

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

**VASO Corp**

**Form: 10-Q**

**Date Filed: 2013-05-15**

Corporate Issuer CIK: 839087

**FORM 10-Q**

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended *March 31, 2013*

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 0-18105



**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 Number)

180 Linden Ave., Westbury, New York 11590  
(Address of principal executive offices)

Registrant's Telephone Number

(516) 997-4600

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.  
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

Number of Shares Outstanding of Common Stock, \$.001 Par Value, at May 10, 2013 –163,263,623

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## PART I - FINANCIAL INFORMATION

## ITEM 1 - FINANCIAL STATEMENTS

**Vasomedical, Inc. and Subsidiaries**  
 CONDENSED CONSOLIDATED BALANCE SHEETS  
*(in thousands, except share data)*

ASSETS	March 31, 2013 (unaudited)	December 31, 2012
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 12,899	\$ 11,469
Short-term investments	111	110
Accounts and other receivables, net of an allowance for doubtful accounts and commission adjustments of \$2,842 at March 31, 2013 and \$3,179 at December 31, 2012	4,735	9,145
Receivables due from related parties	20	25
Inventories, net	2,163	2,166
Financing receivables, net	11	16
Deferred commission expense	2,460	2,480
Deferred related party consulting expense	-	85
Other current assets	270	220
Total current assets	<u>22,669</u>	<u>25,716</u>
PROPERTY AND EQUIPMENT, net of accumulated depreciation of \$1,212 at March 31, 2013 and \$1,161 at December 31, 2012	434	473
GOODWILL	3,234	3,212
OTHER ASSETS, net	2,464	2,980
	<u>\$ 28,801</u>	<u>\$ 32,381</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	\$ 455	\$ 342
Accrued commissions	1,474	2,337
Accrued expenses and other liabilities	4,029	4,627
Sales tax payable	152	177
Deferred revenue - current portion	10,222	10,580
Deferred tax liability, net	112	112
Notes payable due to related party	3	3
Total current liabilities	<u>16,447</u>	<u>18,178</u>
<b>LONG-TERM LIABILITIES</b>		
Deferred revenue	3,594	5,022
Other long-term liabilities	333	171
Total long-term liabilities	<u>3,927</u>	<u>5,193</u>
<b>COMMITMENTS AND CONTINGENCIES (NOTE M)</b>		
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, \$.01 par value; 1,000,000 shares authorized; nil shares issued and outstanding at March 31, 2013, and December 31, 2012	-	-
Common stock, \$.001 par value; 250,000,000 shares authorized; 163,240,737 and 162,917,996 shares issued and outstanding at March 31, 2013 and December 31, 2012	163	163
Additional paid-in capital	61,331	61,229
Accumulated deficit	(53,068)	(52,416)
Accumulated other comprehensive income	1	34
Total stockholders' equity	<u>8,427</u>	<u>9,010</u>
	<u>\$ 28,801</u>	<u>\$ 32,381</u>

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

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

	Three months ended March 31,	
	2013	2012
<b>Revenues</b>		
Equipment sales	\$ 877	\$ 1,453
Equipment rentals and services	407	533
Commissions	6,009	4,057
Total revenues	<u>7,293</u>	<u>6,043</u>
<b>Cost of revenues</b>		
Cost of sales, equipment	293	606
Cost of equipment rentals and services	242	293
Cost of commissions	1,696	963
Total cost of revenues	<u>2,231</u>	<u>1,862</u>
Gross profit	<u>5,062</u>	<u>4,181</u>
<b>Operating expenses</b>		
Selling, general and administrative	5,604	5,330
Research and development	140	152
Total operating expenses	<u>5,744</u>	<u>5,482</u>
Operating loss	<u>(682)</u>	<u>(1,301)</u>
<b>Other income (expenses)</b>		
Interest and financing costs	(2)	(3)
Interest and other income (expense), net	40	(28)
Amortization of deferred gain on sale-leaseback of building	-	13
Total other income (expenses), net	<u>38</u>	<u>(18)</u>
Loss before income taxes	(644)	(1,319)
Income tax expense	(8)	(25)
Net loss	<u>(652)</u>	<u>(1,344)</u>
<b>Other comprehensive loss</b>		
Foreign currency translation loss	(34)	(22)
Comprehensive loss	<u>\$ (686)</u>	<u>\$ (1,366)</u>
<b>Loss per common share</b>		
- basic and diluted	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>
<b>Weighted average common shares outstanding</b>		
- basic and diluted	<u>162,117</u>	<u>154,377</u>

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

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)  
(in thousands)

	Three months ended	
	March 31, 2013	March 31, 2012
<b>Cash flows from operating activities</b>		
Net loss	\$ (652)	\$ (1,344)
Adjustments to reconcile net loss to net cash provided by operating activities		
Depreciation and amortization	91	49
Amortization of deferred gain on sale-leaseback of building	-	(13)
Provision for doubtful accounts and commission adjustments	17	(74)
Share-based compensation	137	129
Amortization of deferred consulting expense	86	152
Changes in operating assets and liabilities:		
Accounts and other receivables	4,359	14,640
Receivables due from related parties	5	158
Inventories, net	4	226
Deferred commission expense	21	(472)
Other current assets	(45)	(91)
Other assets	477	287
Accounts payable	113	89
Accrued commissions	(863)	(1,969)
Accrued expenses and other liabilities	(604)	(278)
Sales tax payable	(25)	43
Income taxes payable	-	(177)
Deferred revenue	(1,786)	(447)
Deferred tax liability	-	(1)
Other long-term liabilities	162	115
<b>Net cash provided by operating activities</b>	<u>1,497</u>	<u>11,022</u>
<b>Cash flows from investing activities</b>		
Purchases of property and equipment	(12)	(113)
Purchases of short-term investments	(40)	-
Redemption of short-term investments	40	-
<b>Net cash used in investing activities</b>	<u>(12)</u>	<u>(113)</u>
<b>Cash flows from financing activities</b>		
Proceeds from exercise of warrant	-	343
Repayment of notes payable due to related party	-	(190)
<b>Net cash provided by financing activities</b>	<u>-</u>	<u>153</u>
Effect of exchange rate differences on cash and cash equivalents	(55)	(25)
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	1,430	11,037
Cash and cash equivalents - beginning of period	11,469	2,294
Cash and cash equivalents - end of period	<u>\$ 12,899</u>	<u>\$ 13,331</u>
<b>SUPPLEMENTAL DISCLOSURE OF CASH INFORMATION</b>		
Interest paid	\$ -	\$ 2
Income taxes paid	<u>\$ 24</u>	<u>\$ 186</u>
<b>SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES</b>		
Inventories transferred to property and equipment, attributable to operating leases, net	<u>\$ 2</u>	<u>\$ 12</u>

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

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

## NOTE A - ORGANIZATION AND PLAN OF OPERATIONS

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. Until 2010, we were primarily engaged in designing, manufacturing, marketing and supporting EECP® enhanced external counterpulsation systems based on our unique proprietary technology currently indicated in the United States for use in cases of stable or unstable angina (i.e., chest pain), congestive heart failure (“CHF”), acute myocardial infarction (i.e., heart attack, “MI”) and cardiogenic shock. In May 2010, the Company, through its wholly-owned subsidiary Vaso Diagnostics, Inc. d/b/a VasoHealthcare, expanded into the sales representation business via its agreement with GE Healthcare (“GEHC”), the healthcare business unit of General Electric Company (NYSE: GE), to be GEHC’s exclusive sales representative for the sale of select GEHC diagnostic imaging products in specific market segments in the 48 contiguous states of the United States and the District of Columbia. In June 2012, the Company entered into an amendment, effective July 1, 2012, of the sales representative agreement (“GEHC Agreement”) extending the initial term of three years commencing July 1, 2010 to five years through June 30, 2015, subject to earlier termination under certain circumstances.

In September 2011, the Company acquired Fast Growth Enterprises Limited (FGE), a British Virgin Islands company which, through its subsidiaries, owns and controls two Chinese operating companies - Life Enhancement Technologies 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 Healthcare diagnostic imaging products; Vasomedical Global Corp. operates the Company’s Chinese companies; and Vasomedical Solutions, Inc. manages and coordinates our EECP® therapy business as well as other medical equipment operations.

We report the operations of Vasomedical Global Corp. and Vasomedical Solutions, Inc. under our Equipment segment. VasoHealthcare activities are included under our Sales Representation segment (See Note C).

## NOTE B - BASIS OF PRESENTATION AND CRITICAL ACCOUNTING POLICIES

**Basis of Presentation and Use of Estimates**

The accompanying condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and pursuant to the accounting and disclosure rules and regulations of the Securities and Exchange Commission (the “SEC”). Certain information and disclosures normally included in the condensed consolidated financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. Accordingly, these condensed consolidated financial statements should be read in connection with the audited consolidated financial statements and related notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2012, as filed with the SEC. These condensed consolidated financial statements include the accounts of the companies over which we exercise control. In the opinion of management, the accompanying condensed consolidated financial statements reflect all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of interim results for the Company. The results of operations for any interim period are not necessarily indicative of results to be expected for any other interim period or the full year.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the condensed consolidated financial statements, the disclosure of contingent assets and liabilities in the condensed consolidated financial statements and the accompanying notes, and the reported amounts of revenues, expenses and cash flows during the periods presented. Actual amounts and results could differ from those estimates. The estimates and assumptions the Company makes are based on historical factors, current circumstances and the experience and judgment of the Company’s management. The Company evaluates its estimates and assumptions on an ongoing basis.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

**Significant Accounting Policies**

Note B of the Notes to Consolidated Financial Statements, included in the Annual Report on Form 10-K for the year ended December 31, 2012, includes a summary of the significant accounting policies used in the preparation of the condensed consolidated financial statements.

*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 condensed 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. Cost of commissions includes commission expense and, beginning in 2013, costs associated with the medical device excise tax imposed by the Affordable Care Act.

*Reclassifications*

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

**NOTE C – SEGMENT REPORTING AND CONCENTRATIONS**

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<sup>®</sup> enhanced external counterpulsation systems both domestically and internationally, as well as the development, production, marketing and supporting of other medical devices. The Sales Representation segment operates through the VasoHealthcare subsidiary and is currently engaged solely in the fulfillment 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. Other costs not directly attributable to operating segments, such as audit, legal, director fees, investor relations, and others, as well as certain assets – primarily cash balances – are reported in the Corporate entity below. There are no intersegment revenues. Summary financial information for the segments is set forth below:



## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

<i>(in thousands)</i>				
As of or for the three months ended March 31, 2013				
	Sales			Consolidated
	Equipment Segment	Representation Segment	Corporate	
Revenues from external customers	\$ 1,284	\$ 6,009	\$ -	\$ 7,293
Operating (loss) income	\$ (643)	\$ 362	\$ (401)	\$ (682)
Total assets	\$ 7,529	\$ 8,485	\$ 12,783	\$ 28,797
Accounts and other receivables, net	\$ 618	\$ 4,117	\$ -	\$ 4,735
Deferred commission expense	\$ -	\$ 4,032	\$ -	\$ 4,032

As of or for the three months ended March 31, 2012				
	Sales			Consolidated
	Equipment Segment	Representation Segment	Corporate	
Revenues from external customers	\$ 1,986	\$ 4,057	\$ -	\$ 6,043
Operating loss	\$ (157)	\$ (796)	\$ (348)	\$ (1,301)
Total assets	\$ 9,227	\$ 8,381	\$ 13,010	\$ 30,618
Accounts and other receivables, net	\$ 1,224	\$ 4,313	\$ -	\$ 5,537
Deferred commission expense	\$ -	\$ 3,399	\$ -	\$ 3,399

For the three months ended March 31, 2013 and 2012, GE Healthcare accounted for 82% and 67% of revenue, respectively. Also, GE Healthcare accounted for \$4.0 million, or 84%, and \$8.1 million, or 89%, of accounts and other receivables at March 31, 2013 and December 31, 2012, respectively.

## NOTE D – SHARE-BASED COMPENSATION

The Company complies with ASC Topic 718 "Compensation – Stock Compensation" ("ASC 718"), which requires all share-based awards to employees, including grants of employee stock options, to be recognized in the condensed consolidated financial statements based on their estimated fair values.

During the three month period ended March 31, 2013, the Company granted 60,000 restricted shares of common stock to employees. The shares vested immediately and were valued at \$10,800. During the three months ended March 31, 2012, the Company granted 500,000 shares of restricted common stock, valued at \$120,000, to an officer, of which half vested immediately and the remainder during the quarter ended March 31, 2013.

During the three-month periods ended March 31, 2013 and 2012, the Company did not grant any stock options.

Share-based compensation expense recognized for the three months ended March 31, 2013 and 2012 was \$137,000 and \$129,000, respectively. These expenses are included in cost of revenues; selling, general, and administrative expenses; and research and development expenses in the condensed consolidated statements of operations. Expense for share-based arrangements was \$86,000 and \$152,000 for the three months ended March 31, 2013 and 2012, respectively. Unrecognized expense related to existing share-based compensation and arrangements is approximately \$253,000 at March 31, 2013 and will be recognized through July 2014.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

## NOTE E – LOSS PER COMMON SHARE

Basic loss per common share is computed as earnings applicable to common stockholders divided by the weighted-average number of common shares outstanding for the period. Diluted loss per common share reflects the potential dilution that could occur if securities or other contracts to issue common shares were exercised or converted to common stock.

The following table represents common stock equivalents that were excluded from the computation of diluted earnings per share for the three months ended March 31, 2013 and 2012, because the effect of their inclusion would be anti-dilutive.

	<i>(in thousands)</i>	
	For the three months ended	
	March 31, 2013	March 31, 2012
Stock options	1,780	1,810
Warrants	1,500	1,500
Contingently issuable shares	-	2,000
Common stock grants	2,188	2,948
	<u>5,468</u>	<u>8,258</u>

## NOTE F – FAIR VALUE MEASUREMENTS

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.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

The following tables present information about the Company's assets measured at fair value as of March 31, 2013 and December 31, 2012:

*(in thousands)*

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of March 31, 2013  (unaudited)
<b>Assets</b>				
Cash equivalents invested in money market funds (included in cash and cash equivalents)	\$ 11,641	\$ -	\$ -	\$ 11,641
Investment in certificates of deposit (included in short-term investments)	111			111
	<u>\$ 11,752</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 11,752</u>
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of December 31, 2012
<b>Assets</b>				
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 fair values of the Company's cash equivalents invested in money market funds are determined through market, observable and corroborated sources.

## NOTE G – ACCOUNTS AND OTHER RECEIVABLES, NET

The following table presents information regarding the Company's accounts and other receivables as of March 31, 2013 and December 31, 2012:

*(in thousands)*

	March 31, 2013 (unaudited)	December 31, 2012
Trade receivables	\$ 7,432	\$ 12,193
Due from employees	145	131
Allowance for doubtful accounts and commission adjustments	(2,842)	(3,179)
Accounts and other receivables, net	<u>\$ 4,735</u>	<u>\$ 9,145</u>

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

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 is primarily commission advances made to sales personnel.

## NOTE H – INVENTORIES, NET

Inventories, net of reserves, consist of the following:

	<i>(in thousands)</i>	
	March 31, 2013	December 31,
	(unaudited)	2012
Raw materials	\$ 795	\$ 909
Work in process	612	483
Finished goods	756	774
	<u>\$ 2,163</u>	<u>\$ 2,166</u>

At March 31, 2013 and December 31, 2012, the Company maintained reserves for excess and obsolete inventory of \$576,000.

## NOTE I – GOODWILL AND OTHER INTANGIBLES

Goodwill aggregating \$3,234,000 and \$3,212,000 was recorded on the Company's condensed consolidated balance sheets at March 31, 2013 and December 31, 2012, respectively, pursuant to the acquisition of FGE in September 2011. All of the goodwill was allocated to the Company's Equipment segment. The components of the change in goodwill are as follows:

	<i>(in thousands)</i>	
	Carrying Amount	
Balance at December 31, 2012	\$ 3,212	
Foreign currency translation		22
Balance at March 31, 2013	<u>\$ 3,234</u>	

The Company's other intangible assets consist of capitalized patent costs, customer lists and software costs, as follows:

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

	<i>(in thousands)</i>	
	March 31, 2013	December 31, 2012
	(unaudited)	
<b>Patents</b>		
Costs	\$ 469	\$ 469
Accumulated amortization	(442)	(438)
	<u>27</u>	<u>31</u>
<b>Customer lists</b>		
Costs	800	800
Accumulated amortization	(181)	(152)
	<u>619</u>	<u>648</u>
<b>Software</b>		
Costs	543	541
Accumulated amortization	(395)	(386)
	<u>148</u>	<u>155</u>
	<u>\$ 794</u>	<u>\$ 834</u>

Patents, customer lists, and software are included in other assets in the accompanying condensed consolidated balance sheets and are amortized on a straight line basis over their estimated useful lives of ten, seven, and five years, respectively. Amortization expense amounted to \$42,000 and \$7,000 for the three months ended March 31, 2013 and 2012, respectively.

## NOTE J - DEFERRED REVENUE

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

	<i>(in thousands)</i>	
	For the three months ended March 31,	
	2013	2012
	(unaudited)	
Deferred revenue at the beginning of the period	\$ 15,602	\$ 15,227
<b>Additions:</b>		
Deferred extended service contracts	150	327
Deferred in-service and training	5	5
Deferred service arrangements	10	25
Deferred commission revenues	1,008	1,350
<b>Recognized as revenue:</b>		
Deferred extended service contracts	(260)	(275)
Deferred in-service and training	(1)	(3)
Deferred service arrangements	(19)	(22)
Deferred commission revenues	(2,679)	(1,853)
Deferred revenue at end of period	<u>13,816</u>	<u>14,781</u>
Less: current portion	<u>10,222</u>	<u>10,620</u>
Long-term deferred revenue at end of period	<u>\$ 3,594</u>	<u>\$ 4,161</u>

## NOTE K – RELATED-PARTY TRANSACTIONS

On June 21, 2007, we entered into a Securities Purchase Agreement with Kerns Manufacturing Corp. ("Kerns"). Pursuant to 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 purchased 4,285,714 shares of common stock.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

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 \$60,000 and \$67,000 were billed by the firm through the three months ended March 31, 2013 and 2012, respectively, at which date 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 EEC<sup>®</sup> 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 were issued in March 2011 and the balance was to be earned on performance. Mr. Lieberman received 600,000 of these restricted shares. The Company 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 condensed consolidated balance sheets as of December 31, 2012. No performance-based shares were issued and no further compensation is expected to be paid in conjunction with the agreement.

During the three months ended March 31, 2012, a director performed consulting services for the Company aggregating approximately \$10,000.

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 March 2012. In addition, receivables due from FGE management aggregating \$5,000 and \$158,000 were collected during the three months ended March 31, 2013 and 2012, respectively.

## NOTE L – STOCKHOLDERS' EQUITY

*Common Stock*

See Note K for discussion of common stock issued during the three months ended March 31, 2012 in connection with related party agreements. In addition, during the three months ended March 31, 2013 and 2012, the Company issued 322,741 and 62,500 shares of common stock, respectively, to employees and consultants.

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 compensation 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.

As of March 31, 2013, 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 March 31, 2013, 935,000 shares have been forfeited. In March 2012, 500,000 restricted shares of common stock were granted under the 2010 Plan to an officer, of which 250,000 vested immediately with the remainder vesting over a one year period. In June 2012, 2,392,500 additional shares, vesting at various times through July 1, 2013, of restricted common stock were granted to non-officer employees in conjunction with the extension of the GEHC Agreement, of which 365,500 shares had been forfeited as of March 31, 2013.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

No options were issued under the 2010 Plan during the three months ended March 31, 2013 and 2012.

*Preferred Stock*

Pursuant to its conversion terms, all Series E preferred stock was deemed automatically converted to common stock effective July 1, 2011. As of December 31, 2011, 712,350 shares of common stock were yet to be issued. 647,600 shares were issued during the three months ended March 31, 2012, and all remaining shares were issued the following quarter.

## NOTE M – 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, extended 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 2.4 million shares of restricted common stock grants and vest at various times through July 1, 2013. A condition of the incentives is that the employees remain continuously employed through the vesting dates. As of March 31, 2013, approximately \$0.5 million and 0.5 million shares remain unvested.

## NOTE N - RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

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

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 new guidance is to be applied prospectively for annual reporting periods beginning after December 15, 2012 and interim periods within those years. The adoption of this new guidance did not have an impact on the Company's consolidated financial position, results of operations, or cash flows.

## NOTE O – SUBSEQUENT EVENT

In April 2013, the Company's Board of Directors authorized a share repurchase program of up to \$1.5 million of the Company's common stock. As of April 30, 2013, this would represent approximately 5% of the total outstanding shares of Vasomedical common stock and 248,577 shares have been repurchased through such date.

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

*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, including its recent report on Form 10-K. 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. Until 2010, we were primarily engaged in designing, manufacturing, marketing and supporting EECP® Enhanced External Counterpulsation systems, based on our proprietary technology, to physicians and hospitals throughout the United States and in select international markets.

In May 2010, the Company, through its wholly-owned subsidiary Vaso Diagnostics, Inc. d/b/a VasoHealthcare, expanded into the sales representation business via its agreement with GE Healthcare ("GEHC"), the healthcare business unit of General Electric Company (NYSE: GE), to be GEHC's exclusive sales representative for the sale of select GEHC diagnostic imaging products in specific market segments in the 48 contiguous states of the United States and the District of Columbia. In June 2012, the Company entered into an amendment, effective July 1, 2012, of the sales representative agreement ("GEHC Agreement") extending the initial term of three years commencing July 1, 2010 to five years through June 30, 2015, subject to earlier termination under certain circumstances.

In September 2011, the Company acquired Fast Growth Enterprises Limited (FGE), a British Virgin Islands company, which, through its subsidiaries, 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 EECP® therapy business as well as other medical equipment operations.

We now report the operations of Vasomedical Global Corp. and Vasomedical Solutions, Inc. under our Equipment segment. VasoHealthcare activities are included under our Sales Representation segment (see Note C).

The Company expects to achieve profitability through reaching a higher commission rate under the GEHC Agreement, 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.

**Critical Accounting Policies and Estimates**

Our discussion and analysis of our financial condition and results of operations are based upon the accompanying unaudited condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). The preparation of financial statements in conformity with U.S. GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses, and the related disclosures at the date of the financial statements and during the reporting period. Although these estimates are based on our knowledge of current events, our actual amounts and results could differ from those estimates. The estimates made are based on historical factors, current circumstances, and the experience and judgment of our management, who continually evaluate the judgments, estimates and assumptions and may employ outside experts to assist in the evaluations.



Certain of our accounting policies are deemed "critical", as they are both most important to the financial statement presentation and require management's most difficult, subjective or complex judgments as a result of the need to make estimates about the effect of matters that are inherently uncertain. For a discussion of our critical accounting policies, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2012.

#### **Results of Operations - For the Three Months Ended March 31, 2013 and 2012**

Total revenue for the three months ended March 31, 2013 and March 31, 2012, was \$7,293,000 and \$6,043,000, respectively, an increase of \$1,250,000, or 21%. Net loss for the three months ended March 31, 2013 was \$652,000 compared to a net loss of \$1,344,000 for the three months ended March 31, 2012. The decrease in net loss was primarily attributable to a \$881,000 increase in gross profit, partially offset by a \$274,000 increase in selling, general and administrative costs. Our total net loss was \$0.00 and \$0.01 per basic and diluted common share for the three months ended March 31, 2013 and 2012, respectively.

#### *Revenues*

Revenue in our Equipment segment decreased by \$702,000, or 35%, to \$1,284,000 for the three-month period ended March 31, 2013 from \$1,986,000 for the same period of the prior year. Equipment segment revenue from equipment sales decreased by \$576,000, or 40%, to \$877,000 for the three-month period ended March 31, 2013 as compared to \$1,453,000 for the same period in the prior year primarily due to a decrease of \$523,000 in EECP® revenues as a result of lower sales volume.

Current demand for EECP® systems domestically will likely remain soft until 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 payers 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 24% to \$407,000 in the first quarter of 2013 from \$533,000 in the first quarter of 2012. Revenue from equipment rental and services represented 32% and 27% of total Equipment segment revenue in the first quarters of fiscal 2013 and fiscal 2012, respectively. The decrease in revenue generated from equipment rentals and services is due primarily to decreased accessory part and field service revenues.

Commission revenues in the Sales Representation segment were \$6,009,000 in the first quarter of 2013, as compared to \$4,057,000 in the first quarter of 2012, an increase of 48%. The increase in commission revenue in the first quarter of 2013 is due primarily to an increase in volume of equipment delivered by GEHC. The Company recognizes revenue 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 prior to customer acceptance of the equipment are recorded as deferred revenue in the condensed consolidated balance sheet. As of March 31, 2013, \$12,662,000 in deferred commission revenue was recorded in the Company's condensed consolidated balance sheet, of which \$3,168,000 is long-term. At March 31, 2012, \$13,581,000 in deferred commission revenue was recorded in the Company's condensed consolidated balance sheet, of which \$3,796,000 was long-term.

#### *Gross Profit*

The Company had a gross profit of \$5,062,000 in the first quarter of 2013 compared to \$4,181,000 in the first quarter of the prior year, an increase of 21%. The increase is principally due to the increase in commission revenue discussed above. Equipment segment gross profit decreased to \$749,000, or 58% of Equipment segment revenues, for the first quarter of 2013 compared to \$1,087,000 or 55% of Equipment segment revenues, for the same quarter of 2012. Equipment segment gross profit declined due to lower equipment sales in the first quarter of 2013. Gross profit margin on EEC<sup>®</sup> equipment improved as a result of lower production costs arising from the acquisition of LET, our primary supplier of certain EEC<sup>®</sup> systems. Gross profit in the Equipment segment is dependent on a number of factors, particularly the mix of new and refurbished EEC<sup>®</sup> systems and the mix of models sold, their respective average selling prices, the mix of EEC<sup>®</sup> units sold, rented or placed during the period, the ongoing costs of servicing EEC<sup>®</sup> systems, and certain fixed period costs, including facilities, payroll and insurance.

Sales Representation segment gross profit was \$4,313,000, or 72%, for the three months ended March 31, 2013 as compared to \$3,094,000, or 76%, for the three months ended March 31, 2012. The increase was due to higher revenue in this segment, as explained above. Cost of commissions of \$1,696,000 and \$963,000, for the three months ended March 31, 2013 and 2012, respectively, reflects commission expense associated with recognized commission revenues, and, starting in 2013, additional costs associated with the medical device excise tax imposed by the Affordable Care Act. Commission expense associated with deferred revenue is recorded as deferred commission expense until the related commission revenue is earned.

#### *Operating Loss*

Operating loss was \$682,000 for the three months ended March 31, 2013 as compared to an operating loss of \$1,301,000 for the three months ended March 31, 2012, a decrease of \$619,000. The decrease in operating loss was primarily attributable to improved operating performance in the Sales Representation segment, where operating income was \$362,000 for the first quarter of 2013 compared to an operating loss of \$796,000 in the same quarter of the prior year. Partially offsetting the improvement in the Sales Representation segment was an increase in operating loss of \$486,000 in the Equipment segment to \$643,000 in the first quarter of 2013 from an operating loss of \$157,000 in the same period of the prior year.

Selling, general and administrative ("SG&A") expenses for the first quarter of 2013 and 2012 were \$5,604,000, or 77% of revenues, and \$5,330,000, or 88% of revenues, respectively, reflecting an increase of \$274,000 or approximately 5%. The increase in SG&A expenditures in the first quarter of 2013 resulted primarily from increased costs in the Sales Representation segment of approximately \$238,000 associated with the extension of the GEHC contract (see Note M). The cost increase resulting from the GEHC contract extension is a non-recurring charge that will be completed in the second quarter 2013.

Research and development ("R&D") expenses of \$140,000, or 2% of revenues (11% of Equipment segment revenues), for the first quarter of 2013 decreased by \$12,000, or 8%, from \$152,000, or 3% of revenues (8% of Equipment segment revenues), for the first quarter of 2012. The decrease is primarily attributable to a decrease in clinical research and regulatory expenses.

*Interest and Other Income, Net*

Interest and other income, net for the first quarter of 2013 was \$40,000 as compared to a net expense of \$28,000 for the first quarter of 2012. The improvement was due to certain non-recurring non-operating expenses incurred by our Chinese subsidiaries in the first quarter of 2012 as well as higher interest earnings on the Company's cash balances.

*Amortization of Deferred Gain on Sale-leaseback of Building*

The amortization of the deferred gain on the sale-leaseback of our Westbury, NY facility for the first quarter of 2012 was \$13,000. The deferred gain was fully amortized in the third quarter of 2012.

*Income Tax Expense*

During the first quarter of 2013 we recorded an income tax expense of \$8,000 as compared to an income tax expense of \$25,000 for the first quarter of 2012. The decrease arose from reduced tax expense at our Chinese subsidiaries.

**Liquidity and Capital Resources***Cash and Cash Flow*

We have financed our operations from working capital. At March 31, 2013, we had cash and cash equivalents of \$12,899,000, short-term investments of \$111,000 and working capital of \$6,168,000 compared to cash and cash equivalents of \$11,469,000, short-term investments of \$110,000 and working capital of \$7,538,000 at December 31, 2012.

Cash provided by operating activities was \$1,497,000 during the first three months of 2013, which consisted of a net loss after adjustments to reconcile net loss to net cash of \$321,000, offset by cash provided by operating assets and liabilities of \$1,818,000. The changes in the account balances primarily reflect a decrease in accounts and other receivables of \$4,359,000, partially offset by decreases in deferred revenue of \$1,786,000 and accrued commissions of \$863,000. Under the GEHC Agreement the Company earns progressively higher commission rates as calendar year targets are met, and this commission structure has a significant impact on our cash flows. As we achieve these targets the higher commission rates are retroactively applied to all sales in the calendar year, and therefore, the significantly higher commission billings and recognized revenue generated in the fourth quarter of 2011 resulted in significant cash inflows in the first quarter of 2012. As we previously reported in our Annual Report on Form 10-K for the year ended December 31, 2012, lower commission rates were earned in 2012 than in 2011, resulting in lower cash inflows in the first quarter of 2013.

Cash used in investing activities during the three-month period ended March 31, 2013 was \$12,000 for the purchase of equipment and software.

*Liquidity*

The Company expects to achieve profitability and continued positive cash flow through reaching a higher commission rate under the GEHC Agreement, 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.

While we expect to generate positive operating cash flows for 2013, the progressive nature of the commission rates under the GEHC Agreement can cause related cash inflows to vary widely during the year.

## ITEM 4 - CONTROLS AND PROCEDURES

### *Evaluation of 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 March 31, 2013 and have concluded that the Company's disclosure controls and procedures were not effective as of March 31, 2013 due to insufficient controls and management review over the recording of certain transactions, and the 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 the closing process at our China subsidiaries. The Company has engaged additional accounting personnel, and has implemented a review process of its closing procedures, related disclosures, and the approval of certain transactions.

### *Changes in Internal Control Over Financial Reporting*

There was no change in the Company's internal control over financial reporting during the Company's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

Exhibits

- 31 Certifications of the Chief Executive Officer and the Chief Financial Officer pursuant to Rules 13a-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Certifications of the Chief Executive Officer and the Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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

VASOMEDICAL, INC.

By: /s/ Jun Ma  
Jun Ma

President and Chief Executive Officer  
(Principal Executive Officer)

/s/ Michael J. Beecher  
Michael J. Beecher

Chief Financial Officer and Principal Accounting Officer

Date: May 15, 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, Jun Ma, certify that:

1. I have reviewed this quarterly report on Form 10-Q 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 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 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

Date: May 15, 2013

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**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 J. Beecher, certify that:

1. I have reviewed this quarterly report on Form 10-Q 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 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 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 J. Beecher  
Michael J. Beecher  
Chief Financial Officer

Date: May 15, 2013

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

In connection with the quarterly report of Vasomedical, Inc. and subsidiaries (the "Company") on Form 10-Q for the period ending March 31, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jun Ma, as President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

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

Dated: May 15, 2013

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

In connection with the quarterly report of Vasomedical, Inc. and subsidiaries (the "Company") on Form 10-Q for the period ending March 31, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael J. Beecher, as Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Michael J. Beecher

/s/Michael J. Beecher

Dated: May 15, 2013

Chief Financial Officer