UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended May 4, 2013

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________to __________

Commission file number 0-13200

Astro-Med, Inc.
(Exact name of registrant as specified in its charter)

Rhode Island **(State or other jurisdiction of incorporation or organization)**	**05-0318215** **(I.R.S. Employer Identification No.)**
600 East Greenwich Avenue, West Warwick, Rhode Island **(Address of principal executive offices)**	**02893** **(Zip Code)**

(401) 828-4000
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, 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 whether the registrant is a large accelerated filer or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

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 ☒ .

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

Common Stock, $.05 Par Value – 7,449,613 shares
(excluding treasury shares) as of May 24, 2013

ASTRO-MED, INC.

INDEX

Table of Contents

Part I. FINANCIAL INFORMATION

Item 1. Financial Statements

ASTRO-MED, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, Except Share Data)
(Unaudited)

	May 4, 2013	January 31, 2013
ASSETS		
CURRENT ASSETS		
Cash and Cash Equivalents	$ 12,191	$ 30,999
Securities Available for Sale	20,100	8,509
Accounts Receivable, net	8,399	9,376
Inventories	11,755	11,179
Deferred Tax Assets	1,866	1,866
Line of Credit Receivable	300	300
Note Receivable	250	250
Restricted Cash	1,800	1,800
Asset Held for Sale	2,016	2,016
Prepaid Expenses and Other Current Assets	1,829	696
Current Assets of Discontinued Operations	4,825	3,131
Total Current Assets	65,331	70,122
PROPERTY, PLANT AND EQUIPMENT		
Land and Improvements	1,233	1,233
Buildings and Improvements	9,795	9,791
Machinery and Equipment	22,910	22,862
	33,938	33,886
Less Accumulated Depreciation	(26,368)	(26,098)
Total Property, Plant and Equipment, net	7,570	7,788
OTHER ASSETS		
Goodwill	795	795
Note Receivable	631	756
Other	98	96
Deferred Tax Assets	356	356
Total Other Assets	1,880	2,003
TOTAL ASSETS	$ 74,781	$ 79,913
LIABILITIES AND SHAREHOLDERS’ EQUITY		
CURRENT LIABILITIES		
Accounts Payable	$ 2,182	$ 1,938
Accrued Compensation	1,937	3,176
Other Accrued Expenses	3,634	3,164
Deferred Revenue	399	271
Income Taxes Payable	36	4,169
Current Liabilities of Discontinued Operations	774	807
Total Current Liabilities	8,962	13,525
Deferred Tax Liabilities	132	111
Other Long Term Liabilities	1,268	1,289
Non-Current Liabilities of Discontinued Operations	1,151	1,151
TOTAL LIABILITIES	11,513	16,076
SHAREHOLDERS’ EQUITY		
Common Stock, $0.05 Par Value, Authorized 13,000,000 shares; Issued 9,102,927 shares and 9,031,756 shares at May 4, 2013 and January 31, 2013, respectively	455	452
Additional Paid-in Capital	39,338	38,786
Retained Earnings	35,123	36,092
Treasury Stock, at Cost, 1,663,214 shares at May 4, 2013 and January 31, 2013	(11,666)	(11,666)
Accumulated Other Comprehensive Income	18	173
Total Shareholders’ Equity	63,268	63,837
TOTAL LIABILITIES AND SHAREHOLDERS’ EQUITY	$ 74,781	$ 79,913

See Notes to condensed consolidated financial statements (unaudited).

Table of Contents

ASTRO-MED, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, Except Per Share Data)
(Unaudited)

	Three Months Ended May 4, 2013	Three Months Ended April 28, 2012
Net Sales	$15,485	$14,336
Cost of Sales	9,708	8,837
Product Replacement Related Costs	672	—
Gross Profit	5,105	5,499
Costs and Expenses:		
Selling and Marketing	3,572	3,051
Research and Development	1,113	984
General and Administrative	1,142	1,036
Operating Expenses	5,827	5,071
Operating Income (Loss)	(722)	428
Other Expense	(36)	(13)
Income (Loss) from Continuing Operations before Income Taxes	(758)	415
Income Tax Benefit for Continuing Operations	(319)	(144)
Income (Loss) from Continuing Operations	(439)	559
Income (Loss) from Discontinued Operations, net of tax benefit of $7 at May 4, 2013 and tax expense of $180 at April 28, 2012	(10)	278
Net Income (Loss)	$ (449)	$ 837
Net Income (Loss) per Common Share—Basic:		
From Continuing Operations	$ (0.06)	$ 0.07
From Discontinued Operations	—	0.04
Net Income (Loss) Per Common Share—Basic	$ (0.06)	$ 0.11
Net Income (Loss) per Common Share—Diluted:		
From Continuing Operations	$ (0.06)	$ 0.07
From Discontinued Operations	—	0.04
Net Income (Loss) Per Common Share—Diluted	$ (0.06)	$ 0.11
Weighted Average Number of Common Shares Outstanding:		
Basic	7,401	7,425
Diluted	7,401	7,487
Dividends Declared Per Common Share	$ 0.07	$ 0.07

ASTRO-MED, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In Thousands)
(Unaudited)

	Three Months Ended May 4, 2013	Three Months Ended April 28, 2012
Net Income (Loss)	$ (449)	$ 837
Other Comprehensive Income (Loss) , Net of Taxes and Reclassification Adjustments:		
Foreign Currency Translation Adjustments	(154)	51
Unrealized Holding Loss Arising During the Period	(1)	(5)
Other Comprehensive Income (Loss)	(155)	46
Comprehensive Income (Loss)	$ (604)	$ 883

See Notes to condensed consolidated financial statements (unaudited).

ASTRO-MED, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In Thousands)
(Unaudited)

	Three Months Ended May 4, 2013	Three Months Ended April 28, 2012
Cash Flows from Operating Activities:		
Net Income (Loss)	$ (449)	$ 837
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Depreciation and Amortization	310	342
Share-Based Compensation	161	54
Deferred Income Tax Provision	21	121
Changes in Assets and Liabilities:		
Accounts Receivable	(224)	968
Inventories	(1,049)	305
Income Taxes	(5,077)	(211)
Accounts Payable and Accrued Expenses	(431)	(1,128)
Other	(235)	(180)
Net Cash Provided (Used) by Operating Activities	(6,973)	1,108
Cash Flows from Investing Activities:		
Proceeds from Sales/Maturities of Securities Available for Sale	1,935	3,150
Purchases of Securities Available for Sale	(13,527)	(4,108)
Line of Credit Issuance	—	(300)
Additions to Property, Plant and Equipment	(113)	(191)
Net Cash Used by Investing Activities	(11,705)	(1,449)
Cash Flows from Financing Activities:		
Proceeds from Common Shares Issued Under Employee Benefit Plans and Employee Stock Option Plans, Net of Payment of Minimum Tax Withholdings	391	19
Dividends Paid	(521)	(520)
Net Cash Used in Financing Activities	(130)	(501)
Net Decrease in Cash and Cash Equivalents	(18,808)	(842)
Cash and Cash Equivalents, Beginning of Period	30,999	11,703
Cash and Cash Equivalents, End of Period	$ 12,191	$10,861
Supplemental Disclosures of Cash Flow Information:		
Cash Paid During the Period for Income Taxes, Net of Refunds	$ 4,755	$ 142

See Notes to condensed consolidated financial statements (unaudited).

Table of Contents

ASTRO-MED, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

(1) Overview

Headquartered in West Warwick, Rhode Island, Astro-Med Inc. designs, develops, manufactures and distributes a broad range of specialty printers and data acquisition and analysis systems. Our products are distributed through our own sales force and authorized dealers in the United States. We also sell to customers outside of the United States primarily through our branch offices in Canada and Europe as well as with independent dealers and representatives. Astro-Med, Inc. products are sold under the brand names Astro-Med ® Test & Measurement and QuickLabel ® Systems and are employed around the world in a wide range of aerospace, automotive, communications, chemical, food and beverage, military, industrial, and packaging applications.

Unless otherwise indicated, references to “Astro-Med,” the “Company,” “we,” “our,” and “us” in this Quarterly Report on Form 10-Q refer to Astro-Med, Inc. and its consolidated subsidiaries.

(2) Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared by Astro-Med pursuant to the rules and regulations of the Securities and Exchange Commission, and reflect all adjustments consisting of normal recurring adjustments which, in the opinion of management, are necessary for a fair presentation of the results of the interim periods included herein. These financial statements do not include all disclosures associated with annual financial statements and, accordingly, should be read in conjunction with footnotes contained in the Company’s Annual Report on Form 10-K for the fiscal year ended January 31, 2013.

On January 31, 2013, we completed the sale of substantially all of the assets of our Grass Technologies Product Group. Consequently, we have classified the results of operations of the Grass Technologies Product Group as discontinued operations for all periods presented. Refer to Note 14, “Discontinued Operations,” for further discussion.

Results of operations for the interim periods presented herein are not necessarily indicative of the results that may be expected for the full year.

The presentation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported and disclosed in the consolidated financial statements and accompanying notes. Some of the more significant estimates relate to the allowances for doubtful accounts and credits, inventory valuation, impairment of long-lived assets and goodwill, income taxes, share-based compensation and warranty reserves. Management’s estimates are based on the facts and circumstances available at the time estimates are made, past historical experience, risk of loss, general economic conditions and trends, and management’s assessments of the probable future outcome of these matters. Consequently, actual results could differ from those estimates.

Certain amounts in prior year’s financial statements have been reclassified to conform to the current year’s presentation.

(3) Principles of Consolidation

The accompanying condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany accounts and transactions are eliminated in consolidation.

(4) Net Income Per Common Share

Basic net income per share is calculated by dividing net income by the weighted average number of shares outstanding during the period. Diluted net income per share is calculated by dividing net income by the weighted average number of shares and, if dilutive, common equivalent shares for stock options, restricted stock awards and restricted stock units outstanding during the period. A reconciliation of the shares used in calculating basic and diluted net income per share is as follows:

	Three Months Ended	
	May 4, 2013	April 28, 2012
Weighted Average Common Shares Outstanding—Basic	7,401,465	7,424,852
Effect of Dilutive Options, Restricted Stock Awards and Restricted Stock Units	—	61,862
Weighted Average Common Shares Outstanding—Diluted	7,401,465	7,486,714

For the three months ended May 4, 2013 and April 28, 2012, the diluted per share amounts do not reflect common equivalent shares outstanding of 155,900 and 612,150, respectively, because their effect would have been anti-dilutive. These outstanding options were not included due to their anti-dilutive effect, as the exercise price was greater than the average market price of the underlying stock during the period presented.

For the three months ended May 4, 2013, diluted net loss per common share is the same as basic net loss per common share, as the inclusion of the effect of the common share equivalents then outstanding would be anti-dilutive. For this reason, excluded from the calculation of diluted net loss per common share for the three month period ended May 4, 2013 were “in the money” options to purchase 175,951 shares of the Company’s common stock.

(5) Share-Based Compensation

Astro-Med has one equity incentive plan (the “Plan”) under which incentive stock options, non-qualified stock options, restricted stock units (“RSUs”), restricted stock awards (“RSAs”) and other equity based awards may be granted to officers and certain employees. An aggregate of 1,000,000 shares were authorized for awards under the Plan. At May 4, 2013, 382,394 shares were available for grant under the Plan. Options granted to employees vest over four years. The exercise price of each stock option will be established at the discretion of the Compensation Committee; however, any incentive stock options granted must be at an exercise price of not less than fair market value at the date of grant. In fiscal year 2013, a portion of the Company’s long-term incentive compensation was awarded in the form of RSUs. The 2013 RSUs vest fifty percent on the first anniversary of the grant date and fifty percent on the second anniversary of the grant date provided that the grantee is employed on each vesting date by Astro-Med or an affiliate company and provided the Company achieves specific thresholds of net sales and annual operating income as established under the fiscal 2013 Domestic Management Bonus Plan. All such RSUs were earned in fiscal 2013 and fifty percent vested in March 2013; the balance will vest in March 2014, subject to the grantee’s continued employment. In April 2013, the Company granted options and RSUs to officers. Each RSU will be earned and vest as follows: twenty-five percent of the RSU vests on the third anniversary of the grant date, fifty percent of the RSU vests upon the Company achieving its cumulative budgeted net sales target for fiscal years 2014 through 2016 (the “Measurement Period”), and twenty-five percent of the total RSU vests upon the Company’s achieving a target average annual ORONA (operating income return on net assets as calculated for the Domestic Management Bonus Plan) for the Measurement Period. The grantee may not sell, transfer or otherwise dispose of more than fifty percent of the common stock issued upon vesting of the RSU until the first anniversary of the vesting date.

The Plan provides for an automatic annual grant of ten-year options to purchase 5,000 shares of stock to each non-employee director upon the adjournment of each annual shareholders’ meeting. Each such option is exercisable at the fair market value as of the grant date and vests immediately prior to the next succeeding annual shareholders’ meeting. In addition to the automatic option grant under Plan, the Company has a Non-Employee Director Annual Compensation Program (the “Program”) which provides that each non-employee director is entitled to an annual cash retainer of $7,000 (the “Cash Retainer”), plus $500 for each Board and committee meeting attended, provided that if more than one meeting occurs on the same day, no more than $500 shall be paid for such day. The non-employee director may elect for any fiscal year to receive all or a portion of the Cash Retainer in the form of common stock of the Company, which will be issued under the Plan. If a non-employee director elects to receive all or a portion of the Cash Retainer in the form of common stock, such shares shall be issued in four quarterly installments on the first day of each fiscal quarter, and the number of shares of common stock to be issued shall be based on the fair market value of such common stock on the date such installment is payable. The common stock received in lieu of such Cash Retainer will be fully vested. However, a non-employee director who receives common stock in lieu of all or a portion of the Cash Retainer may not sell, transfer, assign, pledge or otherwise encumber the common stock prior to the first anniversary of the date on which such shares were issuable. In the event of the death or disability of a nonemployee director, or a change in control of the Company, any shares of common stock issued in lieu of such Cash Retainer, shall no longer be subject to such restrictions on transfer.

In addition, under the Program, each non-employee director receives RSAs with a value equal to $20,000 (the “Equity Retainer”). If a non-employee director is first appointed or elected to the Board of Directors effective on a date other than at the annual shareholders meeting, on the date of such appointment or election, the director shall receive a pro rata award of restricted common stock having a value based on the number of days remaining until the next annual meeting. The Equity Retainer will vest on the earlier of 12 months after the grant date or the date immediately prior to the next annual meeting of the shareholders following the meeting at which such RSAs were granted. However, a non-employee director may not sell, transfer, assign, pledge or otherwise encumber the vested common stock prior to the second anniversary of the vesting date. In the event of the death or disability of a non-employee director, or a change in control of the Company, the RSAs shall immediately vest and shall no longer be subject to such restrictions on transfer.

We account for compensation cost related to share-based payments based on fair value of the stock options, RSUs and RSAs when awarded to an employee or director. We have estimated the fair value of each option on the date of grant using the Black-Scholes option-pricing model. Our estimate requires a number of complex and subjective assumptions including our stock price volatility, employee exercise patterns (expected life of the options), the risk-free interest rate and the Company’s dividend yield. The stock price volatility assumption is based on the historical weekly price data of our common stock over a period equivalent to the weighted average expected life of our options. Management evaluated whether there were factors during that period which were unusual and would distort the volatility figure if used to estimate future volatility and concluded that there were no such factors. In determining the expected life of the option grants, the Company has observed the actual terms of prior grants with similar characteristics and the actual vesting schedule of the grant and has assessed the expected risk tolerance of different option groups. The risk-free interest rate is based on the actual U.S. Treasury zero coupon rates for bonds matching the expected term of the option as of the option grant date. The dividend assumption is based upon the prior year’s average dividend yield. No compensation expense is recognized for options that are forfeited for which the employee does not render the requisite service. Our accounting for share-based compensation for RSUs and RSAs is also based on the fair value method. The fair value of the RSUs and RSAs is based on the closing market price of the Company’s common stock on the grant date of the RSU or RSA.

Share-based compensation expense was recognized as follows:

(In thousands)	Three Months Ended May 4, 2013	Three Months Ended April 28, 2012
Stock Options	$ 46	$ 37
Restricted Stock Awards and Restricted Stock Units	115	14
Total	$ 161	$ 51

Stock Options

The fair value of stock options granted during the three months ended May 4, 2013 and April 28, 2012 was estimated using the following assumptions:

	Three Months Ended May 4, 2013	Three Months Ended April 28, 2012
Risk Free Interest Rate	0.8%	1.1%
Expected Volatility	38.5%	39.4%
Expected Life (in years)	5.0	5.0
Dividend Yield	2.6%	3.5%

The weighted average fair value per share for options granted was $2.79, during the first quarter of fiscal 2014 compared to $2.09 during the first quarter of fiscal 2013.

Aggregated information regarding stock options granted under the Plan for the three months ended May 4, 2013 is summarized below:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in Years)	Aggregate Intrinsic Value
Outstanding at January 31, 2013	916,612	$ 8.46	4.4	$ 1,624,000
Granted	36,800	10.50		
Exercised	(56,399)	7.79		
Expired or canceled	(14,298)	9.38		
Outstanding at May 4, 2013	882,715	$ 8.58	4.6	$ 1,677,657
Exercisable at May 4, 2013	694,067	$ 8.60	3.5	$ 1,331,857

As of May 4, 2013, there was $342,000 of unrecognized compensation expense related to unvested options.

Restricted Stock Units (RSUs) and Restricted Stock Awards (RSAs)

Aggregated information regarding RSUs and RSAs granted under the Plan for the three months ended May 4, 2013 is summarized below:

	RSAs & RSUs	Weighted Average Grant Date Fair Value
Unvested at January 31, 2013	96,900	$ 8.10
Granted	50,000	10.07
Vested	(18,498)	8.35
Forfeited	—	—
Unvested at May 4, 2013	128,402	$ 8.83

As of May 4, 2013, there was $891,000 of unrecognized compensation expense related to unvested RSUs and RSAs.

Employee Stock Purchase Plan

Astro-Med has an Employee Stock Purchase Plan allowing eligible employees to purchase shares of common stock at a 15% discount from fair value on the date of purchase. A total of 247,500 shares were reserved for issuance under this plan. There were 1,212 and 997 shares respectively, purchased under this plan during the quarters ended May 4, 2013 and April 28, 2012. As of May 4, 2013, 63,019 shares remain available.

(6) Inventories

Inventories are stated at the lower of cost (first-in, first-out) or market and include material, labor and manufacturing overhead. The components of inventories are as follows:

(In thousands)	May 4, 2013	January 31, 2013
Materials and Supplies	$ 5,864	$ 6,654
Work-In-Process	1,525	591
Finished Goods	4,366	3,934
	$ 11,755	$ 11,179

(7) Income Taxes

The Company's effective tax rates for income (loss) from continuing operations based on the projected effective tax rate for the full year, are as follows:

	Three Months Ended
Fiscal 2014	42.1%
Fiscal 2013	(34.7)%

During the first quarter of fiscal 2014, the Company recognized an income tax benefit on the loss from continuing operations of approximately $319,000. During the three months ended April 28, 2012, the Company recognized income tax benefit on income from continuing operations of approximately $144,000 which included an expense of $141,000 on the quarter's pretax income from continuing operations and a benefit of $285,000 related to the favorable resolution of a previously uncertain tax position.

As of May 4, 2013, the Company's cumulative unrecognized tax benefits totaled $921,000 compared to $941,000 as of January 31, 2013. There were no developments affecting unrecognized tax benefits during the quarter ended May 4, 2013.

(8) Line of Credit and Note Receivable

On January 30, 2012, the Company completed the sale of its label manufacturing operations in Asheboro, North Carolina to Label Line Ltd. The net sales price of $1,000,000 was received in the form of a promissory note issued by Label Line Ltd. and is fully secured by a first lien on various collateral, including the Asheboro plant and plant assets. The note bears interest at a rate equal to the lesser of (i) the United States prime rate as of January 30, 2013 plus 50 basis points or (ii) six percent per annum and is payable in sixteen quarterly installments of principal and interest commencing on January 30, 2013. The Note Receivable is disclosed at its present value on the accompanying condensed consolidated balance sheets for the periods ended May 4, 2013 and January 31, 2013.

The terms of the Asheboro sale also included an agreement for Astro-Med to provide Label Line Ltd. with additional financing in the form of a revolving line of credit in the amount of $600,000. This line of credit is fully secured by first lien on various collateral of Label Line Ltd., including the Asheboro plant and plant assets and bears interest at a rate equal to the United States prime rate plus an additional margin of two percent of the outstanding credit balance. The line of credit had an initial term of one-year from the date of the sale which may be extended for consecutive one-year terms on mutual agreement of both parties. On March 27, 2013, Astro-Med signed an agreement to extend this line of credit through January 30, 2014. As of May 4, 2013, $300,000 remains outstanding on this revolving line of credit.

(9) Segment Information

Astro-Med reports two segments consistent with its sales product groups: Test & Measurement (T&M) and QuickLabel Systems (QuickLabel). On January 31, 2013, the Company completed the sale of substantially all of the assets of its Grass Technologies Product Group (Grass) in order to focus on its existing core businesses. Consequently, the Company has classified the results of operations of Grass as discontinued operations for all periods presented. Refer to Note 14, "Discontinued Operations for a further discussion.

The Company evaluates segment performance based on the segment profit before corporate expenses.

Summarized below are the Net Sales and Segment Operating Profit for each reporting segment:

	Three Months Ended			
	Net Sales		Segment Operating Profit	
(In thousands)	May 4, 2013	April 28, 2012	May 4, 2013	April 28, 2012
T&M	$ 4,089	$ 3,972	$ 201	$ 543
QuickLabel	11,396	10,364	891	903
Total	$15,485	$14,336	1,092	1,446
Product Replacement Related Costs			672	—
Corporate Expenses			1,142	1,018
Operating Income (Loss)			(722)	428
Other Expense—Net			(36)	(13)
Income (Loss) From Continuing Operations Before Income Taxes			(758)	415
Income Tax Benefit			(319)	(144)
			(439)	559
Income (Loss) From Discontinued Operations, Net of Income Taxes			(10)	278
Net Income (Loss)			$ (449)	$ 837

(10) Recent Accounting Pronouncements

Comprehensive Income

In February 2013, the Financial Standards Accounting Board issued Accounting Standard Update 2013-02, ("ASU-2013-02") "Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income," which requires entities to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, entities are required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, entities are required to cross-reference to other disclosures that provide additional detail on these amounts. ASU 2013-02 was effective prospectively for reporting periods beginning after December 15, 2012. We adopted this guidance in our first quarter ending May 4, 2013 and have provided the disclosure required in Note 13. Since ASU 2013-02 only impacts presentation and disclosure requirements, the adoption of this guidance did not have a material impact on the Company's financial position or results of operations.

No other new accounting pronouncements, issued or effective during the first quarter of the current year, have had or are expected to have a material impact on our consolidated financial statements.

(11) Securities Available for Sale

Pursuant to our investment policy, securities available for sale include state and municipal securities with various contractual or anticipated maturity dates ranging from one to 26 months. Securities available for sale are carried at fair value, with unrealized gains and losses reported as a component of accumulated other comprehensive income (loss) in shareholders' equity until realized. Realized gains and losses from the sale of available for sale securities, if any, are determined on a specific identification basis. A decline in the fair value of any available for sale security below cost that is determined to be other than temporary will result in a write-down of its carrying amount to fair value. No such impairment charges were recorded for any period presented. All short-term investment securities have original maturities greater than 90 days.

The fair value, amortized cost and gross unrealized gains and losses of the securities are as follows:

(In thousands)		Gross Unrealized	Gross Unrealized	
May 4, 2013	Amortized Cost	Gains	Losses	Fair Value
State and Municipal Obligations	$ 20,090	$ 12	$ (2)	$ 20,100

		Gross Unrealized	Gross Unrealized	
January 31, 2013	Amortized Cost	Gains	Losses	Fair Value
State and Municipal Obligations	$ 8,499	$ 10	$ —	$ 8,509

(12) Fair Value

We measure our financial assets at fair value on a recurring basis in accordance with the guidance provided in ASC 820, "Fair Value Measurement and Disclosures" which defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). In addition, ASC 820 establishes a three-tiered hierarchy for inputs used in management's determination of fair value of financial instruments that emphasizes the use of observable inputs over the use of unobservable inputs by requiring that observable inputs be used when available. Observable inputs are inputs that reflect management's belief about the assumptions market participants would use in pricing a financial instrument based on the best information available in the circumstances.

The fair value hierarchy is summarized as follows:

- Level 1—Quoted prices in active markets for identical assets or liabilities;
- Level 2—Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and
- Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Cash and cash equivalents; accounts receivables; line of credit receivable; notes receivable; accounts payable; accrued compensation and other expenses and income tax payable are reflected in the condensed consolidated balance sheet at carrying value, which approximates fair value due to the short term nature of the these instruments.

Assets measured at fair value on a recurring basis are summarized below:

(In thousands) May 4, 2013	Level 1	Level 2	Level 3	Total
Money Market Funds (included in Cash and Cash Equivalents)	$ 7,043	$ —	$ —	$ 7,043
State and Municipal Obligations (included in Securities Available for Sale)	20,100	—	—	20,100
Total	$27,143	$ —	$ —	$27,143

January 31, 2013	Level 1	Level 2	Level 3	Total
Money Market Funds (included in Cash and Cash Equivalents)	$ 8,784	$ —	$ —	$ 8,784
State and Municipal Obligations (included in Securities Available for Sale)	8,509			8,509
Total	$17,293	$ —	$ —	$17,293

For our money market funds and state and municipal obligations, we utilize the market approach to measure fair value. The market approach is based on using quoted market prices for identical assets.

(13) Accumulated Other Comprehensive Income

The changes in the balance of accumulated other comprehensive income by component are as follows:

(In thousands)	Foreign Currency Translation Adjustments	Unrealized Holding Gain (Loss) on Available for Sale Securities	Total
Balance at January 31, 2013	$ 166	$ 7	$ 173
Other Comprehensive Income (Loss)	(154)	(1)	(155)
Amounts reclassified to Net Income	—	—	—
Net Other Comprehensive Income (Loss)	(154)	(1)	(155)
Balance at May 4, 2013	$ 12	$ 6	$ 18

The amounts presented above in other comprehensive income are net of taxes.

(14) Discontinued Operations

On January 31, 2013, the Company completed the sale of substantially all of the assets of its Grass Technologies Product Group (Grass) which manufactured polysomnography and electroencephalography systems and related accessories and propriety electrodes for use in both research and clinical settings. The assets sold consisted primarily of working capital (exclusive of inventory and accounts payable related to manufacturing), the engineering, sales and support workforce, intellectual property and certain other related assets. The proceeds from the sale consisted of $18.6 million in cash, of which $1.8 million is being held in escrow for twelve months following the closing date of the transaction in order to provide indemnity to the purchaser in the event of any breach in the representations, warranties and covenants of Astro-Med and is fully reserved for in Other Accrued Expenses in the accompanying condensed consolidated balance sheets.

As part of this transaction, Astro-Med entered into a Transition Service Agreement with the purchaser pursuant to which the Company will provide transition services and continue to manufacture Grass products for the purchaser for a period of between nine and twelve months following the closing date, after which the purchaser will acquire any remaining inventory. The Company has determined that cash flows from this activity will not be significant and therefore Grass has been presented as a discontinued operation for all periods presented.

Results for discontinued operations are as follows:

(In thousands)	May 4, 2013	April 28, 2012
Net Sales	$1,745	$4,089
Gross Profit	$ 48	$1,872
Net Income (Loss) from Discontinued Operations	$ (10)	$ 278

As a result of the sale of the Grass assets, the Company is in the process of selling its facility located in Rockland, Massachusetts, which was the former location of Grass production. This property is being actively marketed with sale considered probable within the next twelve months and as such, the property is classified as an asset held for sale in the accompanying condensed consolidated balance sheets.

(15) Commitments and Contingencies

Product Replacement Program

In April 2013, tests conducted by the Company revealed that one of its suppliers had been using non-conforming material in the cover of the power supply used in certain models of Astro-Med’s Test & Measurement printers. No malfunctions have been reported by customers as a result of the non-conforming material.

Upon identifying this issue, Astro-Med immediately suspended production of the printers, notified all customers and contacted the supplier who confirmed the problem. Astro-Med is working with its customers to replace the non-conforming material on existing printers with conforming material and will do this on a gradual basis over several months. The estimated the costs associated with the replacement program is $672,000, which was based upon the number of printers shipped during the period the non-conforming material was used. Those costs and the related reserve have been recognized and recorded in the current quarter and are included in the accompanying condensed consolidated financial statements.

Astro-Med is currently receiving power supplies with compliant materials and has resumed printer production and shipments to customers.

Since Astro-Med’s vendor deviated from the agreed upon specifications for the power supply while providing certificates of conformance to the original specifications, the Company intends to seek full recovery from the supplier for all costs and any other damages associated with this issue.

Item 2.

ASTRO-MED, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Business Overview

This section should be read in conjunction with Astro-Med's Condensed Consolidated Financial Statements included elsewhere herein and our Annual Report on Form 10-K for the fiscal year ended January 31, 2013.

Astro-Med is a multi-national enterprise, which designs, develops, manufactures, distributes and services a broad range of products that acquire, store, analyze and present data in multiple formats. The Company organizes its structure around a core set of competencies, including research and development, manufacturing, service, marketing and distribution. We market and sell our products and services through the following two product groups:

- Test and Measurement Product Group (T&M)—offers a suite of Ruggedized Printer products designed for military and commercial applications to be used in the avionics industry to print weather maps, communications and other critical flight information. T&M also manufactures and markets a suite of telemetry recorder products sold to the aerospace and defense industries, as well as portable data acquisition recorders, which offer diagnostic and test functions to a wide range of manufacturers including automotive, energy, paper and steel fabrication.
- QuickLabel Systems Product Group (QuickLabel)—offers label printer hardware, labeling software, service contracts and label and ink consumable products that digitally print color labels on a broad range of label and tag substrates.

On January 31, 2013, the Company completed the sale of substantially all of the assets of its Grass Technologies Product Group (Grass) in order to focus on its existing core businesses. Grass manufactured polysomnography and electroenecephalography systems for both clinical and research use along with the related accessories and proprietary electrodes. Consequently, the Company has classified the results of operations of its Grass segment as discontinued operations for all periods presented.

Astro-Med markets and sells its products and services globally through a diverse distribution structure of direct sales personnel, manufacturer's representatives and authorized dealers that deliver a full complement of branded products and services to customers in our respective markets.

Results of Operations

Three Months Ended May 4, 2013 vs. Three Months Ended April 28, 2012

Net sales by product group and current quarter percentage change over prior year for the three months ended May 4, 2013 and April 28, 2012 were:

(Dollars in thousands)	May 4, 2013	As a % of Net Sales	April 28, 2012	As a % of Net Sales	% Change Over Prior Year
T&M	$ 4,089	*26.4 %*	$ 3,972	*27.7 %*	*2.9 %*
QuickLabel	11,396	*73.6 %*	10,364	*72.3 %*	*10.0 %*
Total	$15,485	*100.0 %*	$14,336	*100.0 %*	*8.0 %*

Net sales for the first quarter of the current year were $15,485,000, representing an 8.0% increase as compared to the previous year's first quarter sales of $14,336,000. Sales through the domestic channels for the current quarter were $10,694,000, an increase of 2.4% over the prior year. International shipments for the first quarter of the current year were $4,791,000, representing an 23.0% increase from the previous year. Current year's first quarter international sales include an unfavorable foreign exchange rate impact of $60,000.

Hardware sales in the current quarter were $5,638,000, a slight increase compared to prior year's first quarter sales of $5,558,000. The current quarter increase is primarily due to increased sales of QuickLabel's color printer product line, as sales were up 45.4% in the current period compared to prior year first quarter sales. Also contributing to the current quarter increase in hardware sales is the continued increase in demand for T&M's Ruggedized products, as sales have increased 20.5% as compared to the prior year. The overall hardware sales increase is somewhat tempered by lower sales in QuickLabel’s monochromatic printer line and T&M’s recorder product line, although T&M’s new TMX recorder and Dash MX product lines reported increases year over year.

Consumables sales in the current quarter were $8,902,000, representing a 12.4% increase over prior year’s first quarter consumable sales of $7,921,000. The current quarter increase in consumable sales is primarily due to the double-digit increase in both digital color printer supplies and label and tag product sales in the QuickLabel segment.

Service and other revenues of $945,000 in the current quarter were up from prior year’s first quarter service and other revenues of $857,000, primarily due to the increase in parts and service revenue during the quarter.

Current year first quarter gross profit was $5,105,000, reflecting a 7.2% decline as compared to prior year’s first quarter gross profit of $5,499,000. The Company’s gross profit margin of 33.0% in the current quarter reflects a decrease from the prior year’s first quarter gross profit margin of 38.3%. The lower gross profit and related margin for the current quarter as compared to prior year is primarily attributable to $672,000 in product replacement program costs recognized in the current quarter related to replacing materials on certain of T&M’s Ruggedized printers after the Company discovered that one of its suppliers was using non-conforming material in the cover of the power supply used in certain models. Astro-Med intends to seek full recovery from the supplier for all costs and any other damages associated with this issue since the supplier deviated from the agreed upon specifications for the power supply while providing certificates of conformance to the original specifications. Also contributing to the lower gross profits were certain one-time costs related to the deployment of the LEAN manufacturing process.

Operating expenses for the current quarter were $5,827,000, a 14.9% increase as compared to prior year’s first quarter operating expenses of $5,071,000. Specifically, selling and marketing expenses for the current quarter increased 17.1% to $3,572,000 as compared to the previous year’s first quarter selling and marketing expenses of $3,051,000. The increase in selling and marketing for the current quarter was primarily due to increases in wages and benefits. G&A expenses increased 10.2% to $1,142,000 in the first quarter of the current year as compared to prior year’s first quarter G&A expenses of $1,036,000. The increase in G&A was primarily due to an increase in wages and benefits and travel spending, tempered by a decline in professional service costs. Investment in R&D in the first quarter of the current year of $1,113,000 represents a 13.1% increase compared to prior year’s first quarter investment of $984,000. The current quarter spending in R&D represents 7.2% of sales, an increase as compared to prior year’s first quarter level of 6.9%.

First quarter operating loss of $722,000, resulted in a negative operating profit margin of 4.7%, lower as compared to the prior year’s first quarter operating income of $428,000 and related operating margin of 3.0%. The decrease in operating income and related margin is primarily attributable to $672,000 of product replacement program costs recognized this quarter as discussed above, as well as higher operating expenses in the current quarter.

Other expense during the first quarter was $36,000 compared to other expense of $13,000 in the first quarter of the previous year. The increase in expense was primarily due to the increase in foreign exchange loss recognized in the first quarter of the current year.

The Company recognized a $319,000 tax benefit for the current quarter as a result of the $758,000 loss from continuing operations. This compares to the prior year's first quarter income tax benefit for continued operations of $144,000, which included an expense of $141,000 on the quarter's pretax income from continuing operations and a benefit $285,000 related to the favorable resolution of a previously uncertain tax position.

The Company reported a $439,000 loss from continuing operations for the first quarter of the current year, reflecting a negative return on sales of 2.8% and generating a loss of $0.06 per diluted share. On a comparative basis, in the prior year's first quarter, the Company recognized income from continuing operations of $559,000, reflecting a return on sales of 3.9% and an EPS of $0.07 per diluted share.

Discontinued Operation

On January 31, 2013, the Company completed the sale of substantially all of the assets of its Grass Technologies Product Group (Grass) for a purchase price of $18,600,000. Consequently, the Company has classified the results of operations of its Grass segment as discontinued operations for all periods presented.

Results for discontinued operations are as follows:

(In thousands)	May 4, 2013	April 28, 2012
Net Sales	$1,745	$4,089
Gross Profit	$ 48	$1,872
Income (Loss) from Discontinued Operations, net of taxes	$ (10)	$ 278

Segment Analysis

The Company reports two segments consistent with its product groups: Test & Measurement (T&M) and QuickLabel Systems (QuickLabel). The Company evaluates segment performance based on the segment profit before corporate and financial administration expenses.

Summarized below are the Net Sales and Segment Operating Profit for each reporting segment:

	Three Months Ended			
	Net Sales		Segment Operating Profit	
(In thousands)	May 4, 2013	April 28, 2012	May 4, 2013	April 28, 2012
T&M	$ 4,089	$ 3,972	$ 201	$ 543
QuickLabel	11,396	10,364	891	903
Total	$15,485	$14,336	1,092	1,446
Product Replacement Related Costs			672	—
Corporate Expenses			1,142	1,018
Operating Income (Loss)			(722)	428
Other Expense—Net			(36)	(13)
Income (Loss) From Continuing Operations Before Income Taxes			(758)	415
Income Tax Benefit			(319)	(144)
			(439)	559
Income (Loss) From Discontinued Operations, Net of Income Taxes			(10)	278
Net Income (Loss)			$ (449)	$ 837

Test & Measurement—T&M

Sales revenues from the T&M product group were $4,089,000 for the first quarter of the current fiscal year, representing a 2.9% increase as compared to sales of $3,972,000 for the same period in the prior year. The increase is primarily attributable to the hardware product line, as both the Ruggedized and TMX product line sales experienced double-digit growth as compared to prior year's sales volume. T&M's first quarter segment operating profit of $201,000 resulted in a 4.9% profit margin as compared to the prior year's segment operating profit of $543,000 and related operating margin of 13.7%. The decrease in both segment operating profit and related margin was due to higher manufacturing costs and operating expenses.

QuickLabel Systems—QuickLabel

Sales revenues from the QuickLabel product group were $11,396,000 in the first quarter of the current year as compared to $10,364,000 in the same quarter of the prior year. The increase in sales is primarily due to the consumables product line which increased 12.1% from the prior year, primarily attributable to the increased demand for digital color printer supplies, as well as for the label and tag product lines, which increased 29.3% and 18.4%, respectively, compared to the prior year. Also contributing to the current quarter increase were sales of the new Kario! product line. The current quarter increase in sales was somewhat tempered by lower sales of both the monochromatic product line and other color printer product lines. QuickLabel's current quarter segment operating profit was $891,000, reflecting a profit margin of 7.8% and a decrease from prior year's first quarter segment profit of $903,000 and with a related profit margin of 8.7%. The decrease in QuickLabel's current year's segment operating profit and related margin is primarily due to unfavorable product mix and higher manufacturing costs.

Financial Condition and Liquidity

The Company believes that cash provided by operations will continue to be sufficient to meet operating and capital needs for at least the next twelve months. However, in the event that cash from operations is not sufficient, the Company has a substantial cash and short term marketable securities balance, as well as a $5.0 million revolving bank line of credit, all of which is currently available. Borrowings under this line of credit bear interest at either a fluctuating rate equal to 75 basis points below the base rate, as defined in the agreement, or at a fixed rate equal to 150 basis points above LIBOR.

The Company's statements of cash flows for the three months ended May 4, 2013 and April 28, 2012 are included on page 6. Net cash flows used by operating activities was $6,973,000 in the current year compared to net cash provided by operating activities of $1,108,000 in the previous year. The decline in operating cash flow provided in the first three months of the current year as compared to the previous year is related to the net loss, income tax payments made in connection with the gain on the sale of Grass, and higher inventory balances. Accounts receivables decreased to $8,399,000 at the end of the first quarter as compared to $9,376,000 at year-end and the accounts receivable collection cycle decreased to 47 days sales outstanding at the end of the current quarter as compared to 51 days outstanding at year end. Inventory increased to $11,755,000 at the end of the first quarter compared to $11,179,000 at year end and inventory days on hand also increased to 110 days on hand at the end of the current quarter from 109 days at year end.

The Company's cash, cash equivalents and investments at the end of the third quarter totaled $32,291,000 compared to $39,508,000 at year end. The lower cash and investment position at May 4, 2013 resulted from the increase in inventory and the decrease in income taxes payable, as noted above, as well as cash used to acquire property, plant and equipment of $113,000 and to pay cash dividends of $521,000.

The Company's backlog increased 14.1% from year-end to $7,015,000 at the end of the first quarter.

Critical Accounting Policies, Commitments and Certain Other Matters

In the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2013, the Company's most critical accounting policies and estimates upon which our financial status depends were identified as those relating to revenue recognition, warranty claims, bad debts, inventories, income taxes, long-lived assets, goodwill and share-based compensation. We considered the disclosure requirements of Financial Release ("FR") 60 ("FR-60") regarding critical accounting policies and FR-61 regarding liquidity and capital resources, certain trading activities and related party/certain other disclosures, and concluded that nothing materially changed during the quarter that would warrant further disclosure under these releases.

Forward-Looking Statements

This Quarterly Report on Form 10-Q may contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not statements of historical fact, but rather reflect our current expectations concerning future events and results. We generally use the words “believes,” “expects,” “intends,” “plans,” “anticipates,” “likely,” “continues,” “may,” “will,” and similar expressions to identify forward-looking statements. Such forward-looking statements, including those concerning our expectations, involve risks, uncertainties and other factors, some of which are beyond our control, which may cause our actual results, performance or achievements to be materially different from those expressed or implied by such forward-looking statements. Factors which could cause actual results to differ materially from those anticipated include, but are not limited to (a) general economic, financial and business conditions; (b) declining demand in the test and measurement markets, especially defense and aerospace; (c) competition in the specialty printer industry; (d) ability to develop market acceptance of our products and effective design of customer required features; (e) competition in the data acquisition industry; (f) the impact of changes in foreign currency exchange rates on the results of operations; (g) the ability to successfully integrate acquisitions and realize benefits from divestitures; (h) the business abilities and judgment of personnel and changes in business strategy; (i) the efficacy of research and development investments to develop new products; (j) the launching of significant new products which could result in unanticipated expenses; (k) bankruptcy or other financial problems at major suppliers or customers that could cause disruptions in the Company’s supply chain or difficulty in collecting amounts owed by such customers; (l) and other risks included under “Item 1A-Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended January 31, 2013. We assume no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The registrant is a smaller reporting company and is not required to provide this information.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management has evaluated, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report pursuant to Rule 13a- 15(b) under the Securities Exchange Act of 1934, as amended (Exchange Act). Based on that evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are effective in ensuring that information required to be disclosed in our Exchange Act reports is (1) recorded, processed, summarized and reported in a timely manner, and (2) accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to have materially affected, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

There are no pending or threatened legal proceedings against the Company believed to be material to the financial position or results of operations of the Company.

Item 1A. Risk Factors

In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the factors discussed in Part I, Item 1A "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended January 31, 2013, which could materially affect our business, financial condition or future operating results. The risks described in our Annual Report on 10-K are not the only risks that we face, as additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating result as well as adversely affect the value of our common stock.

There have been no material updates to the risk factors previously disclosed in our Annual Report on Form 10-K for the fiscal year ended January 31, 2013.

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

During the first quarter of fiscal 2014, the Company made the following repurchases of its common stock:

	Total Number of Shares Repurchased	Average Price paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Be Purchased Under The Plans or Programs
February 1—March 2	—	$ —	—	390,000
March 3—March 30	—	$ —	—	390,000
March 31—May 4	—	$ —	—	390,000

Item 6. Exhibits

The following exhibits are filed as part of this report on Form 10-Q:

10.10	Form of Restricted Stock Unit Award Agreement
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer Pursuant 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(101)	The following materials from Registrant's Annual Report on Form 10-Q for the period ended May 4, 2013, formatted in XBRL (eXtensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Income, (iii) the Condensed Consolidated Statements of Comprehensive Income, (iv) the Condensed Consolidated Statements of Cash Flows, and (vi) the Notes to the Condensed Consolidated Financial Statements. Filed electronically herein.

Table of Contents

SIGNATURES

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

ASTRO-MED, INC.
(Registrant)

Date: June 4, 2013

By /s/ Everett V. Pizzuti
Everett V. Pizzuti,
President and Chief Executive Officer
(Principal Executive Officer)

By /s/ Joseph P. O'Connell
Joseph P. O'Connell
Senior Vice President, Treasurer and Chief Financial Officer
(Principal Financial Officer)

Exhibit 10.10

ASTRO-MED, INC.
2007 EQUITY INCENTIVE PLAN
RESTRICTED STOCK UNIT AWARD AGREEMENT

THIS RESTRICTED STOCK UNIT AWARD AGREEMENT (the " **Agreement** ") is made and entered into as of April 3, 2013 (the " **Grant Date** ") by and between Astro-Med, Inc. (the " **Company** ") and (the " **Grantee** "). Any capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Plan (as defined herein).

WHEREAS, the Company has adopted the Company's 2007 Equity Incentive Plan (the " **Plan** ") pursuant to which awards of Restricted Stock Units may be granted; and

WHEREAS, the Committee has determined that it is in the best interests in the Company and its shareholders to grant the award of Restricted Stock Units provided for herein.

NOW, THEREFORE, the parties hereto, intending to be legally bound, agree as follows:

1. Restricted Stock Units Awarded . (a) Pursuant to Section 8 of the Plan, the Company hereby issues to the Grantee on the Grant Date an award consisting of, in the aggregate, Restricted Stock Units (the " **Restricted Stock Units** ") as follows:

(i) twenty-five percent (25%) of the Restricted Stock Units (i.e.,) (the " **Time-Based RSUs** ") shall vest based on continued employment with the Company as provided in Section 4(a),

(ii) seventy-five percent (75%) of the Restricted Stock Units (i.e.,) (the " **Performance RSUs** ") shall be earned based on the Company's achievement of the performance goals set forth in Section 3 (the " **Performance Goals** ") and shall vest as provided in Section 4(b).

(b) Each Restricted Stock Unit represents the right to receive one share of the Company's common stock, $0.05 par value (the " **Common Stock** "), subject to the terms and conditions of this Agreement and the Plan. The actual number of shares of Common Stock which will vest on the applicable Vesting Date (as defined below) may be less than number of shares set forth in this Section 1, and vesting of the Performance RSUs will be based on the Company actually achieving the performance goals set forth in Section 3, and, except as provided in Section 4 hereof, the Grantee's continued employment by the Company or an Affiliate through the applicable Vesting Date.

2. Measurement Period . The measurement period shall be for the period beginning February 1, 2013 through January 31, 2016 (the " **Measurement Period** ").

3. Performance Goals .

(a) Net Sales RSUs . Fifty percent (50%) of the Restricted Stock Units (i.e.,) shall be earned based on the Company's achievement of the Net Sales Goal (defined below) (the " **Net Sales RSUs** "). The Net Sales RSUs shall be earned by the Grantee if the cumulative net sales of the Company as reported in the Company's audited financial statements for the Measurement Period equals or exceeds the cumulative net sales target forecasted in the Company's annual budgets for the Measurement Period, as approved by the Company's Board of Directors for such fiscal years (the " **Net Sales Goal** ").

(b) ORONA RSUs . Twenty-five percent (25%) of the Restricted Stock Units (i.e.,) shall be earned based on the Company's achievement of the ORONA Goal (defined below) (the " **ORONA RSUs** "). The ORONA RSUs shall be earned by the Grantee if average annual ORONA (operating income return on net assets) of the Company as calculated for the Company's Management Bonus Plan for the Measurement Period equals or exceeds 8% per annum (the " **ORONA Goal** ").

4. Vesting .

(a) Vesting of Time-Based RSUs . Subject to Sections 6 and 7, the Grantee shall become vested in the right to receive the Time-Based RSUs on the third anniversary of the Grant Date (the " **Time-Based Vesting Date** "). Except as provided in Section 7, if the Grantee has a termination from employment with the Company for any reason, prior to the Time-Based Vesting Date, the Grantee will forfeit the Time-Based RSUs; provided however , if the Grantee's termination from employment with the Company is by reason of death or Disability, any unvested Time-Based RSUs will become vested as of the date of such death or Disability.

(b) Vesting of Performance RSUs . Subject to Sections 6 and 7, the Grantee shall become vested in the right to receive the Performance RSUs earned by the Grantee pursuant to Section 3 hereof on the later of the third anniversary of the Grant Date or the date on which the Company issues its audited financial statements for the Measurement Period (the " **Performance Vesting Date** "). Except as provided in Section 7, or as the Committee may determine in its sole discretion, if the Grantee has a termination from employment with the Company for any reason prior to the Performance Vesting Date, the Grantee shall forfeit all Performance RSUs.

(c) Effect of Forfeiture . Neither the Company nor any Affiliate will have any further obligations to the Grantee under this Agreement to the extent any of the Grantee's Restricted Stock Units are forfeited.

5. Delivery of Stock Certificates . As soon as practicable after the Time-Based Vesting Date or the Performance Vesting Date, as applicable (each a " **Vesting Date** "), and consistent with Section 409A of the Code, the Company shall issue and deliver to the Grantee, or the Grantee's beneficiary or estate as the case may be, certificates for the number of shares of Common Stock equal to the number of Vested Restricted Stock Units, which certificates shall contain the legend(s) referenced in Section 6 hereof. The number of shares delivered shall be net of the number of shares withheld, if any, pursuant to Section 10. The Company shall not be required to deliver any fractional share of Common Stock, but will make a cash payment in lieu thereof equal to the Fair Market Value (determined as of the applicable Vesting Date) of the fractional share to which the Grantee or the Grantee's beneficiary or estate, as the case may be, is entitled to hereunder. No payment will be required from the Grantee upon the issuance or delivery of shares of Common Stock except that any amount necessary to satisfy applicable federal, state or local tax requirements shall be withheld or paid promptly in accordance with Section 10.

If the Grantee is deemed a "specified employee" within the meaning of Section 409A of the Code, as determined by the Committee, at a time when the Grantee becomes eligible for settlement of the Restricted Stock Units upon his "separation from service" within the meaning of Section 409A of the Code, then to the extent necessary to prevent any accelerated or additional tax under Section 409A of the Code, such settlement will be delayed until the earlier of: (a) the date that is six months following the Grantee's separation from service and (b) the Grantee's death.

6. Transfer Restrictions. The Grantee may not sell, transfer, pledge or otherwise encumber more than fifty percent (50%) of the Common Stock issued upon vesting of the Restricted Stock Units prior to the first anniversary of the Vesting Date (the " Restricted Period "), provided, however, such restrictions shall lapse upon the death or Disability of the Grantee. Any and all certificates representing shares of Common Stock issued hereunder shall have appropriate legends evidencing such transfer restrictions.

7. Change In Control .

(a) Notwithstanding anything herein to the contrary, in the event that a Change in Control occurs during the Measurement Period:

(i) the Time-Based RSUs shall immediately vest;

(ii) for the purposes of determining whether or not the Net Sales Goal has been achieved, the last day of the fiscal quarter immediately preceding the date of such Change in Control shall be deemed to be the final date of the Measurement Period and forecasted net sales shall be based upon the quarterly budget for any partial fiscal year included in the Measurement Period. For example, if the Change of Control occurs on or after August 2, 2014 and before November 1, 2014, the final day of the Measurement Period shall be deemed to be August 2, 2014, and the forecasted net sales for fiscal 2015 included in forecasted cumulative net sales for purposes of determining if the Company has achieved the Net Sales Goal shall be the budgeted net sales for the first two quarters of fiscal 2015, and if cumulative net sales through August 2, 2014 equal or exceed the budgeted net sales for the Measurement Period, as so calculated, then 100% of the Net Sales RSUs shall have been earned and shall vest and if cumulative net sales through August 2, 2014 are less than budgeted net sales for the Measurement Period, as so calculated, then the Net Sales RSUs shall be forfeited; and

(iii) the number of ORONA RSUs that shall vest on the Change of Control shall equal the product of (A) the total number of ORONA RSUs multiplied by (B) a fraction, the numerator of which is the number of full months that have elapsed during the Measurement Period up to and including the date of the Change of Control, and the denominator of which is 36.

8. <u>Rights as Shareholder</u> . The Grantee shall not have any rights of a shareholder of the Company holding shares of Common Stock, unless and until the Restricted Stock Units vest and are settled by the issuance of such shares of Common Stock. Notwithstanding the foregoing, with respect to any Vested RSUs, the Grantee shall have the right to participate in any dividend of the Common Stock that has a record date on or after the Vesting Date.

9. <u>Adjustments</u> . If any change is made to the outstanding Common Stock or the capital structure of the Company, if required, the Restricted Stock Units shall be adjusted or terminated in any manner as contemplated by Section 11.2 of the Plan.

10. <u>Tax Liability and Withholding</u> .

(a) The Grantee acknowledges and agrees that the Company and its subsidiaries have the right to deduct from payments of any kind otherwise due to Grantee any federal, state or local taxes of any kind required by law to be withheld with respect to the grant or vesting of Restricted Stock Units hereunder.

(b) The Committee may permit the Grantee to satisfy any federal, state or local tax withholding obligation by any of the following means, or by a combination of such means:

(i) tendering a cash payment.

(iii) authorizing the Company to withhold shares of Common Stock from the shares of Common Stock otherwise issuable or deliverable to the Grantee as a result of the vesting of the Restricted Stock Units; *provided, however* , that no shares of Common Stock shall be withheld with a value exceeding the minimum amount of tax required to be withheld by law.

(iv) delivering to the Company previously owned and unencumbered shares of Common Stock.

Any shares of Common Stock withheld in accordance with this Section 10 shall be treated as if issued and sold by the Grantee when determining the share retention requirements applicable to the Grantee under the share ownership and/or retention requirements of this Agreement (including Section 6 hereof) and/ or guidelines of the Company.

(c) Notwithstanding any action the Company takes with respect to any or all income tax, social insurance, payroll tax, or other tax-related withholding (" **Tax-Related Items** "), the ultimate liability for all Tax-Related Items is and remains the Grantee's responsibility and the Company (i) makes no representation or undertakings regarding the treatment of any Tax-Related

Items in connection with the grant, vesting or settlement of the Restricted Stock Units or the subsequent sale of any shares; and (i) does not commit to structure the Restricted Stock Units to reduce or eliminate the Grantee's liability for Tax-Related Items.

11. Compliance with Law . The issuance and transfer of shares of Common Stock shall be subject to compliance by the Company and the Grantee with all applicable requirements of federal and state securities laws and with all applicable requirements of any stock exchange on which the Company's shares of Common Stock may be listed. No shares of Common Stock shall be issued or transferred unless and until any then applicable requirements of state and federal laws and regulatory agencies have been fully complied with to the satisfaction of the Company and its counsel.

12. Acceptance . The Grantee hereby acknowledges receipt of a copy of the Plan and this Agreement. The Grantee has read and understands the terms and provisions thereof, and accepts the Restricted Stock Units subject to all of the terms and conditions of the Plan and this Agreement. The Grantee acknowledges that there may be adverse tax consequences upon the vesting or settlement of the Restricted Stock Units or disposition of the underlying shares and that the Grantee has been advised to consult a tax advisor prior to such vesting, settlement or disposition.

13. Notices . Any notice hereunder to the Company shall be addressed to it at its office, 600 East Greenwich Avenue, West Warwick, Rhode Island 02893, and any notice hereunder to the Grantee shall be addressed to the Grantee at the address reflected on the records of the Company, subject to the right of either party to designate at any time hereafter in writing some other address.

14. Interpretation . Any dispute regarding the interpretation of this Agreement shall be submitted by the Grantee or the Company to the Committee for review. The resolution of such dispute by the Committee shall be final and binding on the Grantee and the Company.

15. Rhode Island Law to Govern . This Agreement shall be construed and administered in accordance with and governed by the laws of the State of Rhode Island.

16. Successors and Assigns . The Company may assign any of its rights under this Agreement. This Agreement will be binding upon and inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer set forth herein, this Agreement will be binding upon the Grantee and the Grantee's beneficiaries, executors, administrators and the person(s) to whom the Restricted Stock Units may be transferred by will or the laws of descent or distribution.

17. Discretionary Nature of Plan . The Plan is discretionary and may be amended, cancelled or terminated by the Company at any time, in its discretion. The grant of the Restricted Stock Units in this Agreement does not create any contractual right or other right to receive any Restricted Stock Units or other Awards in the future. Future Awards, if any, will be at the sole discretion of the Company. Any amendment, modification, or termination of the Plan shall not constitute a change or impairment of the terms and conditions of the Grantee's employment with the Company.

18. Amendment . The Committee has the right to amend, alter, suspend, discontinue or cancel the Restricted Stock Units, prospectively or retroactively; *provided, that* , no such amendment shall adversely affect the Grantee's material rights under this Agreement without the Grantee's consent.

19. Section 409A . This Agreement is intended to comply with Section 409A of the Code or an exemption thereunder and shall be construed and interpreted in a manner that is consistent with the requirements for avoiding additional taxes or penalties under Section 409A of the Code. Notwithstanding the foregoing, the Company makes no representations that the payments and benefits provided under this Agreement comply with Section 409A of the Code and in no event shall the Company be liable for all or any portion of any taxes, penalties, interest or other expenses that may be incurred by the Grantee on account of non-compliance with Section 409A of the Code.

20. No Impact on Other Benefits . The value of the Grantee's Restricted Stock Units is not part of his or her normal or expected compensation for purposes of calculating any severance, retirement, welfare, insurance or similar employee benefit.

21. Employment not Guaranteed . This Agreement shall not create any right in the Grantee to continue in the Company employ for any specific length of time, nor does it create any other rights in the Grantee or obligations on the part of the Company, except those set forth in this Agreement.

22. Counterparts . This Agreement may be executed in counterparts, each of which shall be deemed an original but all of which together will constitute one and the same instrument. Counterpart signature pages to this Agreement transmitted by facsimile transmission, by electronic mail in portable document format (.pdf), or by any other electronic means intended to preserve the original graphic and pictorial appearance of a document, will have the same effect as physical delivery of the paper document bearing an original signature.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Company has caused this Agreement to be executed by its duly authorized officer and the Grantee has executed this Agreement as of the day and year first above written.

ASTRO-MED, INC.

By: ______________________________
Name: Everett V. Pizzuti
Title: President and Chief Executive Officer

____
[Grantee]

Exhibit 31.1

CERTIFICATION

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

I, Everett V. Pizzuti certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Astro-Med, Inc.;
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 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.

Date: June 4, 2013

/s/ Everett V. Pizzuti

Everett V. Pizzuti,
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

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

I, Joseph P. O’Connell certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Astro-Med, Inc.;
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 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.

Date: June 4, 2013

/s/ Joseph P. O’Connell
Joseph P. O’Connell,
Senior Vice President, Treasurer and
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

ASTRO-MED, INC.
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 Astro-Med, Inc. (the “Company”) on Form 10-Q for the period ended May 4, 2013 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Everett V. Pizzuti, President and Chief Executive Officer, certify, pursuant to Rule 13a-14(b) and 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; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: June 4, 2013

/s/ Everett V. Pizzuti
Everett V. Pizzuti,
President and Chief Executive Officer
(Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to Astro-Med, Inc. and will be retained by Astro-Med, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

ASTRO-MED, INC.
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 Astro-Med, Inc. (the "Company") on Form 10-Q for the period ended May 4, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Joseph P. O'Connell, Senior Vice President, Treasurer and Chief Financial Officer of the Company, certify, pursuant to Rule 13a-14(b) and 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; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: June 4, 2013

/s/ Joseph P. O'Connell
Joseph P. O'Connell,
Senior Vice President, Treasurer and
Chief Financial Officer
(Principal Financial Officer)

A signed original of this written statement required by Section 906 has been provided to Astro-Med, Inc. and will be retained by Astro-Med, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.