair market value of the common stock on the date of the grant (or in the case of incentive stock options granted to any individual principal stockholder who owns stock possessing more than 10% of the total combined voting power of all voting stock of the Company, 110% of such fair market value). The term of any option may be fixed by the committee but in no event shall exceed ten years from the date of grant. Options are exercisable upon payment in full of the exercise price, either in cash or in common stock valued at fair market value on the date of exercise of the option.

In July 2000, the Company's Board of Directors increased the number of shares authorized for issuance under the 1999 Plan by 1,000,000 shares to 3,000,000 shares. In December 2001, the Board of Directors of the Company increased the number of shares authorized for issuance under the 1999 Plan by 2,000,000 shares to 5,000,000 shares. The term for which options may be granted under the 1999 Plan expired July 12, 2009. In May 2006, the Board of Directors accelerated the vesting period for all unvested options to May 31, 2006.

On June 17, 2010 the Board of Directors approved the 2010 Stock Plan (the "2010 Plan") for officers, directors, employees and consultants of the Company. The stock issuable under the 2010 Plan shall be shares of the Company's authorized but unissued or reacquired common stock. The maximum number of shares of common stock which may be issued under the 2010 Plan is 5,000,000 shares.

The 2010 Plan is comprised of two separate equity programs, the Options Grant Program, under which eligible persons may be granted options to purchase shares of common stock, and the Stock Issuance Program, under which eligible persons may be issued shares of common stock directly, either through the immediate purchase of such shares or as a bonus for services rendered to the Company.

The 2010 Plan provides that the Board of Directors, or a committee of the Board of Directors, will administer it with full authority to determine the identity of the recipients of the options or shares and the number of options or shares. Options granted under the 2010 Plan may be either incentive stock options or non-qualified stock options. The option price shall be 100% of the fair market value of the common stock on the date of the grant (or in the case of incentive stock options granted to any individual stockholder possessing more than 10% of the total combined voting power of all voting stock of the Company, 110% of such fair market value). The term of any option may be fixed by the Board of Directors, or its authorized committee, but in no event shall it exceed five years from the date of grant. Options are exercisable upon payment in full of the exercise price, either in cash or in common stock valued at fair market value on the date of exercise of the option.

As of December 31, 2012, 3,790,000 restricted shares of common stock were granted under the 2010 Plan to non-officer employees and consultants of the Company. As of December 31, 2012, 840,000 shares have been forfeited and 441,560 were withheld for withholding taxes.

In September 2010, 650,000 restricted shares of common stock were granted under the 2010 Plan to officers of the Company. In September 2011, 475,000 restricted shares of common stock were granted under the 2010 Plan to an officer, of which 100,000 vested immediately with the remainder vesting over a three year period. In March 2012, 500,000 restricted shares of common stock were granted under the 2010 Plan to an officer, of which half vested immediately and the remainder vested one year later. No options were issued under the 2010 Plan during the year ended December 31, 2012, the seven months ended December 31, 2011, or the year ended May 31, 2011. At December 31, 2012, 866,560 shares remain available for future issuance under the 2010 Plan.

ITEM 13 - CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

On February 28, 2011, David Lieberman was appointed by the Board of Directors as a director of the Company. Mr. Lieberman, a practicing attorney in the State of New York, was appointed to serve as the Vice Chairman of the Board. He is currently a senior partner at the law firm of Beckman, Lieberman & Barandes, LLP, which firm performs certain legal services for the Company and its VasoHealthcare subsidiary. Fees of approximately \$254,000 were paid to the firm for the year ended December 31, 2012, at which time no unpaid amounts were outstanding.

Director Independence

We have adopted the NASDAQ Stock Market's standards for determining the independence of directors. Under these standards, an independent director means a person other than an executive officer or one of our employees or any other individual having a relationship which, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In addition, the following persons shall not be considered independent:

- a director who is, or at any time during the past three years was, employed by us;
- a director who accepted or who has a family member who accepted any compensation from us in excess of \$100,000 during any period of twelve consecutive months within the three years preceding the determination of independence, other than the following:
 - compensation for service on the Board of Directors or any committee thereof;
 - compensation paid to a family member who is one of our employees (other than an executive officer); or
 - under a tax-qualified retirement plan, or non-discretionary compensation;
- a director who is a family member of an individual who is, or at any time during the past three years was, employed by us as an executive officer;
- a director who is, or has a family member who is, a partner in, or a controlling stockholder or an executive officer of, any organization to which we made, or from which we received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than the following:
 - payments arising solely from investments in our securities; or
 - payments under non-discretionary charitable contribution matching programs;
- a director who is, or has a family member who is, employed as an executive officer of another entity where at any time during the past three years any of our executive officers served on the compensation committee of such other entity; or
- a director who is, or has a family member who is, a current partner of our outside auditor, or was a partner or employee of our outside auditor who worked on our audit at any time during any of the past three years.

For purposes of the NASDAQ independence standards, the term "family member" means a person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home.

The Board of Directors has assessed the independence of each non-employee director under the independence standards of the NASDAQ Stock Market set forth above, and has affirmatively determined that two of our non-employee directors (Mr. Castle and Mr. Movaseghi) are independent.

We expect each director to attend every meeting of the Board and the committees on which he serves as well as the annual meeting. In the year ended December 31, 2012, all directors attended both the annual meeting and at least 75% of the meetings of the Board and the committees on which they served.

ITEM 14 - PRINCIPAL ACCOUNTING FEES AND SERVICES

Rothstein, Kass & Company, P.C. is our independent registered public accounting firm and performed the audits of our consolidated financial statements for the year ended December 31, 2012, the seven months ended December 31, 2011, and the year ended May 31, 2011. The following table sets forth all fees for such periods:

	2012	Transition Period	2011
Audit fees	\$ 250,200	\$ 120,149	\$ 122,750
Tax fees	45,500	7,448	15,000
All other fees	5,000	13,403	-
Total	\$ 300,700	\$ 141,000	\$ 137,750

The Audit Committee has adopted a policy that requires advance approval of all audit, audit-related, tax services, and other services performed by the Company's independent auditor. Accordingly, the Audit Committee must approve the permitted service before the independent auditor is engaged to perform it. In accordance with such policies, the Audit Committee approved 100% of the services relative to the above fees.

Rothstein, Kass & Company, P.C. rendered other non-audit services related to the Company's acquisition and integration of Fast Growth Enterprises, Ltd. during the seven months ended December 31, 2011 and the year ended December 31, 2012, respectively.

ITEM 15 – EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

Financial Statements and Financial Statement Schedules

(1) See Index to Consolidated Financial Statements on page F-1 at beginning of attached financial statements.

(a) Exhibits

- (2) (a) Restated Certificate of Incorporation (2)
 (b) By-Laws (1)
- (3.1) Certificate of Designations of Preferences and Rights of Series E Convertible Preferred Stock (9)
- (4) (a) Specimen Certificate for Common Stock (1)
 (b) Specimen Certificate for Series E Convertible Preferred Stock (11)
- (10) (a) 1995 Stock Option Plan (3)
 (b) Outside Director Stock Option Plan (3)
 (c) 1997 Stock Option Plan, as amended (4)
 (d) 1999 Stock Option Plan, as amended (5)
 (e) 2004 Stock Option/Stock Issuance Plan (6)
 (f) Securities Purchase Agreement dated June 21, 2007 between Registrant and Kerns Manufacturing Corp. (7)
 (g) Form of Common Stock Purchase Warrant to dated June 21, 2007 (7)
 (h) Registration Rights Agreement dated June 21, 2007 between Registrant, Kerns Manufacturing Corp. and Living Data Technology Corporation. (7)
 (i) Purchase and Sale Agreement dated June 1, 2007 between 180 Linden Avenue Corp and 180 Linden Realty LLC. (8)
 (j) Lease Agreement dated August 15, 2007 between 180 Linden Realty LLC and Registrant (8)
 (k) Form of Stock Purchase Agreement (9)
 (l) Redacted Sales Representative Agreement between GE Healthcare Division of General Electric Company and Vaso Diagnostics, Inc. d/b/a VasoHealthcare, a subsidiary of Vasomedical, Inc. dated as of May 19, 2010 (10).
 (m) 2010 Stock Plan (11).
 (n) Consulting Agreement dated March 1, 2011 between Vasomedical, Inc. and Edgery Consultants, LLC. (12)
 (o) Employment Agreement entered into as of March 21, 2011 between Vasomedical, Inc. and Jun Ma, as amended.
 (p) Stock Purchase Agreement dated as of August 19, 2011 among Vasomedical, Inc., Fast Growth Enterprises Limited (FGE) and the FGE Shareholders (13)
 (q) Amendment to Sales Representative Agreement between GE Healthcare Division of General Electric Company and Vaso Diagnostics, Inc. d/b/a VasoHealthcare, a subsidiary of Vasomedical, Inc. dated as of June 20, 2012 (14)

(21) Subsidiaries of the Registrant

Name	State of Incorporation	Percentage Owned by Company
Viromedics, Inc.	Delaware	61%
Vaso Diagnostics, Inc.	New York	100%
Vasomedical Global Corp	New York	100%
Vasomedical Solutions, Inc.	New York	100%
Fast Growth Enterprises Limited	British Virgin Islands	100%

(31) Certification Reports pursuant to Securities Exchange Act Rule 13a - 14

(32) Certification Reports pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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- (1) Incorporated by reference to Registration Statement on Form S-18, No. 33-24095.
 - (2) Incorporated by reference to Registration Statement on Form S-1, No. 33-46377 (effective 7/12/94).
 - (3) Incorporated by reference to Report on Form 8-K dated January 24, 1995.
 - (4) Incorporated by reference to Report on Form 10-K for the fiscal year ended May 31, 1999.
 - (5) Incorporated by reference to Report on Form 10-K for the fiscal year ended May 31, 2000.
 - (6) Incorporated by reference to Notice of Annual Meeting of Stockholders dated October 28, 2004.
 - (7) Incorporated by reference to Report on Form 8-K dated June 21, 2007.
 - (8) Incorporated by reference to Report on Form 10-KSB for the fiscal year ended May 31, 2007.
 - (9) Incorporated by reference to Report on Form 8-K dated June 21, 2010.
 - (10) Incorporated by reference to Report on Form 8-K/A dated May 29, 2010 and filed November 9, 2010.
 - (11) Incorporated by reference to Report on Form 10-K for the fiscal year ended May 31, 2010.
 - (12) Incorporated by reference to Report on Form 8-K dated March 4, 2011.
 - (13) Incorporated by reference to Report on Form 10-K for the fiscal year ended May 31, 2011.
 - (14) Incorporated by reference to Report on Form 8-K dated June 20, 2012.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, we have duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on the 29th day of March 2013.

VASOMEDICAL, INC.

By: /s/ Jun Ma
Jun Ma
President, Chief Executive Officer,
and Director (Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on March 29, 2013, by the following persons in the capacities indicated:

<u>/s/ Jun Ma</u> Jun Ma	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Michael Beecher</u> Michael Beecher	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Simon Srybnik</u> Simon Srybnik	Chairman of the Board
<u>/s/ David Lieberman</u> David Lieberman	Vice Chairman of the Board
<u>/s/ Edgar Rios</u> Edgar Rios	Director
<u>/s/ Behnam Movaseghi</u> Behnam Movaseghi	Director
<u>/s/ Peter C. Castle</u> Peter C. Castle	Director

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2012, for the seven months ended December 31, 2011, and for the year ended May 31, 2011

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Vasomedical, Inc.

We have audited the accompanying consolidated balance sheets of Vasomedical, Inc. and Subsidiaries (collectively, the "Company") as of December 31, 2012 and 2011, and the related consolidated statements of operations and comprehensive income (loss), changes in stockholders' equity, and cash flows for the year ended December 31, 2012, for the seven-month period ended December 31, 2011, and for the year ended May 31, 2011. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We did not audit the consolidated financial statements of a certain wholly-owned subsidiary, which statements reflect total assets of approximately \$1.4 million as of December 31, 2011, and total revenues of approximately \$0.8 million for the four months ended December 31, 2011. Those statements were audited by other auditors whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for the wholly-owned subsidiary, is based solely on the report of the other auditors. The opinion of the other auditors was qualified for certain assets and liabilities of the wholly-owned subsidiary; however, in our opinion, the effects of that qualification are not material in relation to the consolidated financial statements.

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

In our opinion, based on our audits and the report of the other auditors, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2012 and 2011, and the results of its operations and its cash flows for the year ended December 31, 2012, for the seven-month period ended December 31, 2011, and for the year ended May 31, 2011, in conformity with U.S. generally accepted accounting principles

/s/ Rothstein Kass

New York, New York
April 1, 2013

CONSOLIDATED BALANCE SHEETS

(in thousands, except share data)

	December 31, 2012	December 31, 2011 (a)
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 11,469	\$ 2,294
Short-term investments	110	110
Accounts and other receivables, net of an allowance for doubtful accounts and commission adjustments of \$3,179 at December 31, 2012 and \$2,163 at December 31, 2011	9,145	20,101
Receivables due from related parties	25	196
Inventories, net	2,166	2,421
Deferred commission expense	2,480	1,833
Deferred related party consulting expense - current portion	85	510
Other current assets	236	221
Total current assets	<u>25,716</u>	<u>27,686</u>
PROPERTY AND EQUIPMENT, net of accumulated depreciation of \$1,161 at December 31, 2012 and \$1,409 at December 31, 2011	473	416
GOODWILL	3,212	3,168
DEFERRED RELATED PARTY CONSULTING EXPENSE	-	85
OTHER ASSETS	2,980	2,980
	<u>\$ 32,381</u>	<u>\$ 34,335</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	342	\$ 273
Accrued commissions	2,337	3,816
Accrued expenses and other liabilities	4,626	2,560
Sales tax payable	177	355
Income taxes payable	1	278
Deferred revenue - current portion	10,580	8,890
Deferred gain on sale-leaseback of building - current portion	-	31
Deferred tax liability	112	112
Notes payable due to related party	3	193
Total current liabilities	<u>18,178</u>	<u>16,508</u>
LONG-TERM LIABILITIES		
Deferred revenue	5,022	6,337
Other long-term liabilities	171	214
Total long-term liabilities	<u>5,193</u>	<u>6,551</u>
COMMITMENTS AND CONTINGENCIES (NOTE Q)		
STOCKHOLDERS' EQUITY		
Preferred stock, \$.01 par value; 1,000,000 shares authorized; no shares issued and outstanding at December 31, 2012 and December 31, 2011	-	-
Common stock, \$.001 par value; 250,000,000 shares authorized; 162,917,996 shares at December 31, 2012 and 153,186,295 shares at December 31, 2011 issued and outstanding	163	153
Additional paid-in capital	61,229	60,188
Accumulated deficit	(52,416)	(49,065)
Accumulated other comprehensive income	34	-
Total stockholders' equity	<u>9,010</u>	<u>11,276</u>
	<u>\$ 32,381</u>	<u>\$ 34,335</u>

(a) Retroactively adjusted to give effect to measurement period adjustments (see Note G)

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

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)
(in thousands, except per share data)

	Year ended December 31, 2012	Seven months ended December 31, 2011	Year ended May 31, 2011
Revenues			
Equipment sales	\$ 4,191	\$ 1,473	\$ 3,029
Equipment rentals and services	1,832	1,103	2,231
Commissions	23,217	20,913	11,113
Total revenues	29,240	23,489	16,373
Cost of revenues			
Cost of sales, equipment	1,791	814	1,938
Cost of equipment rentals and services	908	519	909
Cost of commissions	5,947	5,400	2,614
Total cost of revenues	8,646	6,733	5,461
Gross profit	20,594	16,756	10,912
Operating expenses			
Selling, general and administrative	23,526	11,243	14,383
Research and development	576	324	462
Total operating expenses	24,102	11,567	14,845
Operating income (loss)	(3,508)	5,189	(3,933)
Other income (expenses)			
Interest and financing costs	(2)	(9)	(32)
Interest and other income, net	150	177	28
Amortization of deferred gain on sale-leaseback of building	31	31	53
Total other income, net	179	199	49
Income (loss) before income taxes	(3,329)	5,388	(3,884)
Income tax expense, net	(52)	(276)	(7)
Net income (loss)	(3,381)	5,112	(3,891)
Preferred stock dividends			
Net income (loss) applicable to common stockholders	\$ (3,381)	\$ 3,891	\$ (4,320)
Other comprehensive income (loss)			
Foreign currency translation gain (loss)	34	-	-
Comprehensive income (loss)	\$ (3,347)	\$ 3,891	\$ (4,320)
Income (loss) per common share			
- basic	\$ (0.02)	\$ 0.03	\$ (0.04)
- diluted	\$ (0.02)	\$ 0.03	\$ (0.04)
Weighted average common shares outstanding			
- basic	158,366	146,549	111,978
- diluted	158,366	153,657	111,978

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

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(in thousands)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders Equity
	Shares	Amount	Shares	Amount				
Balance at May 31, 2010	-	\$ -	110,271	\$ 110	\$ 48,959	\$ (48,636)	\$ -	\$ 433
Common stock issued to directors for fiscal year 2011 compensation and meeting fees	-	-	750	1	177	-	-	178
Share-based compensation	-	-	995	1	267	-	-	268
Shares granted for consulting agreements	-	-	3,116	3	1,086	-	-	1,089
Shares issued on exercise of warrant	-	-	384	-	-	-	-	-
Preferred shares sold (including converted notes payable)	308	3	-	-	4,930	-	-	4,933
Preferred shares issued as dividends	6	-	-	-	101	-	-	101
Beneficial conversion feature of Preferred shares	-	-	-	-	225	-	-	225
Preferred share dividends	-	-	-	-	-	(429)	-	(429)
Conversion of preferred shares	(16)	-	1,563	2	(2)	-	-	-
Net loss	-	-	-	-	-	(3,891)	-	(3,891)
Balance at May 31, 2011	298	\$ 3	117,079	\$ 117	\$ 55,743	\$ (52,956)	\$ -	\$ 2,907
Common stock issued to Director	-	-	50	-	23	-	-	23
Share-based compensation	-	-	894	1	184	-	-	185
Shares not issued for employee tax liability	-	-	-	-	(80)	-	-	(80)
Shares granted for consulting agreements	-	-	207	-	47	-	-	47
Common shares, warrants and contingent shares issued for acquisition	-	-	5,000	5	2,974	-	-	2,979
Beneficial conversion feature of Preferred shares	-	-	-	-	1,201	-	-	1,201
Preferred shares issued as dividends	7	-	-	-	123	-	-	123
Preferred share dividends	-	-	-	-	-	(1,221)	-	(1,221)
Conversion of preferred shares	(305)	(3)	29,956	30	(27)	-	-	-
Foreign currency translation gain (loss)	-	-	-	-	-	-	-	-
Net income	-	-	-	-	-	5,112	-	5,112
Balance at December 31, 2011	-	\$ -	153,186	\$ 153	\$ 60,188	\$ (49,065)	\$ -	\$ 11,276
Shares issued for acquisition	-	-	2,400	2	(2)	-	-	-
Shares-based compensation	-	-	2,271	2	796	-	-	798
Shares not issued for employee tax liability	-	-	-	-	(103)	-	-	(103)
Shares granted for consulting agreements	-	-	63	-	13	-	-	13
Exercise of warrant	-	-	4,286	4	339	-	-	343
Issue shares for conversion of preferred shares	-	-	712	2	(2)	-	-	(0)
Other	-	-	-	-	-	30	-	30
Foreign currency translation gain	-	-	-	-	-	-	34	34
Net income/(loss)	-	-	-	-	-	(3,381)	-	(3,381)
Balance at December 31, 2012	-	\$ -	162,918	\$ 163	\$ 61,229	\$ (52,416)	\$ 34	\$ 9,010

CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year ended December 31, 2012	Seven Months ended December 31, 2011	Year ended May 31, 2011
Cash flows from operating activities			
Net income (loss)	\$ (3,381)	\$ 5,112	\$ (3,891)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities			
Depreciation and amortization of property, equipment and intangibles	391	101	144
Amortization of deferred gain on sale-leaseback of building	(31)	(31)	(53)
Gains on disposal of fixed assets	-	(5)	-
Provision for doubtful accounts and commission adjustments	2	55	1,150
Amortization of deferred distributor costs	-	124	126
Share-based compensation	793	208	446
Amortization of deferred consulting expense	545	370	154
Changes in operating assets and liabilities:			
Accounts and other receivables	10,854	(15,581)	(4,696)
Receivables due from related parties	173	(196)	-
Inventories, net	249	(186)	248
Deferred commission expense	(648)	699	(2,533)
Other current assets	(17)	52	(179)
Other assets	(52)	(1,888)	(194)
Accounts payable	69	(657)	205
Accrued commissions	(1,479)	1,852	1,935
Accrued expenses and other liabilities	2,090	1,398	264
Sales tax payable	(179)	98	18
Income taxes payable	(279)	221	4
Deferred revenue	374	3,305	10,895
Accrued rent expense	-	(5)	(13)
Trade payable due to related party	-	(268)	26
Other long-term liabilities	(43)	119	83
Net cash provided by (used in) operating activities	9,431	(5,103)	4,139
Cash flows from investing activities			
Purchases of property, equipment and software	(402)	(80)	(135)
Purchases of short-term investments	(70)	-	(40)
Redemption of short-term investments	70	-	-
Acquisition of Fast Growth Enterprises	-	(1,000)	-
Cash acquired through purchase of Fast Growth Enterprises	-	442	-
Net cash used in investing activities	(402)	(638)	(175)
Cash flows from financing activities			
Repayment of notes payable due to related party	(190)	(95)	-
Proceeds from exercise of warrant	343	-	-
Net cash (used in) provided by financing activities	153	(95)	3,684
Effect of exchange rate differences on cash and cash equivalents	(7)	-	-
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	9,175	(5,836)	7,648
Cash and cash equivalents - beginning of period	2,294	8,130	482
Cash and cash equivalents - end of period	\$ 11,469	\$ 2,294	\$ 8,130
SUPPLEMENTAL DISCLOSURE OF CASH INFORMATION			
Interest paid	\$ 5	\$ 11	\$ 8
Income taxes paid	\$ 412	\$ 22	\$ 8
SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES			
Inventories transferred to property and equipment, attributable to operating leases, net	\$ 9	\$ 27	\$ 30
Accrued preferred stock dividends	\$ -	\$ (1,221)	\$ (429)
Common shares, warrants and contingent shares issued for acquisition	\$ -	\$ 2,979	\$ -
Fair value of assets acquired	\$ 291	\$ 4,731	\$ -
Liabilities assumed through acquisition	\$ (291)	\$ (1,194)	\$ -
Issuance of preferred stock in satisfaction of accrued dividend	\$ -	\$ 123	\$ 101
Conversion of preferred stock to common stock	\$ -	\$ 30	\$ 2
Common shares issued for consulting agreements	\$ -	\$ -	\$ 1,070

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE A – DESCRIPTION OF BUSINESS, LIQUIDITY AND CHANGE IN FISCAL YEAR END

Vasomedical, Inc. was incorporated in Delaware in July 1987. Unless the context requires otherwise, all references to "we", "our", "us", "Company", "registrant", "Vasomedical" or "management" refer to Vasomedical, Inc. and its subsidiaries. Since 1995, we have been engaged in designing, manufacturing, marketing and supporting EEC[®] Enhanced External Counterpulsation systems, based on our proprietary technology, to physicians and hospitals throughout the United States and in select international markets.

In 2010, the Company, through its wholly-owned subsidiary Vaso Diagnostics d/b/a VasoHealthcare, organized a group of medical device sales professionals and entered into the sales representation business as the exclusive representative for the sale of select General Electric Company (GE) diagnostic imaging equipment to specific market segments in the 48 contiguous states of the United States and the District of Columbia.

In September 2011, the Company acquired Fast Growth Enterprises Limited (FGE), a British Virgin Islands company which owns and controls two Chinese operating companies - Life Enhancement Technology Ltd. and Biox Instruments Co. Ltd., respectively - to expand its technical and manufacturing capabilities and to enhance its distribution network, technology, and product portfolio. Also in September 2011, the Company restructured to further align its business management structure and long-term growth strategy, and now operates through three wholly-owned subsidiaries. Vaso Diagnostics d/b/a VasoHealthcare continues as the operating subsidiary for the sales representation of GE diagnostic imaging products; Vasomedical Global Corp. operates the Company's Chinese companies; and Vasomedical Solutions, Inc. was formed to manage and coordinate our EEC[®] equipment business as well as other medical equipment operations.

While the Company achieved substantial profitability for the year ended December 31, 2011 (per unaudited financial data – see Note S), it has historically incurred operating losses and incurred a loss for the year ended December 31, 2012. The Company will seek to achieve profitability through growth in our China operations and by expanding our product portfolio. In addition, the Company plans to pursue other accretive acquisitions in the international and domestic markets and to expand our sales representation business.

Based on our operations through December 31, 2012 and our current business outlook for 2013, we believe internally generated funds from our Equipment and Sales Representation segments will be sufficient for the Company to continue operations through at least January 1, 2014.

On June 15, 2011, the Board of Directors approved a change of the Company's fiscal year end from May 31 to December 31. As a result of this change, the Company filed a Transition Report on Form 10-K for the seven-month transition period ended December 31, 2011. This Annual Report on Form 10-K is the first full-year report after the fiscal year change.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies consistently applied in the preparation of the consolidated financial statements are as follows:

Principles of Consolidation

The consolidated financial statements include the accounts of the Company, its wholly-owned subsidiaries, its inactive majority-owned subsidiary, and variable interest entities where the Company is the primary beneficiary. Significant intercompany accounts and transactions have been eliminated.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Significant estimates and assumptions relate to estimates of collectibility of accounts receivable, the realizability of deferred tax assets, stock-based compensation, and the adequacy of inventory and warranty reserves. Additionally, significant estimates and assumptions impact the Company's accounting relative to its business combination. Actual results could differ from those estimates.

Revenue Recognition

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred or service has been rendered, the price is fixed or determinable and collectability is reasonably assured. In the United States, we recognize revenue from the sale of our EECP® systems in the period in which we deliver the system to the customer. Revenue from the sale of our EECP® systems to international markets is recognized upon shipment of the product to a common carrier, as are supplies, accessories and spare parts delivered to both domestic and international customers. Returns are accepted prior to the in-service and training, subject to a 10% restocking charge, or for normal warranty matters, and we are not obligated for post-sale upgrades to these systems. In addition, we use the installment method to record revenue based on cash receipts in situations where the account receivable is collected over an extended period of time and in our judgment the degree of collectability is uncertain.

In most cases, revenue from domestic EECP® system sales is generated from multiple-element arrangements that require judgment in the areas of customer acceptance, collectability, the separability of units of accounting, and the fair value of individual elements. We follow the FASB Accounting Standards Codification ("ASC") Topic 605 "Revenue Recognition" ("ASC 605") which outlines a framework for recognizing revenue from multi-deliverable arrangements. The principles and guidance outlined in ASC 605 provide a framework to determine (a) how the arrangement consideration should be measured (b) whether the arrangement should be divided into separate units of accounting, and (c) how the arrangement consideration should be allocated among the separate units of accounting. We determined that the domestic sale of our EECP® systems includes a combination of three elements that qualify as separate units of accounting:

- EECP® equipment sale;
- provision of in-service and training support consisting of equipment set-up and training provided at the customer's facilities; and
- a service arrangement (usually one year), consisting of: service by factory-trained service representatives, material and labor costs, emergency and remedial service visits, software upgrades, technical phone support and preferred response times.

Each of these elements represent individual units of accounting as the delivered item has value to a customer on a stand-alone basis, objective and reliable evidence of fair value exists for undelivered items, and arrangements normally do not contain a general right of return relative to the delivered item. We determine fair value based on the price of the deliverable when it is sold separately, or based on third-party evidence, or based on estimated selling price. Assuming all other criteria for revenue recognition have been met, we recognize revenue for:

- EECP® equipment sales, when delivery and acceptance occurs based on delivery and acceptance documentation received from independent shipping companies or customers;
- in-service and training, following documented completion of the training; and
- service arrangement, ratably over the service period, which is generally one year.

In-service and training generally occurs within a few weeks of shipment and our return policy states that no returns will be accepted after in-service and training has been completed. The amount related to in-service and training is recognized as service revenue at the time the in-service and training is completed and the amount related to service arrangements is recognized ratably as service revenue over the related service period, which is generally one year. Costs associated with the provision of in-service and training and the service arrangement, including salaries, benefits, travel, spare parts and equipment, are recognized in cost of equipment sales as incurred.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The Company also recognizes revenue generated from servicing EECP® systems that are no longer covered by the service arrangement, or by providing sites with additional training, in the period that these services are provided. Revenue related to future commitments under separately priced extended service agreements on our EECP® system are deferred and recognized ratably over the service period, generally ranging from one year to four years. Costs associated with the provision of service and maintenance, including salaries, benefits, travel and spare parts, and equipment, are recognized in cost of sales as incurred. Amounts billed in excess of revenue recognized are included as deferred revenue in the Consolidated Balance Sheets.

Revenues from the sale of EECP® systems through our international distributor network are generally covered by a one-year warranty period. For these customers we accrue a warranty reserve for estimated costs to provide warranty parts when the equipment sale is recognized.

Revenue and Expense Recognition for VasoHealthcare

The Company recognizes commission revenue in its Sales Representation segment (see Note C) when persuasive evidence of an arrangement exists, service has been rendered, the price is fixed or determinable and collectability is reasonably assured. These conditions are deemed to be met when the underlying equipment has been accepted at the customer site in accordance with the specific terms of the sales agreement. Consequently, amounts billable under the agreement with GE Healthcare in advance of the customer acceptance of the equipment are recorded as accounts receivable and deferred revenue in the Consolidated Balance Sheets. Similarly, commissions payable to our sales force related to such billings are recorded as deferred commission expense when the associated deferred revenue is recorded. Commission expense is recognized when the corresponding commission revenue is recognized.

Shipping and Handling Costs

All shipping and handling expenses are charged to cost of sales. Amounts billed to customers related to shipping and handling costs are included as a component of sales.

Research and Development

Research and development costs attributable to development are expensed as incurred. Included in research and development costs is amortization expense related to the capitalized cost of EECP® systems under loan for clinical trials.

Share-Based Compensation

The Company complies with ASC Topic 718 "Compensation – Stock Compensation" ("ASC 718"), which requires all companies to recognize the cost of services received in exchange for equity instruments, to be recognized in the financial statements based on their fair values.

During the year ended December 31, 2012, the Company granted 2,392,500 restricted shares of common stock valued at \$565,000 to non-officer employees in its VasoHealthcare subsidiary, vesting at various times through July 2013. In addition, in 2012 we granted 1,000,000 restricted shares of common stock valued at \$250,000 to officers, of which 250,000 shares valued at \$60,000 vested immediately, with the remainder vesting at various times through July 2014.

During the year ended May 31, 2011, the Company granted, under the 2010 Stock Plan (see Note O), 4,440,000 restricted shares of common stock valued at \$876,000 to employees and consultants. 355,000 shares valued at \$72,000 vested immediately and the remainder vest over three years. Also during the year ended May 31, 2011, 4,116,279 shares of common stock valued at \$1,325,000 were granted to outside directors and consultants, of which 250,000 shares valued at \$78,000 will vest over one year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The Company did not grant any non-qualified stock options during the year ended December 31, 2012, the seven months ended December 31, 2011, or the year ended May 31, 2011.

Share-based compensation expense recognized for the year ended December 31, 2012, the seven months ended December 31, 2011, and the year ended May 31, 2011 was \$793,000, \$208,000, and \$446,000, respectively. Expense for other share-based arrangements was \$545,000, \$370,000 and \$154,000 for the year ended December 31, 2012, the seven months ended December 31, 2011, and the year ended May 31, 2011, respectively. Unrecognized expense related to existing share-based compensation and arrangements is approximately \$0.5 million at December 31, 2012 and will be recognized through July 2014.

Cash and Cash Equivalents

Cash and cash equivalents represent cash and short-term, highly liquid investments either in certificates of deposit, treasury bills, money market funds, or investment grade commercial paper issued by major corporations and financial institutions that generally have maturities of three months or less from the date of acquisition. Dividend and interest income are recognized when earned. The cost of securities sold is calculated using the specific identification method.

Short-Term Investments

The Company's short-term investments consist of certificates of deposit with original maturities greater than three months. They 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 consolidated balance sheets in current assets, with the change in fair value during the years included in earnings.

Accounts Receivable, net

The Company's accounts receivable are due from customers engaged in the provision of medical services and from GEHC. Credit is extended based on evaluation of a customer's financial condition and, generally, collateral is not required. Accounts receivable are generally due 30 to 90 days from shipment and are stated at amounts due from customers net of allowances for doubtful accounts, returns, term discounts and other allowances. Accounts that remain outstanding longer than the contractual payment terms are considered past due. Estimates are used in determining the allowance for doubtful accounts based on the Company's historical collections experience, current trends, credit policy and a percentage of its accounts receivable by aging category. In determining these percentages, the Company reviews historical write-offs of their receivables. The Company also looks at the credit quality of their customer base as well as changes in their credit policies. The Company continuously monitors collections and payments from our customers, and writes off receivables when all efforts at collection have been exhausted. While credit losses have historically been within expectations and the provisions established, the Company cannot guarantee that it will continue to experience the same credit loss rates that they have in the past.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The changes in the Company's allowance for doubtful accounts and commission adjustments are as follows:

	For the year ended December 31, 2012	For the seven months ended December 31, 2011	For the year ended May 31, 2011
Beginning Balance	\$ 2,163	\$ 1,297	\$ 147
Provision for losses on accounts receivable	(2)	55	(1)
Direct write-offs, net of recoveries	(2)	-	(58)
Commission adjustments	1,020	811	1,209
Ending Balance	\$ 3,179	\$ 2,163	\$ 1,297

Concentrations of Credit Risk

We market our equipment principally to hospitals and physician private practices. We perform credit evaluations of our customers' financial condition and, as a result, believe that our receivable credit risk exposure is limited. For the year ended December 31, 2012, the seven months ended December 31, 2011, and the year ended May 31, 2011, no customer in our Equipment segment accounted for 10% or more of revenues or accounts receivable. In our Sales Representation segment, 100% of our revenues and accounts receivable are with GE; however, we believe this risk is acceptable based on GE's financial position.

The Company maintains cash balances in certain U.S. financial institutions, which, at times, may exceed the Federal Depository Insurance Corporation ("FDIC") coverage of \$250,000. The Company has not experienced any losses on these accounts and believes it is not subject to any significant credit risk on these accounts. In addition, the FDIC does not insure the Company's foreign cash, which aggregated approximately \$499,000 and \$493,000 at December 31, 2012 and 2011, respectively.

Our revenues were derived from the following geographic areas:

	For the year ended December 31, 2012	For the seven months ended December 31, 2011	For the year ended May 31, 2011
Domestic (United States)	26,103	22,391	14,414
Non-domestic (foreign)	3,137	1,098	1,959
	29,240	23,489	16,373

(in thousands)

Inventories, net

The Company values inventory at the lower of cost or estimated market, with cost being determined on a first-in, first-out basis. The Company often places EEC[®] systems at various field locations for demonstration, training, evaluation, and other similar purposes at no charge. The cost of these EEC[®] systems is transferred to property and equipment and is amortized over two to five years. The Company records the cost of refurbished components of EEC[®] systems and critical components at cost plus the cost of refurbishment. The Company regularly reviews inventory quantities on hand, particularly raw materials and components, and records a provision for excess and obsolete inventory based primarily on existing and anticipated design and engineering changes to its products as well as forecasts of future product demand.

We comply with the provisions of ASC Topic 330 "Inventory". The statement clarifies that abnormal amounts of idle facility expense, freight, handling costs, and wasted materials (spoilage) should be recognized as current-period charges and requires the allocation of fixed production overhead to inventory based on the normal capacity of the production facilities.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Major improvements are capitalized and minor replacements, maintenance and repairs are charged to expense as incurred. Upon retirement or disposal of assets, the cost and related accumulated depreciation are removed from the consolidated balance sheets. Depreciation is expensed over the estimated useful lives of the assets, which range from two to twenty years, on a straight-line basis. Accelerated methods of depreciation are used for tax purposes. We amortize leasehold improvements over the useful life of the related leasehold improvement or the life of the related lease, whichever is less.

Goodwill

Goodwill represents the excess of cost over the fair value of net assets of businesses acquired. The Company accounts for goodwill under the guidance of the ASC Topic 350 – "Intangibles: Goodwill and Other". Goodwill acquired in a purchase business combination and determined to have an indefinite useful life is not amortized, but instead tested for impairment, at least annually, in accordance with this guidance.

Impairment of Long-lived Assets

The Company reviews the recoverability of all long-lived assets, including the related useful lives, whenever events or changes in circumstances indicate that the carrying amount of a long-lived asset might not be recoverable. If required, the Company compares the estimated fair value determined by either the undiscounted future net cash flows or appraised value to the related asset's carrying value to determine whether there has been an impairment. If an asset is considered impaired, the asset is written down to fair value, which is based either on discounted cash flows or appraised values in the period the impairment becomes known. No assets were determined to be impaired for the year ended December 31, 2012, the seven months ended December 31, 2011, or the year ended May 31, 2011.

Deferred Revenue

We record revenue on extended service contracts ratably over the term of the related service contracts. Under the provisions of ASC 605, we began to defer revenue related to EEC[®] system sales for the fair value of installation and in-service training to the period when the services are rendered and for service obligations ratably over the service period, which is generally one year. (See Note J)

Amounts billable under the agreement with GE Healthcare in advance of customer acceptance of the equipment are recorded initially as deferred revenue, and commission revenue is subsequently recognized as customer acceptance of such equipment is reported to us by GEHC.

Warranty Costs

Equipment sold is generally covered by a warranty period of one year. In accordance with ASC Topic 450 "Loss Contingencies", we accrue a warranty reserve for estimated costs of providing a parts only warranty when the equipment sale is recognized.

The factors affecting our warranty liability include the number of units sold and the historical and anticipated rates of claims and costs per claim. (See Note L)

Income Taxes

Deferred income taxes are recognized for temporary differences between financial statement and income tax bases of assets and liabilities and loss carryforwards for which income tax benefits are expected to be realized in future years. A valuation allowance is established, when necessary, to reduce deferred tax assets to the amount expected to be realized. In estimating future tax consequences, we generally consider all expected future events other than an enactment of changes in the tax laws or rates. Deferred tax assets are continually evaluated for realizability. To the extent our judgment regarding the realization of the deferred tax assets changes, an adjustment to the allowance is recorded, with an offsetting increase or decrease, as appropriate, in income tax expense. Such adjustments are recorded in the period in which our estimate as to the realizability of the assets changed that it is "more likely than not" that all of the deferred tax assets will be realized. The "realizability" standard is subjective and is based upon our estimate of a greater than 50% probability that the deferred tax asset can be realized.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Deferred tax assets and liabilities are classified as current or non-current based on the classification of the related asset or liability for financial reporting. A deferred tax asset or liability that is not related to an asset or liability for financial reporting, including deferred tax assets related to carryforwards, are classified according to the expected reversal date of the temporary difference.

The Company also complies with the provisions of ASC Topic 740 "Income Taxes", which prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by the relevant taxing authority based on the technical merits. The tax benefit recognized is measured as the largest amount of benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement with the relevant taxing authority. Derecognition of a tax benefit previously recognized results in the Company recording a tax liability that reduces ending retained earnings. Based on its analysis, except for certain liabilities assumed in the FGE acquisition, the Company has determined that it has not incurred any liability for unrecognized tax benefits as of December 31, 2012 and December 31, 2011. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. No amounts were accrued for the payment of interest and penalties at December 31, 2012 and December 31, 2011. Generally, the Company is no longer subject to income tax examinations by major domestic taxing authorities for years before 2009. According to the China tax regulatory framework, there is no statute of limitations on examination of tax filings by tax authorities. However, the general practice is going back five years. Management is currently unaware of any issues under review that could result in significant payments, accruals or material deviations from its position.

Foreign Currency Translation Gain and Comprehensive Income (Loss)

In countries in which the Company operates, and the functional currency is other than the U.S. dollar, assets and liabilities are translated using published exchange rates in effect at the consolidated balance sheet date. Revenues and expenses and cash flows are translated using an approximate weighted average exchange rate for the period. Resulting translation adjustments are recorded as a component of accumulated other comprehensive income on the accompanying consolidated balance sheet. For the year ended December 31, 2012, comprehensive income (loss) includes a gain of \$34,000, which is entirely from foreign currency translation.

Fair Value of Financial Instruments

The Company complies with the provisions of ASC 820 "Fair Value Measurements and Disclosures" ("ASC 820"). Under ASC 820, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date.

In determining fair value, the Company uses various valuation approaches. ASC 820 establishes a fair value hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Company. Unobservable inputs reflect the Company's assumptions about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The fair value hierarchy is categorized into three levels based on the inputs as follows:

Level 1 - Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 securities. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant degree of judgment.

Level 2 - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Valuation Techniques

The Company values investments in securities and securities sold short that are freely tradable and are listed on a national securities exchange or reported on the NASDAQ national market at their last sales price as of the last business day of the fiscal year.

The carrying amounts of cash and cash equivalents, accounts receivable and accounts payable approximate fair value due to the short-term maturities of the instruments.

Net Income (Loss) Per Common Share

Basic income (loss) per common share is based on the weighted average number of common shares outstanding without consideration of potential common stock. Diluted income (loss) per common share is based on the weighted number of common and potential dilutive common shares outstanding. The diluted calculation takes into account the shares that may be issued upon the exercise of stock options and warrants, reduced by the shares that may be repurchased with the funds received from the exercise, based on the average price during the period. Due to losses during the years ended December 31, 2012 and May 31, 2011, diluted loss per common share is equal to basic loss per common share for those periods.

Diluted earnings per share were computed based on the weighted average number of shares outstanding plus all potentially dilutive common shares. A reconciliation of basic to diluted shares used in the earnings per share calculation is as follows:

	<i>(in thousands)</i>		
	Year ended December 31, 2012	Seven months ended December 31, 2011	Year ended May 31, 2011
Basic weighted average shares outstanding	158,366	146,549	111,978
Dilutive effect of share-based compensation and warrants	-	5,124	-
Dilutive effect of contingently issuable shares	-	1,984	-
Diluted weighted average shares outstanding	<u>158,366</u>	<u>153,657</u>	<u>111,978</u>

The following table represents common stock equivalents that were excluded from the computation of diluted earnings per share for year ended December 31, 2012, the seven months ended December 31, 2011, and the year ended May 31, 2011, because the effect of their inclusion would be anti-dilutive.

	<i>(in thousands)</i>		
	December 31, 2012	December 31, 2011	May 31, 2011
Stock options	1,810	260	1,864
Warrants	1,500	1,500	4,286
Convertible preferred stock	-	-	30,545
Common stock grants	3,448	375	3,912
	<u>6,758</u>	<u>2,135</u>	<u>40,607</u>

Reclassifications

Certain reclassifications have been made to prior year amounts to conform with the current year presentation.

Recently Issued Accounting Pronouncements

The Company continually assesses any new accounting pronouncements to determine their applicability to the Company. Where it is determined that a new accounting pronouncement affects the Company's financial reporting, the Company undertakes a study to determine the consequence of the change to its financial statements and assures that there are proper controls in place to ascertain that the Company's consolidated financial statements properly reflect the change. New pronouncements assessed by the Company recently are discussed below:

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Adoption of New Standards*Other Comprehensive Income: Presentation of Comprehensive Income*

In June 2011, new guidance was issued that amends the current comprehensive income guidance. The new guidance allows the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single or continuous statement of comprehensive income or in two separate but consecutive statements. The amendments in this update do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The new guidance is to be applied retrospectively and is effective for fiscal years, and interim periods, beginning after December 15, 2011, with early adoption permitted. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

Intangibles—Goodwill and Other: Testing Goodwill for Impairment

In September 2011, an accounting standard update regarding testing of goodwill for impairment was issued. This standard update gives companies the option to perform a qualitative assessment to first assess whether the fair value of a reporting unit is less than its carrying amount. If an entity determines it is not more likely than not that the fair value of the reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. The new guidance is to be applied prospectively effective for annual and interim goodwill impairment tests beginning after December 15, 2011, with early adoption permitted. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

Standards Issued But Not Yet Effective

In February 2013, new guidance was issued that amends the current comprehensive income guidance. The new guidance requires entities to disclose the effect of each item that was reclassified in its entirety out of accumulated other comprehensive income and into net income on each affected net income line item. For reclassification items that are not reclassified in their entirety into net income a cross reference to other required disclosures is required. The adoption of this new guidance is to be applied prospectively, and for annual reporting periods beginning after December 15, 2012 and interim periods within those years. The adoption of this new guidance will not have an impact on the Company's consolidated financial position, results of operations or cash flows.

NOTE C – SEGMENT REPORTING

The Company views its business in two segments – the Equipment segment and the Sales Representation segment. The Equipment segment is engaged in designing, manufacturing, marketing and supporting EECP[®] enhanced external counterpulsation systems and other medical devices both domestically and internationally. The Sales Representation segment operates through the VasoHealthcare subsidiary and is engaged solely in the execution of the Company's responsibilities under our agreement with GEHC. The Company evaluates segment performance based on operating income. Administrative functions such as finance, human resources, and information technology are centralized and related expenses allocated to each segment. There are no intersegment revenues. Summary financial information for the segments is set forth below:

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(in thousands)

	As of or for the year ended December 31, 2012			
	Equipment Segment	Sales Representation Segment	Corporate	Consolidated
Revenues from external customers	\$ 6,023	\$ 23,217	\$ -	\$ 29,240
Operating income/(loss)	\$ (1,805)	\$ (153)	\$ (1,550)	\$ (3,508)
Total assets	\$ 10,069	\$ 23,615	\$ (1,303)	\$ 32,381
Accounts and other receivables, net	\$ 900	\$ 8,245	\$ -	\$ 9,145
Deferred commission expense	\$ -	\$ 4,580	\$ -	\$ 4,580

	As of or for the seven months ended December 31, 2011			
	Equipment Segment	Sales Representation Segment	Corporate	Consolidated
Revenues from external customers	\$ 2,576	\$ 20,913	\$ -	\$ 23,489
Operating income/(loss)	\$ (1,603)	\$ 7,417	\$ (625)	\$ 5,189
Total assets	\$ 9,207	\$ 22,877	\$ 2,251	\$ 34,335
Accounts and other receivables, net	\$ 901	\$ 19,200	\$ -	\$ 20,101
Deferred commission expense	\$ -	\$ 3,185	\$ -	\$ 3,185

	As of or for the year ended May 31, 2011			
	Equipment Segment	Sales Representation Segment	Corporate	Consolidated
Revenues from external customers	\$ 5,260	\$ 11,113	\$ -	\$ 16,373
Operating income/(loss)	\$ (530)	\$ (2,962)	\$ (441)	\$ (3,933)
Total assets	\$ 4,504	\$ 5,920	\$ 8,130	\$ 18,554
Accounts and other receivables, net	\$ 932	\$ 3,087	\$ -	\$ 4,019
Deferred commission expense	\$ -	\$ 2,723	\$ -	\$ 2,723

For the year ended December 31, 2012, the seven months ended December 31, 2011, and the year ended May 31, 2011, GE Healthcare accounted for 79%, 89% and 68% of revenue, respectively. Also, GE Healthcare accounted for \$8.1 million, or 89%, and \$19.1 million, or 95%, of accounts and other receivables at December 31, 2012 and December 31, 2011, respectively.

NOTE D – FAIR VALUE MEASUREMENTS

The Company's assets recorded at fair value have been categorized based upon a fair value hierarchy in accordance with ASC 820.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table presents information about the Company's assets measured at fair value as of December 31, 2012:

	<i>(in thousands)</i>			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable (Level 3)	Balance as of December 31, 2012
Assets				
Cash equivalents invested in money market funds (included in cash and cash equivalents)	\$ 9,124	\$ -	\$ -	\$ 9,124
Investment in certificates of deposit (included in short-term investments)	110			110
	<u>\$ 9,234</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 9,234</u>

The following table presents information about the Company's assets measured at fair value as of December 31, 2011:

	<i>(in thousands)</i>			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable (Level 3)	Balance as of December 31 ,2011
Assets				
Cash equivalents invested in money market funds (included in cash and cash equivalents)	\$ 1,313	\$ -	\$ -	\$ 1,313
Investment in certificates of deposit (included in short-term investments)	110			110
	<u>\$ 1,423</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,423</u>

The fair values of the Company's cash equivalents invested in money market funds are determined through market, observable and corroborated sources.

NOTE E – ACCOUNTS AND OTHER RECEIVABLES

The following table presents information regarding the Company's accounts and other receivables as of December 31, 2012 and 2011:

	<i>(in thousands)</i>	
	December 31, 2012	December 31, 2011
Trade receivables	\$ 12,193	\$ 22,143
Due from employees	131	121
Allowance for doubtful accounts and commission adjustments	(3,179)	(2,163)
	<u>\$ 9,145</u>	<u>\$ 20,101</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Trade receivables include amounts due for shipped products and services rendered. Amounts currently due under the GEHC Agreement are subject to adjustment in subsequent periods should the underlying sales order amount, upon which the receivable is based, change.

Allowance for doubtful accounts and commission adjustments include estimated losses resulting from the inability of our customers to make required payments, and adjustments arising from subsequent changes in sales order amounts that may reduce the amount the Company will ultimately receive under the GEHC Agreement. Due from employees primarily reflects commission advances made to sales personnel.

NOTE F – INVENTORIES, NET

Inventories, net of reserves consisted of the following:

	<i>(in thousands)</i>	
	December 31, 2012	December 31, 2011
Raw materials	\$ 909	\$ 842
Work in process	483	528
Finished goods	774	1,051
	<u>\$ 2,166</u>	<u>\$ 2,421</u>

At December 31, 2012 and 2011, the Company maintained reserves for excess and obsolete inventories of \$576,000 and \$412,000, respectively.

NOTE G – BUSINESS COMBINATION

On September 2, 2011, Vasomedical Global successfully completed the purchase of all the outstanding capital stock of privately-held Fast Growth Enterprises Limited ("FGE"), a British Virgin Islands company that owns and controls Life Enhancement Technology Limited ("LET") and Biox Instruments Co. Ltd. ("Biox"), respectively, as per the stock purchase agreement signed on August 19, 2011. The consideration of this acquisition included a cash payment of \$1 million as well as the issuance of 5 million restricted shares of the Company's common stock, up to 2.4 million shares of common stock contingently issuable upon the achievement of certain operating performance targets, and warrants covering 1.5 million shares of common stock. The Company completed its evaluation of FGE's calendar year 2011 performance targets and determined the targets were met, resulting in the issuance of 2.4 million shares to the prior owners in September 2012.

LET, based in Foshan, Guangdong, China, was Vasomedical's supplier for its proprietary Enhanced External Counterpulsation (EECP[®]) systems, including certain Lumenair systems and all AngioNew[®] systems. Biox, a developer and manufacturer of ambulatory monitoring devices in China, is located in Wuxi, Jiangsu, China, and was Vasomedical's partner on the BIOX series ECG Holter recorder and analysis software as well as ambulatory blood pressure monitoring systems. Prior to the acquisition, Vasomedical had obtained FDA clearance to market these products in the United States. The acquisition of LET provided Vasomedical with consolidated technical and manufacturing capability in its EECP business and has significantly increased gross margins on the EECP[®] systems, and will enable the Company to meet anticipated increasing demand for its EECP systems. Management believes that the acquisition of Biox greatly enhanced Vasomedical's distribution network, technology and product portfolio, and with combined market and sales efforts of the two companies, has improved the performance and profitability of Vasomedical's equipment segment.

The operating results of FGE are included in the accompanying Consolidated Statements of Operations and Comprehensive Income (Loss) and Cash Flows for the year ended December 31, 2012, and the seven months ended December 31, 2011. The acquisition date fair value of the total consideration transferred was \$3.979 million, which consisted of the following:

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(in thousands)

Cash	\$	1,000
Vasomedical, Inc. common stock		2,100
Vasomedical, Inc. warrants to purchase common stock		304
Contingent issuance of Vasomedical, Inc. common stock		575
Total purchase price	\$	3,979

The fair value of the common shares issued and the contingently issuable common shares was based on the closing price of the shares on September 2, 2011, as quoted on the Nasdaq OTC pink sheets, which was \$0.42 ("closing price"). The fair value of the warrants issued was computed using a Black Scholes Merton option pricing model, which utilized the following assumptions: expected term of two years which is the contractual term of the warrants; risk-free rate of 0.20%; 0% expected dividend yield; 100.67% expected volatility; the closing price; and an exercise price of \$0.50. The fair value of the contingent consideration recognized on the acquisition date was estimated based on a probability model.

In accordance with ASC 805, Business Combinations, the total purchase consideration is allocated to the net tangible and identifiable intangible assets acquired and liabilities assumed based on their estimated fair values as of September 2, 2011 (the acquisition date). The purchase price was allocated based on the information available as of the acquisition date, and subsequently adjusted (measurement period adjustments) after obtaining more information regarding, among other things, asset valuations, liabilities assumed, and revisions of preliminary estimates. The measurement period adjustments were completed during the year ended December 31, 2012. The accompanying Consolidated Balance Sheet as of December 31, 2011 has been retroactively adjusted to include the effect of the measurement period adjustment. The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the acquisition date:

(in thousands)

	As initially reported	Measurement period adjustments	As adjusted
Cash and cash equivalents	\$ 442	\$ -	\$ 442
Accounts receivable and other current assets	591	(308)	283
Inventories	670	(194)	476
Property and equipment	32	-	32
Goodwill	3,175	(7)	3,168
Customer lists	-	800	800
Accounts payable and other current liabilities	(931)	(291)	(1,222)
Net assets acquired	\$ 3,979	\$ -	\$ 3,979

The goodwill is attributable to the synergies expected to arise after the Company's acquisition of FGE as well as to FGE's projected growth and profitability. The goodwill is not deductible for tax purposes. Customer lists were valued based on sales history of certain recurring customers and the timing of expected future revenues, and are being amortized over a seven year period.

During the seven month period ended December 31, 2011, the Company expensed \$122,000 of acquisition-related costs. These costs are included in the line item Selling, General & Administrative costs in the accompanying Consolidated Statement of Operations and Comprehensive Income (Loss) and are comprised of accounting and legal fees.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

After elimination of intercompany transactions, the amounts of revenue, net income (loss), and earnings (loss) per share of FGE included in the Company's Consolidated Statement of Operations and Comprehensive Income (Loss) for the year ended December 31, 2012 and the seven months ended December 31, 2011 are set forth below:

	Year ended December 31, 2012	<i>(in thousands, except per share amounts)</i> Seven Months ended December 31, 2011	
Revenue	\$ 1,472	\$ 413	
Net income (loss)	(195)	35	
Basic earnings (loss) per share	\$ (0.00)	\$ 0.00	
Diluted earnings (loss) per share	\$ (0.00)	\$ 0.00	

The following unaudited supplemental pro forma information presents the financial results as if the acquisition of FGE had occurred June 1, 2009:

	Year ended December 31, 2012	Seven Months ended December 31, 2011	Year ended May 31, 2011
Revenue	\$ 29,240	\$ 23,600	\$ 17,347
Net income (loss)	(3,186)	4,980	(3,519)
Basic earnings (loss) per share	\$ (0.02)	\$ 0.02	\$ (0.03)
Diluted earnings (loss) per share	\$ (0.02)	\$ 0.02	\$ (0.03)

NOTE H – PROPERTY AND EQUIPMENT

Property and equipment is summarized as follows:

	December 31, 2012	<i>(in thousands)</i> December 31, 2011	
Office, laboratory and other equipment	\$ 969	\$ 827	
EECP® systems under operating leases or under loan for clinical trials	437	795	
Furniture and fixtures	228	203	
	1,634	1,826	
Less: accumulated depreciation	(1,161)	(1,409)	
Property and equipment, net	<u>\$ 473</u>	<u>\$ 416</u>	

Depreciation expense amounted to approximately \$193,000, \$81,000, and \$102,000 for the year ended December 31, 2012, the seven months ended December 31, 2011, and the year ended May 31, 2011, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE I – GOODWILL AND OTHER INTANGIBLES

The change in the carrying amount of goodwill was as follows:

	<i>(in thousands)</i>	
	Carrying Amount	
Balance at December 31, 2011	\$	3,168
Foreign currency translation		44
Balance at December 31, 2012	\$	<u>3,212</u>

The Company's other intangible assets consist of capitalized patent costs, customer lists, and software costs, as set forth in the following:

	<i>(in thousands)</i>	
	December 31, 2012	December 31, 2011 as adjusted (see Note G)
Patents		
Costs	\$ 469	\$ 469
Accumulated amortization	(438)	(413)
	<u>31</u>	<u>56</u>
Customer lists		
Costs	800	800
Accumulated amortization	(152)	-
	<u>648</u>	<u>800</u>
Software		
Costs	541	378
Accumulated amortization	(386)	(365)
	<u>155</u>	<u>13</u>
	<u>\$ 834</u>	<u>\$ 869</u>

The other intangible assets are included in other assets on the Company's consolidated balance sheets.

The Company owns eleven US patents including eight utility and three design patents that expire at various times between now and 2023. Costs incurred for submitting the applications to the United States Patent and Trademark Office and other foreign authorities for these patents have been capitalized. Patent costs are being amortized using the straight-line method over the related 10-year lives. The Company begins amortizing patent costs once a filing receipt is received stating the patent serial number and filing date from the Patent Office or other foreign authority. Customer lists (see Note G) and software are amortized on a straight-line basis over their expected useful lives of seven and five years, respectively.

Amortization expense amounted to \$198,000, \$20,000, and \$43,000 for the year ended December 31, 2012, the seven months ended December 31, 2011, and the year ended May 31, 2011, respectively. Amortization of intangibles for the next five years is:

Amortization of Intangibles	2013	2014	2015	2016	2017
<i>(in thousands)</i>					
Amortization expense	\$ 166	\$ 160	\$ 154	\$ 151	\$ 129

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE J – DEFERRED REVENUE

The changes in the Company's deferred revenues are as follows:

	<i>(in thousands)</i>		
	For the year ended December 31, 2012	For the seven months ended December 31, 2011	For the year ended May 31, 2011
Deferred revenue at the beginning of the period	\$ 15,227	\$ 11,922	\$ 1,027
Additions:			
Deferred extended service contracts	1,241	691	1,281
Deferred in-service and training	38	18	33
Deferred service arrangements	85	29	98
Deferred commission revenues	10,515	13,497 (a)	19,283 (a)
Recognized as revenue:			
Deferred extended service contracts	(1,113)	(639)	(1,239)
Deferred in-service and training	(38)	(25)	(23)
Deferred service arrangements	(87)	(48)	(61)
Deferred commission revenues	(10,266)	(10,218)(a)	(8,477)(a)
Deferred revenue at end of period	15,602	15,227	11,922
Less: current portion	10,580	8,890	10,918
Long-term deferred revenue at end of period	<u>\$ 5,022</u>	<u>\$ 6,337</u>	<u>\$ 1,004</u>

(a) Reclassified to reflect net activity. No change to deferred revenue balances.

NOTE K – SALE-LEASEBACK

In August 2007, the Company sold its warehouse and corporate facility for \$1,400,000. Under the agreement, the Company leased back the property from the purchaser over a period of five years and accounted for the leaseback as an operating lease. The gain of \$266,000 realized in this transaction was deferred and amortized to income ratably over the term of the lease, which expired in August 2012. The unamortized deferred gain of \$0 and \$31,000 as of December 31, 2012 and December 31, 2011, respectively, is shown as deferred gain on sale-leaseback of building in the Company's Consolidated Balance Sheets. The amount amortized in both the year ended December 31, 2012 and the seven months ended December 31, 2011 was \$31,000, and the amount amortized in year ended May 31, 2011 was \$53,000.

NOTE L – WARRANTY LIABILITY

The changes in the Company's product warranty liability are as follows:

	<i>(in thousands)</i>		
	For the year ended December 31, 2012	For the seven months ended December 31, 2011	For the year ended May 31, 2011
Warranty liability at the beginning of the period	\$ 20	\$ 30	\$ 27
Expense for new warranties issued	63	22	75
Warranty claims	(56)	(32)	(72)
Warranty liability at the end of the period	26	20	30
Long-term warranty liability at the end of the period	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

Warranty liability is included in accrued expenses and other liabilities on the Company's Consolidated Balance Sheets.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE M – RELATED-PARTY TRANSACTIONS

On June 21, 2007, we entered into a Securities Purchase Agreement with Kerns Manufacturing Corp. ("Kerns"), a stockholder of the Company. Under this agreement, a five-year warrant to purchase 4,285,714 shares of our common stock at an initial exercise price of \$0.08 per share was issued to Kerns. In March 2012, Kerns exercised its warrant and 4,285,714 shares of common stock were issued. Concurrently with our entry into the Securities Purchase Agreement, we also entered into a Distribution Agreement and a Supplier Agreement with Living Data Technology Corporation ("Living Data"), an affiliate of Kerns. Pursuant to the Distribution Agreement, as amended, we became the exclusive worldwide distributor of the AngioNew EECP[®] systems manufactured through Living Data. The Distribution Agreement had an initial term extending through May 31, 2012. Effective September 2, 2011, the Company acquired Life Enhancement Technology (LET) (see Note G), the manufacturer of the AngioNew EECP[®] system. Consequently, the Distribution Agreement is no longer effective, and the Company wrote-off the remaining unamortized balance of Deferred Distributor Costs during the seven months ended December 31, 2011.

On February 28, 2011, David Lieberman and Edgar Rios were appointed by the Board of Directors as directors of the Company. Mr. Lieberman, a practicing attorney in the State of New York, was also appointed to serve as the Vice Chairman of the Board. He is currently a senior partner at the law firm of Beckman, Lieberman & Barandes, LLP, which performs certain legal services for the Company. Fees of approximately \$254,000 and \$166,000 were billed by the firm for the year ended December 31, 2012 and the seven months ended December 31, 2011, respectively, at which dates no amounts were outstanding.

Mr. Rios currently is President of Edgary Consultants, LLC, and was appointed a director in conjunction with the Company's consulting agreement with Edgary Consultants, LLC. The consulting agreement (the "Agreement") between the Company and Edgary Consultants, LLC ("Consultant") commenced on March 1, 2011 and was for a two year term and expired on February 28, 2013. The Agreement provided for the engagement of Consultant to assist the Company in seeking broader reimbursement coverage of EECP[®] therapy.

In consideration for the services to be provided by Consultant under the Agreement, the Company agreed to issue to Consultant or its designees, up to 18,500,000 shares of restricted common stock of the Company, 3,000,000 of which, valued at \$1,020,000, were issued in March 2011 and the balance was to be earned on performance. Mr. Lieberman received 600,000 of these restricted shares from the initial issuance. The Company recorded the fair value of the shares issued to Consultant as a prepaid expense and is amortizing the cost ratably over the two year agreement. The unamortized value is reported as Deferred Related Party Consulting Expense in our accompanying Consolidated Balance Sheets as of December 31, 2012 and December 31, 2011. No performance-based shares were issued and no further compensation is expected to be paid in conjunction with the agreement.

During the year ended December 31, 2012, a former director performed consulting services for the Company aggregating approximately \$10,000. Additionally, three directors received additional compensation totaling \$150,000 for services rendered in connection with the extension of the GEHC contract.

During the seven months ended December 31, 2011, a director performed consulting services for the Company aggregating approximately \$95,000, and the Company accrued dividends of \$15,000 on Series E Preferred Stock (see Note N) to directors, management, and other related parties of the Company.

During the year ended May 31, 2011, the Company sold, or issued as dividends, 246,870 shares of Series E Preferred Stock (see Note N) to directors, management, and other related parties of the Company. In addition, two directors performed consulting services for the Company during the year ended May 31, 2011, aggregating approximately \$57,000.

Through the Company's acquisition of FGE in September 2011, it assumed the liability for \$288,000 in unsecured notes payable to the President of LET and his spouse, of which \$95,000 was repaid in December 2011, and \$190,000, bearing interest at 6% per annum, was paid in full in March 2012. In addition, \$30,000 and \$10,000 in pre-acquisition earnings were distributed to current BIOX management during the year ended December 31, 2012 and the seven months ended December 31, 2011, respectively. The Company also recorded \$196,000 in loans and advances made to officers of FGE during the seven months ended December 31, 2011, of which \$25,000 remained outstanding at December 31, 2012. These loans and advances are short term and do not bear interest.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE N – STOCKHOLDERS' EQUITY AND WARRANTS

Common stock and warrants

See Note M for discussion of common stock issued in the year ended May 31, 2011 in connection with related party agreements. The Company also issued 2,333,586, 1,151,492, and 1,861,279 shares of common stock to directors, officers, employees, and consultants during the year ended December 31, 2012, the seven months ended December 31, 2011, and the year ended May 31, 2011, respectively.

On June 21, 2007, we granted warrants for the purchase of 428,571 shares of common stock to a consultant in conjunction with the Kerns Securities Purchase Agreement. The initial exercise price was \$0.07 per share for a term of five years, and a cashless exercise was made in April 2011 resulting in the issuance of 383,790 shares of common stock.

In September 2011, the Company issued 5,000,000 shares of restricted common stock and a two year common stock purchase warrant for 1,500,000 shares at an exercise price of \$0.50 per share as partial consideration for the acquisition of FGE (see Note G). In addition, up to 2,400,000 shares of common stock were contingently issuable should FGE attain certain operating targets for the twelve months ended December 31, 2011. In September 2012, the Company determined FGE had met its targets and issued 2,400,000 shares to the prior owners of FGE. The aggregate value of the aforementioned noncash consideration relative to the FGE acquisition was \$2,979,000 (see Note G for valuation assumptions and methodology).

Warrant activity for the year ended December 31, 2012, the seven months ended December 31, 2011, and the year ended May 31, 2011 is summarized as follows:

	Employees	Consultants	Total	Weighted Average Price
Balance at May 31, 2010	-	6,968,823	6,968,823	\$ 0.27
Warrants expired	-	(2,254,538)	(2,254,538)	\$ 0.69
Warrants issued	-	-	-	
Warrants exercised	-	(428,571)	(428,571)	\$ 0.07
Number of shares exercisable at May 31, 2011	-	4,285,714	4,285,714	\$ 0.08
Warrants expired	-	-	-	
Warrants issued	-	1,500,000	1,500,000	\$ 0.50
Warrants exercised	-	-	-	
Number of shares exercisable at December 31, 2011	-	5,785,714	5,785,714	\$ 0.19
Warrants expired	-	-	-	
Warrants issued	-	-	-	
Warrants exercised	-	(4,285,714)	(4,285,714)	\$ 0.08
Number of shares exercisable at December 31, 2012	-	1,500,000	1,500,000	\$ 0.50

Preferred stock

At December 31, 2012 and 2011, the Company had 1,000,000 shares of preferred stock authorized. During the year ended May 31, 2011, the Company issued an aggregate 314,649 shares of its Series E preferred stock. There were no shares issued and outstanding at December 31, 2012 and 2011.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

On June 24, 2010, the Company filed a Certificate of Designations of Preferences and Rights of Series E Convertible Preferred Stock ("Certificate of Designations"), as authorized by the Board of Directors, designating 350,000 shares of its 1,000,000 shares of preferred stock as Series E Convertible Preferred Stock ("Series E Preferred"). The conversion rights of the Series E Preferred are that each share will be convertible at any time on or after January 1, 2011, at the holder's option into 100 shares of common stock (an exercise price of \$.16 per share of common stock, the "Conversion Price"), subject to anti-dilution adjustment as set forth below. Each share of outstanding Series E Preferred Stock shall automatically be converted into shares of common stock on or after July 1, 2011, at the then effective applicable conversion ratio, if, at any time following the Issuance Date, the price of the common stock for any 30 consecutive trading days equals or exceeds three times the Conversion Price and the average daily trading volume for the Company's common stock for the 30 consecutive trading days exceeds 250,000 shares.

Pursuant to its conversion terms, the Series E Preferred was deemed automatically converted to common stock effective July 1, 2011. As of December 31, 2011, 29,956,100 shares of common stock had been issued for 299,561 shares of Series E Preferred, with 712,350 shares of common stock yet to be issued. The remaining 712,350 shares were issued during 2012.

For the seven months ended December 31, 2011 and the year ended May 31, 2011, the Company recorded dividends totaling \$1,221,000 and \$429,000, respectively. Included in these amounts is the recognition of the value of the embedded beneficial conversion feature of the Series E Preferred, which reflects the difference between the conversion price and the market price at time of investment. The amounts included in the dividends reported attributable to this beneficial conversion feature are \$1,201,000 and \$225,000 for the seven months ended December 31, 2011 and the year ended May 31, 2011, respectively. These are noncash dividends requiring no payment and ceased on conversion of the Series E Preferred to common stock.

Chinese subsidiaries dividends and statutory reserves

The payment of dividends by entities organized in China is subject to limitations. In particular, regulations in China currently permit payment of dividends only out of accumulated profits as determined in accordance with People's Republic of China ("PRC") accounting standards and regulations. Based on PRC accounting standards, our Chinese subsidiaries are also required to set aside at least 10% of after-tax profit each year to their general reserves until the accumulative amount of such reserves reaches 50% of the registered capital. These reserves are not distributable as cash dividends. In addition, they are required to allocate a portion of their after-tax profit to their staff welfare and bonus fund at the discretion of their respective boards of directors. Moreover, if any of our PRC subsidiaries incurs debt on its own behalf in the future, the instruments governing the debt may restrict its ability to pay dividends or make other distributions to us. Distribution of dividends from the Chinese operating companies to foreign shareholders is subject to a 10% withholding tax.

NOTE O - OPTION PLANS

1999 Stock Option Plan

In July 1999, the Company's Board of Directors approved the 1999 Stock Option Plan ("the 1999 Plan"), for which the Company reserved an aggregate of 2,000,000 shares of common stock. The 1999 Plan provides that a committee of the Board of Directors of the Company will administer it and that the committee will have full authority to determine the identity of the recipients of the options and the number of shares subject to each option. Options granted under the 1999 Plan may be either incentive stock options or non-qualified stock options. The option price shall be 100% of the fair market value of the common stock on the date of the grant (or in the case of incentive stock options granted to any individual principal stockholder who owns stock possessing more than 10% of the total combined voting power of all voting stock of the Company, 110% of such fair market value). The term of any option may be fixed by the committee but in no event shall exceed ten years from the date of grant. Options are exercisable upon payment in full of the exercise price, either in cash or in common stock valued at fair market value on the date of exercise of the option. In July 2000, the Company's Board of Directors increased the number of shares authorized for issuance under the 1999 Plan by 1,000,000 shares to 3,000,000 shares. In December 2001, the Board of Directors of the Company increased the number of shares authorized for issuance under the 1999 Plan by 2,000,000 shares to 5,000,000 shares.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In May 2006, the Board of Directors accelerated the vesting period for all unvested options to May 31, 2006.

The term for which options may be granted under the 1999 Plan expired July 12, 2009.

During the year ended May 31, 2011, options to purchase 1,100,000 shares of common stock under the 1999 Plan at an exercise price ranging from \$0.09 to \$3.88 were retired or cancelled.

In the seven months ended December 31, 2011, options to purchase 54,000 shares of common stock under the 1999 Plan at an exercise price of \$3.96 were retired or cancelled.

2004 Stock Option and Stock Issuance Plan

In October 2004, the Company's stockholders approved the 2004 Stock Option and Stock Issuance Plan ("the 2004 Plan"), for which the Company reserved an aggregate of 2,500,000 shares of common stock. The 2004 Plan is divided into two separate equity programs: (i) the Option Grant Program under which eligible persons ("Optionees") may, at the discretion of the Board of Directors, be granted options to purchase shares of common stock; and (ii) the Stock Issuance Program under which eligible persons ("Participants") may, at the discretion of the Board of Directors, be issued shares of common stock directly, either through the immediate purchase of such shares or as a bonus for services rendered to the Company.

Options granted under the 2004 Plan shall be non-qualified or incentive stock options and the exercise price is the fair market value of the common stock on the date of grant except that for incentive stock options it shall be 110% of the fair market value if the Optionee owns 10% or more of our common stock. The term of any option may be fixed by the Board of Directors or committee but in no event shall exceed ten years from the date of grant. Stock options granted under the 2004 Plan may become exercisable in one or more installments in the manner and at the time or times specified by the committee. Options are exercisable upon payment in full of the exercise price, either in cash or in common stock valued at fair market value on the date of exercise of the option. The term for which options may be granted under the 2004 Plan expires July 12, 2014.

Under the stock issuance program, the purchase price per share shall be fixed by the Board of Directors or committee but cannot be less than the fair market value of the common stock on the issuance date. Payment for the shares may be made in cash or check payable to us, or for past services rendered to us and all shares of common stock issued thereunder shall vest upon issuance unless otherwise directed by the committee. The number of shares issuable is also subject to adjustments upon the occurrence of certain events, including stock dividends, stock splits, mergers, consolidations, reorganizations, recapitalizations, or other capital adjustments.

The 2004 Plan provides that a committee of the Board of Directors of the Company will administer it and that the committee will have full authority to determine and designate the individuals who are to be granted stock options or qualify to purchase shares of common stock under the 2004 Plan, the number of shares to be subject to options or to be purchased and the nature and terms of the options to be granted. The committee also has authority to interpret the 2004 Plan and to prescribe, amend and rescind the rules and regulations relating to the 2004 Plan.

In May 2006, the Board of Directors accelerated the vesting period for all unvested options to May 31, 2006.

There was no activity under the 2004 plan during the year ended December 31, 2012, the seven months ended December 31, 2011, or the year ended May 31, 2011.

At December 31, 2012, there were 785,224 shares available for future grants under the 2004 Plan.

2010 Stock Option and Stock Issuance Plan

On June 17, 2010 the Board of Directors approved the 2010 Stock Plan (the "2010 Plan") for officers, directors, employees and consultants of the Company. The stock issuable under the 2010 Plan shall be shares of the Company's authorized but unissued or reacquired common stock. The maximum number of shares of common stock which may be issued under the 2010 Plan is 5,000,000 shares.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The 2010 Plan is comprised of two separate equity programs, the Options Grant Program, under which eligible persons may be granted options to purchase shares of common stock, and the Stock Issuance Program, under which eligible persons may be issued shares of common stock directly, either through the immediate purchase of such shares or as a bonus for services rendered to the Company.

The 2010 Plan provides that the Board of Directors, or a committee of the Board of Directors, will administer it with full authority to determine the identity of the recipients of the options or shares and the number of options or shares. Options granted under the 2010 Plan may be either incentive stock options or non-qualified stock options. The option price shall be 100% of the fair market value of the common stock on the date of the grant (or in the case of incentive stock options granted to any individual stockholder possessing more than 10% of the total combined voting power of all voting stock of the Company, 110% of such fair market value). The term of any option may be fixed by the Board of Directors, or its authorized committee, but in no event shall it exceed five years from the date of grant. Options are exercisable upon payment in full of the exercise price, either in cash or in common stock valued at fair market value on the date of exercise of the option.

During the year ended May 31, 2011, 3,790,000 restricted shares of common stock were granted under the 2010 Plan to non-officer employees and consultants of the Company, of which 355,000 shares vested immediately with the remainder vesting over a three year period, and of which 360,000 shares were forfeited. Additionally, 650,000 restricted shares of common stock, vesting over a three year period, were granted to company officers.

During the seven months ended December 31, 2011, 475,000 restricted shares of common stock were granted under the 2010 Plan to an officer, of which 100,000 shares vested immediately with the remainder vesting over a three year period. As of December 31, 2011, 125,000 additional shares were forfeited and 196,008 were withheld for withholding taxes.

In the year ended December 31, 2012, 500,000 restricted shares of common stock were granted under the 2010 Plan to officers of the Company, of which 250,000 shares vested immediately with the remainder vesting over a one year period. As of December 31, 2012, 355,000 additional shares were forfeited and 245,552 additional shares were withheld for withholding taxes.

No options were issued under the 2010 Plan during the year ended December 31, 2012, the seven months ended December 31, 2011, or the year ended May 31, 2011.

Stock option and stock grant activity under all the plans for the year ended December 31, 2012, the seven months ended December 31, 2011, and the year ended May 31, 2011 is summarized as follows:

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	Shares Available for Grant	Number of Shares	Outstanding Options	
			Range of Exercise Price per Share	Weighted Average Exercise Price
Balance at May 31, 2010	785,224	2,963,776	\$ 0.08 - \$3.96	\$ 0.57
Options granted	-	-		
Options canceled	-	(1,100,000)	\$ 0.09 - \$3.88	\$ 0.94
Available under 2010 Plan	920,000			
Balance at May 31, 2011	1,705,224	1,863,776	\$ 0.08 - \$3.96	\$ 0.34
Options granted	-	-		
Options canceled	-	(54,000)	\$ 3.96	\$ 3.96
Granted under 2010 Plan	(475,000)	-		
Cancelled under 2010 Plan	321,008	-		
Balance at December 31, 2011	1,551,232	1,809,776	\$ 0.08 - \$1.11	\$ 0.23
Options granted	-	-		
Options canceled	-	-		
Granted under 2010 Plan	(500,000)	-		
Cancelled under 2010 Plan	600,552	-		
Balance at December 31, 2012	1,651,784	1,809,776	\$ 0.08 - \$1.11	\$ 0.23

The following table summarizes information about stock options outstanding and exercisable at December 31, 2012:

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Number Outstanding at December 31, 2012	Weighted Average Remaining Contractual Life (yrs.)	Weighted Average Exercise Price	Number Exercisable at December 31, 2012	Weighted Average Exercise Price
0.08					
\$ - \$0.58	1,689,776	3.3	\$ 0.18	1,689,776	\$ 0.18
0.71					
\$ - \$1.11	120,000	1.2	\$ 1.04	120,000	\$ 1.04
	<u>1,809,776</u>	<u>3.2</u>	<u>\$ 0.23</u>	<u>1,809,776</u>	<u>\$ 0.23</u>

There were 82,120,444 remaining authorized shares of common stock after reserves for all stock option plans and stock warrants.

NOTE P - INCOME TAXES

As of December 31, 2012, the recorded deferred tax assets were \$18,147,000, reflecting a decrease of \$1,481,000 during the year ended December 31, 2012, which was offset by a valuation allowance the same amount. The Company also recorded a net deferred tax liability of \$112,000 as of December 31, 2012 and 2011, which arose from pre-acquisition FGE operations, primarily related to revenue recognized for book prior to recognition for tax.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The Company's deferred tax assets are summarized as follows:

	<i>(in thousands)</i>	
	December 31, 2012	December 31, 2011
Net operating loss carryforwards	\$ 15,584	\$ 18,030
Depreciation and amortization	143	59
Deferred rent	-	3
Deferred gain on sale of building	-	12
Allowance for doubtful accounts	50	54
Reserve for obsolete inventory	195	165
Tax credits	358	358
Expense accruals	482	545
Deferred revenue	1,335	402
Total gross deferred taxes	18,147	19,628
Valuation allowance	(18,147)	(19,628)
Net deferred tax assets	\$ -	\$ -

At December 31, 2012, the Company had net operating loss carryforwards for federal and state income tax purposes of approximately \$39.0 million expiring at various dates from 2013 through 2031. In the year ended December 31, 2012, the seven months ended December 31, 2011 and the year ended May 31, 2011, approximately \$6.1 million, \$0.5 million, and \$5.4 million, respectively, of net operating loss carryforwards expired. Future expirations of net operating loss carryforwards are approximately as follows:

	<i>(in thousands)</i>	
Calendar Year	Amount	
2013	\$	4,400
2014		-
2015		-
2016		-
2017		-
Thereafter		34,600
Total	\$	39,000

Income tax expense for the year ended December 31, 2012 was \$52,000 and consisted mainly of state income taxes. For the seven months ended December 31, 2011, income tax expense was \$276,000 and consisted mainly of Federal Alternative Minimum Tax and income tax in states with income in excess of available net operating loss carry forwards. Income tax expense for the year ended May 31, 2011 consists primarily of accruals for state taxes and adjustments for amounts paid or accrued in excess of actual income tax liabilities.

The Company has recorded a provision of \$500,000 for the seven months ended December 31, 2011 for the potential liability that may arise from the business of FGE prior to its acquisition by the Company. Under the acquisition agreement of FGE by Vasomedical, the former shareholders of FGE have fully indemnified Vasomedical against any undisclosed liabilities and the Company believes that any liability that may arise should be recoverable from these former shareholders.

Under current tax law, the utilization of tax attributes will be restricted if an ownership change, as defined, were to occur. Section 382 of the Internal Revenue Code provides, in general, that if an "ownership change" occurs with respect to a corporation with net operating and other loss carryforwards, such carryforwards will be available to offset taxable income in each taxable year after the ownership change only up to the "Section 382 Limitation" for each year (generally, the product of the fair market value of the corporation's stock at the time of the ownership change, with certain adjustments, and a specified long-term tax-exempt bond rate at such time). The Company's ability to use its loss carryforwards will be limited in the event of an ownership change.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following is a reconciliation of the effective income tax rate to the federal statutory rate:

	For the year ended December 31, 2012	For the seven months ended December 31, 2011	For the year ended May 31, 2011
	%	%	%
Federal statutory rate	34.00	34.00	(34.00)
State income taxes	6.00	6.00	(6.00)
Change in valuation allowance relating to operations	-	-	40.00
Utilizations of net operating loss carryforward	(40.00)	(40.00)	-
Foreign taxes	0.20	1.17	-
Alternative minimum tax	(0.37)	2.10	-
Other	1.73	1.84	0.17
	<u>1.56</u>	<u>5.12</u>	<u>0.17</u>

NOTE Q - COMMITMENTS AND CONTINGENCIES

Sales representation agreement

In June 2012, the Company concluded an amendment of the GEHC Agreement with GE Healthcare, originally signed on May 19, 2010. The amendment, effective July 1, 2012, extends the initial term of three years commencing July 1, 2010 to five years through June 30, 2015, subject to earlier termination under certain circumstances. These circumstances include not materially achieving certain sales goals, not maintaining a minimum number of sales representatives, and various legal and GEHC policy requirements. Under the terms of the agreement, the Company is required to lease dedicated computer equipment from GEHC for connectivity to their network.

In conjunction with the extension of the GEHC Agreement, the Company granted VasoHealthcare employees both stock and cash-based performance incentives for the ensuing year. The incentives provide for cash payments of up to \$2.4 million and grants of restricted common stock of the Company up to 2.4 million shares, vesting at various times through July 1, 2013. A condition of the incentives is that the employees remain continuously employed through the vesting dates. For the year ended December 31, 2012, approximately \$2.2 million was recorded as SG&A expense on the consolidated statements of operations and comprehensive income (loss) in conjunction with the incentive plan. As of December 31, 2012, approximately \$1.5 million and 1.5 million shares remain unvested.

Facility Leases

On August 15, 2007, we sold our facility in Westbury, New York under a five-year leaseback agreement, which expired in August 2012. In September 2012, the term of the lease was extended for an additional three years. The Company also leases offices in New York City under a five year agreement expiring May 2017. VasoHealthcare also leases facilities in Greensboro, North Carolina pursuant to a lease which expires in May 2013. FGE leases facilities in Wuxi, China, pursuant to leases expiring in December 2013, February 2014, and March 2018, and a facility in Foshan, China, pursuant to a lease that expires in April 2016.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Vehicle Lease Agreement

In June 2011, the Company began taking deliveries under a closed-end master lease agreement for the provision of vehicles to the sales team of its Sales Representation segment. Vehicles obtained under the terms of the agreement are leased generally for a 36 month term, and payments are fixed for each year of the agreement, subject to readjustment at the beginning of the second and third year.

Future rental payments under these operating leases aggregate approximately as follows:

For the years ended December 31,

	Vehicles	Facilities	<i>(in thousands)</i> Total
2013	\$ 325	\$ 307	\$ 632
2014	198	254	452
2015	33	212	245
2016	-	95	95
2017	-	65	65
Thereafter	-	12	12
Total	\$ 556	\$ 945	\$ 1,501

Employment Agreement

On March 21, 2011, the Company entered into an Employment Agreement with its President and Chief Executive Officer, Dr. Jun Ma, for a three-year term ending on March 14, 2014. The Employment Agreement currently provides for annual compensation of \$275,000. Dr. Ma shall be eligible to receive a bonus for each fiscal year thereafter during the employment term. The amount and the occasion for payment of such bonus, if any, shall be at the discretion of the Board of Directors. Dr. Ma shall also be eligible for an award under any long-term incentive compensation plan and grants of options and awards of shares of the Company's stock, as determined at the Board of Directors' discretion. The Employment Agreement further provides for reimbursement of certain expenses, and certain severance benefits in the event of termination prior to the expiration date of the Employment Agreement. Dr Ma's agreement, as modified, is for a continuing three year term, unless earlier terminated by the Company, but in no event can extend beyond March 21, 2019.

Litigation

The Company is currently, and has been in the past, a party to various routine legal proceedings incident to the ordinary course of business. The Company believes that the outcome of all such pending legal proceedings in the aggregate is unlikely to have a material adverse effect on the business or consolidated financial condition of the Company.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Foreign operations

During the years ended December 31, 2012 and 2011, the Company had and continues to have operations in China. Operating internationally involves additional risks relating to such things as currency exchange rates, different legal and regulatory environments, political, economic risks relating to the stability or predictability of foreign governments, differences in the manner in which different cultures do business, difficulties in staffing and managing foreign operations, differences in financial reporting, operating difficulties, and other factors. The occurrence of any of these risks, if severe enough, could have a material adverse effect on the consolidated financial position, results of operations and cash flows of the Company.

Commercial law is still developing in China and there are limited legal precedents to follow in commercial transactions. There are many tax jurisdictions each of which may have changing tax laws. Applicable taxes include value added taxes ("VAT"), corporate income tax, and social (payroll) taxes. Regulations are often unclear. Tax declarations (reports) are subject to review and taxing authorities may impose fines, penalties and interest. These facts create risks in China.

NOTE R - 401(K) PLAN

In April 1997, the Company adopted the Vasomedical, Inc. 401(k) Plan to provide retirement benefits for its employees. As allowed under Section 401(k) of the Internal Revenue Code, the plan provides tax-deferred salary deductions for eligible employees. Employees are eligible to participate in the next quarter enrollment period after employment. Participants may make voluntary contributions to the plan up to 15% of their compensation. In the year ended December 31, 2012, the seven months ended December 31, 2011, and the year ended May 31, 2011, the Company made discretionary contributions of approximately \$81,000, \$25,000, and \$27,000, respectively, to match a percentage of employee contributions.

The following table presents certain financial information for the years ended December 31, 2012 and 2011, and for the seven months ended December 31, 2011 and 2010.

	For the years ended December 31,		For the seven months ended December 31,	
	2012	2011	2011	2010
	(unaudited)		(unaudited)	
<i>(in thousands except per share data)</i>				
Statement of Operations Data:				
Total revenues	\$ 29,240	\$ 31,112	\$ 23,489	\$ 8,741
Gross profit	20,594	21,917	16,756	5,820
Operating income (loss)	(3,508)	3,701	5,189	(2,445)
Total other income, net	179	208	199	40
Income (loss) before income taxes	(3,329)	3,909	5,388	(2,405)
Net income (loss)	(3,381)	3,634	5,112	(2,413)
Preferred stock dividends	-	(1,459)	(1,221)	(191)
Net income (loss) applicable to common stockholders	(3,381)	2,175	3,891	(2,604)
Comprehensive income (loss)	\$ (3,347)	\$ 2,175	\$ 3,891	\$ (2,604)
Earnings (loss) per common share				
- basic	\$ (0.02)	\$ 0.02	\$ 0.03	\$ (0.02)
- diluted	\$ (0.02)	\$ 0.02	\$ 0.03	\$ (0.02)
Weighted average common shares outstanding				
- basic	158,366	132,918	146,549	110,833
- diluted	158,366	140,414	153,657	110,833
Statements of Cash Flows Data:				
Net cash provided by (used in) operations	\$ 9,431	\$ 114	\$ (5,103)	\$ (1,032)
Net cash provided by (used in) investing activities	(402)	(682)	(638)	(132)
Net cash provided by (used in) financing activities	153	(238)	(95)	3,783
Effect of exchange rate differences on cash	(7)	-	-	-
Increase (decrease) in cash and cash equivalents	\$ 9,175	\$ (806)	\$ (5,836)	\$ 2,619

EMPLOYMENT AGREEMENT

THIS EMPLOYMENT AGREEMENT (this "Agreement"), made and entered into as of March 16, 2011, by and between VASOMEDICAL, INC., a Delaware corporation, with its principal office located at 180 Linden Avenue, Westbury, New York 11590 (together with its successors and assigns permitted under this Agreement, "Vasomedical") and JUN MA residing at 214 Riverside Drive, New York, New York 10025 ("Employee").

WITNESSETH:

WHEREAS, Vasomedical has employed Employee as its Chief Executive Officer and President; and

WHEREAS, Vasomedical wishes to assure itself of the services of Employee for the period hereinafter provided, and Employee is willing to continue to be employed by Vasomedical for said period, upon the terms and conditions provided in this Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants contained herein and for other good and valuable consideration, the receipt of which is mutually acknowledged, Vasomedical and Employee (individually a "Party" and together the "Parties") agree as follows:

1. DEFINITIONS.

(a) "**Beneficiary**" shall mean the person or persons named by Employee pursuant to Section 17 below or, in the event that no such person is named who survives Employee, his estate.

(b) "**Board**" shall mean the Board of Directors of Vasomedical.

(c) "**Cause**" shall mean:

(i) Employee's conviction of, or pleading guilty to, a felony or nolo contendere to a charge of any felony or of any lesser crime involving fraud or moral turpitude, excluding DWI (or other similar offense);

(ii) willful refusal of Employee to perform his material duties under this Agreement, resulting in material economic harm to Vasomedical, or

(iii) a material breach by Employee of the provisions of Sections 14 or 15 of this Agreement.

Notwithstanding the foregoing, no act or failure to act (to the extent curable) shall constitute Cause unless Vasomedical gives Employee written notice after becoming aware of the occurrence of the act or failure to act which Vasomedical believes constitutes the basis for Cause, specifying the particular act or failure to act which Vasomedical believes constitutes the basis for Cause. If Employee fails to cure such act or failure to act within thirty (30) days after receipt of such notice, Employee's employment shall be deemed terminated for Cause. Further, any act or failure to act based upon authority given pursuant to a resolution adopted by the Board or based upon the written advice of counsel for Vasomedical shall be conclusively presumed to be done, or omitted to be done, by Employee in good faith and in the best interests of Vasomedical.

(d) **"Change in Control"** shall mean the occurrence of any of the following events during the Employment Term:

(i) any person, or more than one person acting as a group within the meaning of Code Section 409A and the regulations issued thereunder, acquires ownership of stock of Vasomedical that, together with stock held by such person or group, constitutes more than 50 percent of the total fair market value or total voting power of the stock of Vasomedical; provided, however, that for purposes of this subsection (i), the following acquisitions shall not be deemed to result in a Change in Control: (A) any acquisition directly from Vasomedical, (B) any acquisition by Vasomedical or any Affiliate, or (C) any acquisition by (x) any employee benefit plan (or related trust) intended to be qualified under Section 401(a) of the Code or (y) any trust established in connection with any broad-based employee benefit plan sponsored or maintained, in each case, by Vasomedical or any corporation controlled by Vasomedical;

(ii) a majority of the members of the Board is replaced during any 30-month period by directors whose appointment or election is not endorsed by a majority of the members of the Board before the date of the appointment or election, but excluding any new director whose initial assumption of office occurs as a result of an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of any individual, entity or group.

(iii) the consummation of a reorganization, merger, consolidation or similar form of transaction involving Vasomedical or any of its subsidiaries ("Business Combination"); excluding, however, such a Business Combination (A) pursuant to which all or substantially all of the individuals and entities who were the beneficial owners of the Outstanding Vasomedical Voting Securities immediately prior to such Business Combination beneficially own, directly or indirectly, more than seventy percent (70%) of the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors of the corporation resulting from such Business combination in substantially the same proportions as their ownership, immediately prior to such Business Combination, of the Outstanding Vasomedical Voting Securities, or (B) effected to implement a recapitalization or reorganization of Vasomedical (or similar transaction) in which no Person acquires more than thirty percent (30%) of the combined voting power of Vasomedical's then outstanding securities; or

(iv) a complete liquidation or dissolution of Vasomedical or sale or other disposition of all or substantially all of the assets of Vasomedical, other than to any Subsidiary or any Affiliate.

Notwithstanding the foregoing, a Change of Control shall not include any event, circumstance or transaction that results from any action of any Person, entity or group which includes, is affiliated with or is wholly or partly controlled by one or more executive officers of Vasomedical and in which Employee participates directly or actively (other than renegotiation of his employment arrangements or in his capacity as an employee of Vasomedical or any successor entity thereto or to the business of Vasomedical).

(e) "**Code**" shall mean the Internal Revenue Code of 1986, as amended from time to time.

(f) "**Committee**" shall mean the Compensation Committee of the Board.

(g) "**Disability**" shall mean the illness or other mental or physical disability of Employee, as determined by a physician acceptable to Vasomedical and Employee, resulting in his failure during the Employment Term to perform substantially his applicable material duties under this Agreement for a period of six consecutive months.

(h) "**Employment Term**" shall mean the period specified in Section 2(b) below.

(i) "**Fiscal Year**" shall mean the period beginning on June 1 and ending on May 31.

(j) "**Good Reason**" shall mean, at any time during the Employment Term, in each case without Employee's prior written consent.

(i) reduction in his then current Salary or Bonus percentage; or

(ii) the relocation of Employee's own office location more than 35 miles from the current location of Vasomedical;

(iii) Vasomedical's failure to pay Employee any amounts otherwise vested and due him under Sections 3, 4 and 5 hereof which breach is not cured within thirty (30) business days after written notification to Vasomedical of such breach; or

(iv) the failure to appoint Employee Chief Executive Officer or the assignment to Employee of duties materially incompatible with his current title and position or such higher position as may be agreed upon in writing between the parties, which breach is not promptly cured after written notification to Vasomedical of such breach; or

(v) any material breach of this Agreement by Vasomedical; or

(vi) a failure of Vasomedical to have any successor assume in writing the obligations under this Agreement.

(k) "**Salary**" shall mean the annual salary provided for in Section 3 below, as adjusted from time to time.

(l) "**Spouse**" shall mean, during the Term of Employment, the woman who as of any relevant date is legally married to Employee.

(m) "**Subsidiary**" shall mean any corporation of which Vasomedical owns, directly or indirectly, more than 50 percent of its voting stock.

2.EMPLOYMENT TERM, POSITIONS AND DUTIES.

(a) **Employment of Employee.** Vasomedical hereby agrees to employ Employee, and Employee hereby accepts employment with Vasomedical, in the positions and with the duties and responsibilities set forth below and upon such other terms and conditions as are hereinafter stated. Employee shall render services to Vasomedical principally at Vasomedical's corporate headquarters, and shall do such traveling on behalf of Vasomedical as shall be reasonably required in the course of the performance of his duties hereunder.

(b) **Employment Term.** Unless earlier terminated under Section 11 hereof, the Employment Term shall commence as of March 15, 2011 (the "Commencement Date") and shall continue for a three year period, through March 14, 2014.

(c) **Titles and Duties.** Until the date of termination of his employment hereunder, Employee shall be employed as Chief Executive Officer, reporting to the Chairman of the Board of Directors. In his capacity as Chief Executive Officer, Employee shall have the customary powers, responsibilities and authorities of such officer of corporations of the size, type and nature of Vasomedical.

(d) Time and Effort.

(i) Employee agrees to devote his best efforts and abilities, and his full time and attention, to the affairs of Vasomedical in order to carry out his duties and responsibilities under this Agreement.

(ii) Notwithstanding the foregoing, nothing shall preclude Employee from (A) being engaged as a faculty member and professor at New York Institute of Technology, (B) serving on the boards of a reasonable number of trade associations, charitable organizations and/or businesses not in competition with Vasomedical, (C) engaging in charitable activities and community affairs and (D) managing his personal investments and affairs; provided, however, that, such activities do not interfere with the proper performance of his duties and responsibilities specified in Section 2 (c) above.

3.SALARY.

(a) Initial Salary. Employee shall receive from Vasomedical a Salary, payable in accordance with the regular payroll practices of Vasomedical, at the annual rate of \$200,000.

(b) Salary Increase. During the Employment Term, Employee shall be eligible for periodic annual increases in Salary in the sole discretion of the Board of Directors.

4. STOCK COMPENSATION.

Employee shall also be entitled to receive as compensation, shares of the Company's common stock on an annual basis commencing on the effective date of this Agreement in the sole discretion of the Board of Directors.

5.BONUSES.

Discretionary Bonus. Employee shall be eligible to receive a bonus for the Fiscal Year ending on May 31, 2011, and for each Fiscal Year thereafter during the Employment Term. The amount and the occasion for payment of such bonus, if any, shall be determined by the Board of Directors in its sole discretion.

6. LONG-TERM INCENTIVE.

During the Employment Term, Employee shall be eligible for an award under any long-term incentive compensation plan established by Vasomedical for the benefit of Employee or, in the absence thereof, under any such plan that may be established for the benefit of members of the senior management of Vasomedical.

7. EQUITY GRANTS.

As a condition to his employment, Employee shall be eligible to receive further grants of options to purchase shares of Vasomedical's stock and awards of shares of Vasomedical's stock, either or both as determined by the Board of Directors, under and in accordance with the terms of applicable plans of Vasomedical and related option and award agreements.

8. EXPENSE REIMBURSEMENT; CERTAIN OTHER COSTS.

During the Employment Term, Employee shall be entitled to prompt reimbursement by Vasomedical for all reasonable out-of-pocket expenses incurred by him in performing services under this Agreement.

9. PERQUISITES.

During the Employment Term, Vasomedical shall provide Employee with an office at Vasomedical's executive offices with secretarial and other assistance.

10. EMPLOYEE BENEFIT PLANS.

(a) General. During the Employment Term, Employee shall be entitled to participate in all employee benefit plans and programs made available to Vasomedical's senior executives or to its employees generally, as such plans or programs may be in effect from time to time, including, without limitation, pension and other retirement plans, profit-sharing plans, savings and similar plans, group life insurance, accidental death and dismemberment insurance, travel accident insurance, hospitalization insurance, surgical insurance, major and excess major medical insurance, dental insurance, short-term and long-term disability insurance, sick leave (including salary continuation arrangements), holidays, vacation (not less than four weeks in any calendar year) and any other employee benefit plans or programs that may be sponsored by Vasomedical from time to time, including plans that supplement the above-listed types of plans, whether funded or unfunded.

(b) Medical Care Reimbursement and Insurance. During the Employment Term Vasomedical shall provide Employee and his Spouse, with life insurance, hospitalization insurance, surgical insurance, major and excess major medical insurance and dental insurance in accordance with the most favorable plans, policies, programs and practices of Vasomedical made available generally to other senior executive officers of Vasomedical.

11. TERMINATION OF EMPLOYMENT.

(a) Voluntary Termination and Termination by Mutual Agreement. Employee may terminate his employment voluntarily at any time, on ninety (90) days prior written notice, during the Employment Term. If he does so, except for Good Reason, he shall be entitled to receive only the compensation and benefits specified in [Section 11\(b\)](#) except as otherwise provided in [Section 11\(a\)](#). The Parties may terminate this Agreement by mutual written agreement at any time. If they do so, Employee's entitlements shall be as the Parties mutually agree.

(b) General. Except as otherwise set forth in Section 11, in the event of termination of Employee's employment under this Agreement, he or his Beneficiary, as the case may be, shall be entitled to receive (in addition to payments and benefits under, and except as specifically provided in, subsections (c) through (h) below, as applicable):

(i) his Salary through the date of termination;

(ii) any bonus awarded but not yet paid to him;

(iii) any other compensation or benefits, including without limitation long-term incentive compensation described in [Section 6](#) above, benefits under equity grants and awards described in [Section 7](#) above and employee benefits under plans described in [Section 10](#) above, that have vested through the date of termination or to which he may then be entitled in accordance with the applicable terms and conditions of each grant, award or plan; and

(iv) reimbursement in accordance with [Sections 11\(a\) and \(b\)](#) above of any business and medical expenses incurred by Employee or his Spouse, as applicable, through the date of termination but not yet paid to him.

(c) Termination due to Death. In the event that Employee's employment is terminated due to his death, his Beneficiary shall be entitled, in addition to the compensation and benefits specified in [Section 11\(b\)](#), to twelve months' Salary payable in twelve (12) equal monthly increments and commencing on the first payroll period following his death.

(d) Termination due to Disability. In the event of Disability, Vasomedical or Employee may terminate Employee's employment. If Employee's employment is terminated due to Disability, he shall be entitled, in addition to the compensation and benefits specified in [Section 11\(b\)](#), to severance equal to twelve months' Salary payable in twelve (12) equal monthly installments commencing on the first payroll period following such termination; provided, however, that if and to the extent necessary to avoid the imposition of any taxes imposed under Section 409A of the Code, such twelve (12) months of continued Salary shall be payable over up to twenty four (24) months.

(e) Termination by Vasomedical for Cause. In the event that Employee's employment is terminated for Cause, he shall be entitled only to the compensation and benefits specified in [Section 11\(b\)](#).

(f) Termination by Vasomedical Without Cause or by Employee for Good Reason. Vasomedical may terminate Employee's employment hereunder without Cause and Employee may terminate his employment hereunder for Good Reason. If, during the Employment Term, Vasomedical terminates Employee's employment without Cause or Employee terminates his employment for Good Reason, in either such case, other than within two years after a Change in Control, he shall be entitled to receive, subject to the execution and non-revocation of a release and to Employee's continued compliance with the restrictive covenants contained in [Sections 12 and 13](#), commencing no later than forty-five (45) days after such termination, in addition to the compensation and benefits specified in [Section 11\(b\)](#):

(i) continued Salary for twenty four (24) months payable in twenty four (24) equal monthly installments and commencing as soon as practicable following such termination; provided that in the event the remaining Employment Term is less than 24 months, the Employee shall receive monthly payments for the greater of (a) the remainder of the Employment Term, or (b) 12 months;

and (ii) a bonus payment which would have otherwise been paid for the year of termination had Employee's employment not been terminated, to be paid at such time as such bonus would otherwise have been paid;

(iii) if Employee (or his beneficiaries) elect continued medical coverage under COBRA, Vasomedical will pay for coverage under COBRA for 18 months following such termination.

(g) Termination by Vasomedical Without Cause or by Employee for Good Reason Within Two Years After a Change in Control. If, during the Employment Term, Vasomedical terminates Employee's employment without Cause or Employee terminates his employment for Good Reason, in either such case, within two years after a Change in Control, he shall be entitled to receive, subject to the execution and non-revocation of a release and to Employee's continued compliance with the restrictive covenants contained in Sections 14 and 15, commencing no later than forty-five (45) days after such termination, in addition to the compensation and benefits specified in Section 11 (b):

(i) a lump sum payment, as soon as administratively feasible following such termination, but in any event within ten (10) days thereafter, equal to two and one-half (2.5) times the sum of (A) the Salary (but in no event less than Employee's Salary in effect immediately prior to the Change in Control) plus (B) the average of the annual bonuses hereof paid to Employee under Section 5 in the three-year period immediately prior to such termination;

(ii) a pro-rata portion of the annual bonus for the most recently completed fiscal year, to be paid as soon as administratively feasible following such termination, but in any event within ten (10) days thereafter; and

(iii) continued medical coverage under Vasomedical's medical and health plans until the earlier of December 31 of the second calendar year following the year of termination of Employee's employment or Employee's commencement of employment with another employer, at the same cost as is paid by similarly situated continuing employees.

(h) Vesting of Equity Upon Certain Terminations. If, during the Employment Term, Vasomedical terminates Employee's employment without Cause or Employee terminates his employment for Good Reason, in either such case, all unvested options and shares shall vest in full as of the date of termination.

(i) Specified Employee. Notwithstanding any other provision of this Agreement, if (i) Employee is to receive payments or benefits under Section 11 by reason of his separation from service (as such term is defined in Section 409A of the Code) other than as a result of his death, (ii) Employee is a "specified employee" within the meaning of Code Section 409A for the period in which the payment or benefits would otherwise commence, and/or (iii) such payment or benefit would otherwise subject Employee to any tax, interest or penalty imposed under Section 409A of the Code (or any regulation promulgated thereunder) if the payment or benefit would commence within six months of a termination of Employee's employment, then such payment or benefit required under Section 11 shall not commence until the first day which is at least six months and one day after the termination of Employee's employment. Each severance installment contemplated under this Section 11 shall be treated as a separate payment in a series of separate payments under Treasury Regulation Section 1.409A-2(b)(2)(iii). Such payments or benefits, together with simple interest calculated at LIBOR as of the date of such separation from service, which would otherwise have been required to be made over such six month period, shall be paid to Employee in one lump sum payment or otherwise provided to Employee as soon as administratively feasible after the first day which is at least six months after the termination of Employee's employment. Thereafter, the payments and benefits shall continue, if applicable, for the relevant period set forth above. For purposes of this Agreement, all references to "termination of employment" and other similar language shall be deemed to refer to Employee's "separation from service" as defined in Treasury Regulation Section 1.409A-1(h), including, without limitation, the default presumptions thereof.

(j) Miscellaneous. For the avoidance of doubt, if applicable, Employee shall only be entitled to receive the payments and benefits provided under Section 11 (f) or 11 (g), which ever is applicable, but not under both such sections.

12. NO DUTY TO MITIGATE.

In the event of a termination of employment under Sections 11 (c), 11 (f) or 11 (g), Employee shall not be required to mitigate damages or the amount of any payment provided for under this Agreement by seeking other employment or otherwise, nor will any payment hereunder be subject to offset in the event Employee does receive compensation for any reason from any other source.

13. PARACHUTES.

Upon a Change in Control during the Employment Term, notwithstanding any other provisions of this Agreement to the contrary, in the event that any payments or benefits received or to be received by Employee in connection with his employment with Vasomedical (or termination thereof) would subject Employee to the excise tax imposed under Section 4999 of the Code (the "Excise Tax"), and if the net-after tax amount (taking into account all applicable taxes payable by Employee, including any Excise Tax) that Employee would receive with respect to such payments or benefits does not exceed the net-after tax amount Employee would receive if the amount of such payment and benefits were reduced to the maximum amount which could otherwise be payable to Employee without the imposition of the Excise Tax, then, to the extent necessary to eliminate the imposition of the Excise Tax, (a) such cash payments and benefits shall first be reduced (if necessary, to zero) and (b) all other non-cash payments and benefits shall next be reduced.

14. CONFIDENTIAL INFORMATION.

(a) General.

(i) Employee understands and hereby acknowledges that as a result of his employment with Vasomedical he will necessarily become informed of and have access to certain valuable and confidential information of Vasomedical and any of its subsidiaries, joint ventures and affiliates, including, without limitation, inventions, trade secrets, technical information, computer software and programs, know-how and plans ("Confidential Information"), and that any such Confidential Information, even though it may be developed or otherwise acquired by Employee, is the exclusive property of Vasomedical to be held by him in trust solely for Vasomedical's benefit.

(ii) Accordingly, Employee hereby agrees that, during the Employment Term and subsequent thereto, he shall not, and shall not cause others to, use, reveal, report, publish, transfer or otherwise disclose to any person, corporation or other entity any Confidential Information without prior written consent of the Board, except to (A) responsible officers and employees of Vasomedical or (B) responsible persons who are in a contractual or fiduciary relationship with Vasomedical or who need such information for purposes in the interest of Vasomedical. Notwithstanding the foregoing, the prohibitions of this clause (ii) shall not apply to any Confidential Information that becomes of general public knowledge other than from Employee or is required to be divulged by court order or administrative process.

(b) Return of Documents. Upon termination of his Employment Term with Vasomedical for any reason or, if applicable, upon expiration of the Consulting Period, Employee shall promptly deliver to Vasomedical all plans, drawings, manuals, letters, notes, notebooks, reports, computer programs and copies thereof and all other materials, including without limitation those of a secret or confidential nature, relating to Vasomedical's business that are then in his possession or control.

(c) Remedies and Sanctions. In the event that Employee is found to be in violation of Section 14(a) or (b) above, Vasomedical shall be entitled to relief as provided in Section 16 below.

15. NON-COMPETITION/NON-SOLICITATION.

(a) Prohibitions. During the Employment Term and for any additional period during which he continues to receive compensation from the Company, Employee shall not, without prior written authorization of the Board, directly or indirectly, through any other individual or entity:

(i) become an officer or employee of, or render any service to, any direct competitor of Vasomedical;

(ii) solicit or induce any customer of Vasomedical to cease purchasing goods or services from Vasomedical or to become a customer of any competitor of Vasomedical; or

(iii) solicit or induce any employee of Vasomedical to become employed by any competitor of Vasomedical.

(b) Remedies and Sanctions. In the event that Employee is found to be in violation of Section 15(a) above, Vasomedical shall be entitled to relief as provided in Section 15 below.

(c) Exceptions. Notwithstanding anything to the contrary in Section 15(a) above, its provisions shall not:

(i) apply if Vasomedical terminates Employee's employment without Cause or Employee terminates his employment for Good Reason or his employment ends because of a Change in Control, each as provided in Section 11(f) or 11(g) above; or

(ii) be construed as preventing Employee from investing his assets in any business that is not a direct competitor of Vasomedical.

16. REMEDIES/SANCTIONS.

Employee acknowledges that the services he is to render under this Agreement are of a unique and special nature, the loss of which cannot reasonably or adequately be compensated for in monetary damages, and that irreparable injury and damage may result to Vasomedical in the event of any breach of this Agreement or default by Employee. Because of the unique nature of the Confidential Information and the importance of the prohibitions against competition and solicitation, Employee further acknowledges and agrees that Vasomedical will suffer irreparable harm if he fails to comply with his obligations under Section 14(a) or (b) above or Section 15(a) above and that monetary damages would be inadequate to compensate Vasomedical for any such breach. Accordingly, Employee agrees that, in addition to any other remedies available to either Party at law, in equity or otherwise, Vasomedical will be entitled to seek injunctive relief or specific performance to enforce the terms, or prevent or remedy the violation, of any provisions of this Agreement.

17. BENEFICIARIES/REFERENCES.

Employee shall be entitled to select (and change, to the extent permitted under any applicable law) a beneficiary or beneficiaries to receive any compensation or benefit payable under this Agreement following his death by giving Vasomedical written notice thereof. In the event of Employee's death, or of a judicial determination of his incompetence, reference in this Agreement to Employee shall be deemed to refer, as appropriate, to his beneficiary, estate or other legal representative.

18. WITHHOLDING TAXES.

(a) All payments to Employee or his Beneficiary under this Agreement shall be subject to withholding on account of federal, state and local taxes as required by law.

19. INDEMNIFICATION AND LIABILITY INSURANCE.

Nothing herein is intended to limit Vasomedical's indemnification of Employee, and Vasomedical shall indemnify him to the fullest extent permitted by applicable law consistent with Vasomedical's Certificate of Incorporation and By-Laws as in effect at the beginning of the Employment Term, with respect to any action or failure to act on his part while he is an officer, director or employee of Vasomedical or any subsidiary. Vasomedical shall cause Employee to be covered at all times by directors' and officers' liability insurance. Vasomedical shall continue to indemnify Employee as provided above and maintain such liability insurance coverage for him for at least three (3) years after the Employment Term for any claims that may be made against him with respect to his service as an officer of Vasomedical.

20. EFFECT OF AGREEMENT ON OTHER BENEFITS.

The existence of this Agreement shall not prohibit or restrict Employee's entitlement to participate fully in compensation, employee benefit and other plans of Vasomedical in which senior executives are eligible to participate.

21. ASSIGNABILITY; BINDING NATURE.

This Agreement shall be binding upon and inure to the benefit of the Parties and their respective successors, heirs (in the case of Employee) and assigns. No rights or obligations of Vasomedical under this Agreement may be assigned or transferred by Vasomedical except pursuant to (a) a merger or consolidation in which Vasomedical is not the continuing entity or (b) sale or liquidation of all or substantially all of the assets of Vasomedical, provided that the surviving entity or assignee or transferee is the successor to all or substantially all of the assets of Vasomedical and such surviving entity or assignee or transferee assumes the liabilities, obligations and duties of Vasomedical under this Agreement, either contractually or as a matter of law.

Vasomedical further agrees that, in the event of a sale of assets or liquidation as described in the preceding sentence, it shall use reasonable commercial efforts to have such assignee or transferee expressly agree to assume the liabilities, obligations and duties of Vasomedical hereunder; provided, however, that notwithstanding such assumption, Vasomedical shall remain liable and responsible for fulfillment of the terms and conditions of this Agreement; and provided, further, that in no event shall such assignment and assumption of this Agreement adversely affect Employee's right upon a Change in Control, as provided in [Section 11\(g\)](#) above. No rights or obligations of Employee under this Agreement may be assigned or transferred by him.

22. REPRESENTATIONS.

The Parties respectively represent and warrant that each is fully authorized and empowered to enter into this Agreement and that the performance of its or his obligations, as the case may be, under this Agreement will not violate any agreement between such Party and any other person, firm or organization. Vasomedical represents and warrants that this Agreement has been duly authorized by all necessary corporate action and is valid, binding and enforceable in accordance with its terms.

23. ENTIRE AGREEMENT.

Except to the extent otherwise provided herein, this Agreement contains the entire understanding and agreement between the Parties concerning the subject matter hereof and supersedes any prior agreements, whether written or oral, between the Parties concerning the subject matter hereof. Payments and benefits provided under this Agreement are in lieu of any payments or other benefits under any severance program or policy of Vasomedical to which Employee would otherwise be entitled.

24. AMENDMENT OR WAIVER.

No provision in this Agreement may be amended unless such amendment is agreed to in writing and signed by both Employee and an authorized officer of Vasomedical. No waiver by either Party of any breach by the other Party of any condition or provision contained in this Agreement to be performed by such other Party shall be deemed a waiver of a similar or dissimilar condition or provision at the same or any prior or subsequent time. Any waiver must be in writing and signed by the Party to be charged with the waiver. No delay by either Party in exercising any right, power or privilege hereunder shall operate as a waiver thereof.

25. SEVERABILITY.

In the event that any provision or portion of this Agreement shall be determined to be invalid or unenforceable for any reason, in whole or in part, the remaining provisions of this Agreement shall be unaffected thereby and shall remain in full force and effect to the fullest extent permitted by law.

26. SURVIVAL.

The respective rights and obligations of the Parties under this Agreement shall survive any termination of Employee's employment with Vasomedical.

27. GOVERNING LAW/JURISDICTION.

This Agreement shall be governed by and construed and interpreted in accordance with the laws of New York, without reference to principles of conflict of laws.

28. NOTICES.

Any notice given to either Party shall be in writing and shall be deemed to have been given when delivered either personally, by fax, by overnight delivery service (such as Federal Express) or sent by certified or registered mail postage prepaid, return receipt requested, duly addressed to the Party concerned at the address indicated below or to such changed address as the Party may subsequently give notice of.

If to Vasomedical:

Vasomedical, Inc.
180 Linden Avenue
Westbury, New York 11590
Fax No. 516-997-2299
Attn: Jonathan Newton, CFO

With a copy to:

Beckman, Lieberman & Barandes, LLP
270N Duffy Avenue
Hicksville, New York 11801
Fax No. 516-
Attn: David H. Lieberman, Esq.

If to Employee:

Jun Ma
214 Riverside Drive
New York, New York 10025

29. HEADINGS.

The headings of the sections contained in this Agreement are for convenience only and shall not be deemed to control or affect the meaning or construction of any provision of this Agreement.

30. COUNTERPARTS.

This Agreement may be executed in counterparts, each of which when so executed and delivered shall be an original, but all such counterparts together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of March 21, 2011.
VASOMEDICAL, INC.

By: /s/ David Lieberman
David Lieberman, Vice Chairman

EMPLOYEE

/s/ Jun Ma

Jun Ma

MODIFICATION AGREEMENT

MODIFICATION AGREEMENT made and entered into as of March 26, 2013 by and between VASOMEDICAL, INC., a Delaware corporation, with its principal office located at 180 Linden Avenue, Westbury, New York 11590 (hereinafter the "Company") and DR. JUN MA, an individual residing at 214 Riverside Drive, New York, New York 10025 (hereinafter "the Employee").

WITNESSETH:

WHEREAS, the Company and Employee entered into an Employment Agreement dated March 15, 2011 (hereinafter the "Employment Agreement"); and

WHEREAS, the Company and Employee desire to amend said Employment Agreement.

NOW, THEREFORE, the parties agree as follows:

1. Paragraph 2(b) of the Employment Agreement is hereby deleted in its entirety, and in its place and stead shall be the following:

"2.(b) **Employment Term.** The Employment Term shall terminate on March 14, 2016 provided that the Employment Term shall extend for additional one year periods annually each March 14 commencing March 14, 2014, unless this Agreement is terminated pursuant to the provisions of Section 11 below. In no event, however, shall the employment term extend beyond March 14, 2019."

2. Paragraph 11(f)(i) of the Employment Agreement is hereby deleted in its entirety, and in its place and stead shall be the following:

"11. (f)(i) continued Salary for the remainder of the term payable in equal monthly installments commencing as soon as practicable following such termination; provided that in the event the remaining employment term is less than thirty-six (36) months, the employee shall receive monthly payments for thirty-six (36) months."

3. The aforesaid Employment Agreement in all other respects is hereby ratified and confirmed.

IN WITNESS WHEREOF, the undersigned have executed this Modification Agreement as of the day and year first above written.

VASOMEDICAL, INC.

By: /s/ _____

/s/ _____
Jun Ma, Employee

**CERTIFICATION PURSUANT TO RULE 13a/15d OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Jun Ma, certify that:

1. I have reviewed this report on Form 10-K of Vasomedical, Inc. and subsidiaries (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Jun Ma
Jun Ma
President and Chief Executive Officer

Dated: March 29, 2013

**CERTIFICATION PURSUANT TO RULE 13a/15d OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Michael Beecher, certify that:

1. I have reviewed this report on Form 10-K of Vasomedical, Inc. and subsidiaries (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Michael Beecher
Michael Beecher
Chief Financial Officer

Dated: March 29, 2013

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Jun Ma, President and Chief Executive Officer of Vasomedical, Inc. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (1) the Annual Report on Form 10-K of the Company for the year ended December 31, 2012 (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 29, 2013

/s/ Jun Ma

Jun Ma

President and Chief Executive Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Michael Beecher, Chief Financial Officer of Vasomedical, Inc. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (1) the Annual Report on Form 10-K of the Company for the year ended December 31, 2012 (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 29, 2013

/s/ Michael Beecher
Michael Beecher
Chief Financial Officer