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Documents

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| 10-Q | form10q_17868.htm FORM 10-Q DATED SEPTEMBER 30, 2015 |
| EX-31.1 | exh31-1_17868.htm 302 CERTIFICATION OF THE C.E.O. |
| EX-31.2 | exh31-2_17868.htm 302 CERTIFICATION OF THE C.F.O. |
| EX-32.1 | exh32-1_17868.htm 906 CERTIFICATION OF THE C.E.O. |
| EX-32.2 | exh32-2_17868.htm 906 CERTIFICATION OF THE C.F.O. |

Module and Segment References

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 10-Q

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: September 30, 2015

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 000-17363

LIFEWAY FOODS, INC.

(Exact Name of Registrant as Specified in its Charter)

Illinois
*(State or Other Jurisdiction of
Incorporation or Organization)*

36-3442829
*(I.R.S. Employer
Identification No.)*

6431 West Oakton, Morton Grove, IL 60053
(Address of Principal Executive Offices, Zip Code)

(847) 967-1010
(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 Web site, if any, every Interactive Data file required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer 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

As of October 27, 2015, 16,304,410 shares of the registrant's common stock, no par value, were outstanding.

LIFEWAY FOODS, INC.

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ITEM 1. FINANCIAL STATEMENTS.

LIFEWAY FOODS, INC. AND SUBSIDIARIES
 Consolidated Statements of Financial Condition
 September 30, 2015 and December 31, 2014

| | <u>September 30,</u> <u>2015</u> <u>(Unaudited)</u> | <u>December 31,</u> <u>2014</u> |
|--|---|------------------------------------|
| <u>ASSETS</u> | | |
| Current assets | | |
| Cash and cash equivalents | \$ 5,010,669 | \$ 3,260,244 |
| Investments, at fair value | 2,512,537 | 2,779,140 |
| Certificates of deposits in financial institutions | 534,678 | 149,965 |
| Inventories | 6,931,773 | 5,814,219 |
| Accounts receivable, net of allowance for doubtful accounts and discounts of \$1,100,000 and \$1,050,000 at September 30, 2015 and December 31, 2014, respectively | 10,753,485 | 10,213,541 |
| Prepaid expenses and other current assets | 53,966 | 251,922 |
| Other receivables | 37,850 | 134,338 |
| Deferred income taxes | 612,159 | 408,340 |
| Refundable income taxes | 129,426 | 1,140,796 |
| Total current assets | <u>26,576,273</u> | <u>24,152,505</u> |
| Property and equipment, net | <u>21,602,426</u> | <u>21,892,395</u> |
| Intangible assets | | |
| Goodwill | 14,068,091 | 14,068,091 |
| Other intangible assets, net | 2,523,006 | 3,059,764 |
| Total intangible assets | <u>16,591,097</u> | <u>17,127,855</u> |
| Other Assets | | |
| Long-term accounts receivable, net of current portion | 294,767 | 251,683 |
| Total assets | <u>\$ 65,064,563</u> | <u>\$ 63,424,438</u> |
| <u>LIABILITIES AND STOCKHOLDERS' EQUITY</u> | | |
| Current liabilities | | |
| Current maturities of notes payable | \$ 840,000 | \$ 872,285 |
| Accounts payable | 5,190,593 | 5,586,755 |
| Accrued expenses | 3,104,452 | 2,066,076 |
| Accrued income taxes | 448,891 | — |
| Total current liabilities | <u>9,583,936</u> | <u>8,525,116</u> |
| Notes payable | 7,329,328 | 8,124,515 |
| Deferred income taxes | 1,806,539 | 2,075,095 |
| Total liabilities | <u>18,719,803</u> | <u>18,724,726</u> |
| Stockholders' equity | | |
| Common stock, no par value; 40,000,000 shares authorized; 17,273,776 shares issued; 16,346,017 shares outstanding at September 30, 2015 and December 31, 2014 | 6,509,267 | 6,509,267 |
| Paid-in-capital | 2,032,516 | 2,032,516 |
| Treasury stock, at cost | (8,187,682) | (8,187,682) |
| Retained earnings | 46,189,101 | 44,543,618 |
| Accumulated other comprehensive loss, net of taxes | (198,442) | (198,007) |
| Total stockholders' equity | <u>46,344,760</u> | <u>44,699,712</u> |
| Total liabilities and stockholders' equity | <u>\$ 65,064,563</u> | <u>\$ 63,424,438</u> |

See accompanying notes to consolidated financial statements

LIFEWAY FOODS, INC. AND SUBSIDIARIES
Consolidated Statements of Income and Comprehensive Income
For the Three Months and Nine Months Ended September 30, 2015 and 2014
(Unaudited)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|---|---------------------|--|---------------------|
| | 2015 | 2014 | 2015 | 2014 |
| Gross sales | \$ 33,519,071 | \$ 32,704,435 | \$ 102,913,996 | \$ 97,359,630 |
| Less: discounts and promotional allowances | (3,920,406) | (2,594,213) | (13,872,019) | (8,552,286) |
| Net sales | 29,598,665 | 30,110,222 | 89,041,977 | 88,807,344 |
| Cost of goods sold | 19,929,639 | 21,697,954 | 62,778,735 | 64,812,489 |
| Depreciation expense | 613,830 | 610,966 | 1,808,988 | 2,022,204 |
| Total cost of goods sold | 20,543,469 | 22,308,920 | 64,587,723 | 66,834,693 |
| Gross profit | 9,055,196 | 7,801,302 | 24,454,254 | 21,972,651 |
| Selling expenses | 2,706,375 | 2,804,127 | 9,486,177 | 9,977,636 |
| General and administrative | 4,117,811 | 2,627,566 | 10,919,862 | 7,115,393 |
| Amortization expense | 178,919 | 178,919 | 536,758 | 536,758 |
| Total operating expenses | 7,003,105 | 5,610,612 | 20,942,797 | 17,629,787 |
| Income from operations | 2,052,091 | 2,190,690 | 3,511,457 | 4,342,864 |
| Other income (expense): | | | | |
| Interest and dividend income | 25,259 | 22,739 | 86,477 | 86,664 |
| Rental income | 1,800 | 1,201 | 5,400 | 2,900 |
| Interest expense | (55,698) | (62,084) | (179,468) | (194,377) |
| (Loss)/Gain on sale of investments, net reclassified from OCI | 839 | (22,940) | (21,098) | 39,190 |
| Gain on sale of property and equipment | 200 | 85,077 | 243,283 | 8,592 |
| Other income (expense), net | (205,000) | — | (303,796) | 1,674 |
| Total other income (expense) | (232,600) | 23,993 | (169,202) | (55,357) |
| Income before provision for income taxes | 1,819,491 | 2,214,683 | 3,342,255 | 4,287,507 |
| Provision for income taxes | 926,639 | 1,201,005 | 1,696,772 | 2,307,234 |
| Net income | \$ 892,852 | \$ 1,013,678 | \$ 1,645,483 | \$ 1,980,273 |
| Basic and diluted earnings per common share | \$ 0.05 | \$ 0.06 | \$ 0.10 | \$ 0.12 |
| Weighted average number of common shares outstanding | 16,346,017 | 16,346,017 | 16,346,017 | 16,346,017 |
| COMPREHENSIVE INCOME | | | | |
| Net income | \$ 892,852 | \$ 1,013,678 | \$ 1,645,483 | \$ 1,980,273 |
| Other comprehensive income (loss), net of tax: | | | | |
| Unrealized gains (losses) on investments (net of tax) | (183,170) | (93,679) | (247,645) | (22,524) |
| Less reclassification adjustment for (gains) losses and other than temporary impairments included in net income (net of taxes) | 124,395 | 13,702 | 247,210 | (23,408) |
| Comprehensive income | \$ 834,047 | \$ 933,701 | \$ 1,645,048 | \$ 1,934,341 |

See accompanying notes to consolidated financial statements

LIFEWAY FOODS, INC. AND SUBSIDIARIES
Consolidated Statements of Changes in Stockholders' Equity
For the Nine Months Ended September 30, 2015 and 2014
(Unaudited)

| | Common Stock | | | | Paid In Capital | Retained Earnings | Accumulated Other Comprehensive Income (Loss), Net of Tax | Total Equity |
|--|--------------------------|----------------------------|-------------------------|-----------------------------|----------------------------|------------------------------|--|----------------------------|
| | Issued | | In treasury | | | | | |
| | Shares | \$ | Shares | \$ | | | | |
| Balances at December 31, 2013 | 17,273,776 | \$ 6,509,267 | (927,759) | \$(8,187,682) | \$ 2,032,516 | \$42,587,214 | \$ 7,807 | \$42,949,122 |
| Other comprehensive loss | — | — | — | — | — | — | (45,932) | (45,932) |
| Net income for the nine months ended September 30, 2014 | — | — | — | — | — | 1,980,273 | — | 1,980,273 |
| Balances at September 30, 2014 | <u>17,273,776</u> | <u>\$ 6,509,267</u> | <u>(927,759)</u> | <u>\$(8,187,682)</u> | <u>\$ 2,032,516</u> | <u>\$44,567,487</u> | <u>\$ (38,125)</u> | <u>\$44,883,463</u> |
| Balances at December 31, 2014 | 17,273,776 | \$ 6,509,267 | (927,759) | \$(8,187,682) | \$ 2,032,516 | \$44,543,618 | \$ (198,007) | \$44,699,712 |
| Other comprehensive loss | — | — | — | — | — | — | (435) | (435) |
| Net income for the nine months ended September 30, 2015 | — | — | — | — | — | 1,645,483 | — | 1,645,483 |
| Balances at September 30, 2015 | <u>17,273,776</u> | <u>\$ 6,509,267</u> | <u>(927,759)</u> | <u>\$(8,187,682)</u> | <u>\$ 2,032,516</u> | <u>\$46,189,101</u> | <u>\$ (198,442)</u> | <u>\$46,344,760</u> |

See accompanying notes to consolidated financial statements

LIFEWAY FOODS, INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows
For the Nine Months Ended September 30, 2015 and 2014
(Unaudited)

| | September 30, | |
|--|----------------------|---------------------|
| | 2015 | 2014 |
| <u>Cash flows from operating activities:</u> | | |
| Net income | \$ 1,645,483 | \$ 1,980,273 |
| Adjustments to reconcile net income to net cash flows from operating activities: | | |
| Depreciation and amortization | 2,345,746 | 2,558,962 |
| Loss (gain) on sale of investments, net | 21,098 | (39,190) |
| Impairment of investments | 384,500 | — |
| Deferred income taxes | (472,375) | (783,607) |
| Bad debt expense | 250 | 76,049 |
| Gain on sale of property and equipment | (243,083) | (8,592) |
| (Increase) decrease in operating assets: | | |
| Accounts receivable | (540,194) | (1,548,110) |
| Other receivables | 53,674 | 76,552 |
| Inventories | (1,117,554) | (235,849) |
| Refundable income taxes | 1,011,370 | 972,522 |
| Prepaid expenses and other current assets | 197,956 | 73,379 |
| Increase (decrease) in operating liabilities: | | |
| Accounts payable | (396,162) | 595,333 |
| Accrued expenses | 1,038,376 | (40,184) |
| Accrued income taxes | 448,891 | — |
| Net cash provided by operating activities | 4,377,976 | 3,677,538 |
| <u>Cash flows from investing activities:</u> | | |
| Purchases of investments | (1,369,285) | (2,319,742) |
| Proceeds from sale of investments | 1,229,855 | 1,736,946 |
| Redemption of certificates of deposits | 249,965 | 15,000 |
| Investments in certificates of deposits | (634,678) | — |
| Purchases of property and equipment | (1,618,716) | (3,052,303) |
| Proceeds from sale of property and equipment | 342,780 | 89,076 |
| Net cash used in investing activities | (1,800,079) | (3,531,023) |
| <u>Cash flows from financing activities:</u> | | |
| Repayment of notes payable | (827,472) | (657,694) |
| Net cash used in financing activities | (827,472) | (657,694) |
| Net (decrease) increase in cash and cash equivalents | 1,750,425 | (511,179) |
| Cash and cash equivalents at the beginning of the period | 3,260,244 | 3,306,608 |
| Cash and cash equivalents at the end of the period | \$ 5,010,669 | \$ 2,795,429 |
| Supplemental cash flow information | | |
| Cash paid for income taxes | \$ 1,120,000 | \$ 2,131,658 |
| Cash paid for interest | \$ 177,521 | \$ 195,275 |

See accompanying notes to consolidated financial statements

LIFEWAY FOODS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements
September 30, 2015 and December 31, 2014
(Unaudited)

Note 1 – Nature of business

Lifeway Foods, Inc. (the “Company” or “Lifeway”), an Illinois corporation, commenced operations in February 1986, and was incorporated under the laws of the State of Illinois on May 19, 1986. The Company’s principal business activity is the manufacturing of probiotic, cultured, functional dairy health food products. Lifeway’s primary product is kefir, a dairy beverage similar to but distinct from yogurt, in several flavors and in several packages. In addition to kefir, Lifeway manufactures “Lifeway Farmer Cheese,” a line of various farmer cheeses. Lifeway distributes its products throughout the United States and in London, England. The Company manufactures all of its products distributed in the United States at Company-owned facilities. In the Chicago metropolitan area, Lifeway distributes its products on its own trucks and via distributors. The Company directly distributes its products in the Philadelphia and Tri State metropolitan areas using its own trucks. The Company distributes its products throughout the remainder of the United States via distributors. The Company’s products distributed in London are manufactured and shipped to retailers by a third party co-packer. Products sold by the Company to distributors in the United States may be resold by such distributors within or outside of the United States, including in Mexico, Costa Rica and the Caribbean. The Company’s products are also manufactured and distributed in Canada by a third party co-packer.

Note 2 – Basis of Presentation and Significant Accounting Policies

Corrections of prior period financial statements

As reported in the Company’s fiscal 2014 annual report on Form 10-K, the Company recorded out-of-period adjustments during fiscal 2014 to correct the accounting for certain errors related primarily to the provision for income taxes and an understatement of depreciation expense arising from assigning incorrect useful lives. The Company has revised its previously reported fiscal 2014 interim consolidated financial statements to correct for these matters. The adjustments decreased previously reported net income by approximately \$12,000 and \$800,000 for the three-month and nine-month periods ended September 30, 2014. The adjustments had no impact on previously reported net income for the year ended December 31, 2014.

There was no impact to quarterly cash flows in 2014 as the decrease in net income was offset by the increase in the non-cash reconciling items for depreciation expense and refundable income taxes. The Company does not believe that these adjustments are material to the results of operations, financial position or cash flows for any of its previously filed interim consolidated financial statements. Accordingly, the September 30, 2014 interim consolidated financial statements included herein have been revised to reflect the adjustments discussed above.

The net-of-tax effect of these adjustments decreases the Company’s previously reported 2014 earnings per common and diluted share by \$0.02 for the quarter ended March 31, 2014 and \$0.03 for the quarter ended June 30, 2014, and increases the Company’s 2014 earnings per common and diluted share by \$0.05 for the quarter ended December 31, 2014. The Company’s previously reported earnings per common and diluted share for the quarter ended September 30, 2014 are unchanged.

Basis of presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”) for interim financial information, and do not include all of the information and disclosures required for complete financial statements. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, considered necessary for a fair presentation, have been included. For further information, refer to the consolidated financial statements and disclosures included in the consolidated financial statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014.

Principles of consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Helios Nutrition, Ltd., Pride of Main Street, L.L.C., Starfruit, L.L.C., Fresh Made, Inc. and Starfruit Franchisor,

LIFEWAY FOODS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements
September 30, 2015 and December 31, 2014
(Unaudited)

Note 2 – Basis of Presentation and Significant Accounting Policies – Continued

L.L.C. and Lifeway Wisconsin, Inc. Lifeway Wisconsin, Inc. was created to facilitate the operation of a production facility in Wisconsin. All significant intercompany accounts and transactions have been eliminated.

Use of estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates made in preparing the consolidated financial statements include the reserve for promotional allowances, the fair value of investment securities, the valuation of goodwill and intangible assets, and deferred taxes.

Revenue Recognition

Sales of Company produced dairy products are recorded at the time of shipment and the following four criteria have been met: (i) The product has been shipped and the Company has no significant remaining obligations; (ii) Persuasive evidence of an agreement exists; (iii) The price to the buyer is fixed or determinable and (iv) Collection is probable. In addition, shipping costs invoiced to the customers are included in net sales and the related cost in cost of sales.

The Company routinely offers sales allowances and discounts to our customers and consumers. These programs include rebates, in-store display and demo allowances, allowances for non-salable product, coupons and other trade promotional activities. These allowances are considered reductions in the price of our products and thus are recorded as reductions to gross sales. Some of these incentives are recorded by estimating incentive costs based on our historical experience and expected levels of performance of the trade promotion. We maintain a reserve for the estimated allowances incurred but unpaid. Differences between estimated and actual allowances are normally insignificant and are recognized in earnings in the period such differences are determined. Product returns have historically not been material.

Bulk cream is a by-product of the Company's fluid milk manufacturing process. The Company does not use bulk cream in any of its end products, but rather disposes of it through sales to other companies. Bulk cream by-product sales are included in gross sales.

Advertising and promotional costs

The Company expenses advertising costs as incurred. For the nine months ended September 30, 2015 and 2014 total advertising expenses were \$4,033,240 and \$2,462,313, respectively. For the three months ended September 30, 2015 and 2014 total advertising expenses were \$1,291,405 and \$637,281, respectively.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)" ("ASU 2014-09"), which supersedes the revenue recognition requirements in Topic 605, Revenue Recognition, including most industry-specific requirements. ASU 2014-09 establishes a five-step revenue recognition process in which an entity will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. ASU 2014-09 also requires enhanced disclosures regarding the nature, amount, timing and uncertainty of revenues and cash flows from contracts with customers. In August 2015 the FASB delayed the effective date for implementation of ASU 2014-09. Under the delayed effective date, the Company is required to adopt the new standard not later than January 1, 2018. Management is currently evaluating the impact the adoption of ASU 2014-09 will have on the Company's consolidated financial position, results of operations or cash flows and the method of retrospective application, either full or modified.

LIFEWAY FOODS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements
September 30, 2015 and December 31, 2014
(Unaudited)

Note 2 – Basis of Presentation and Significant Accounting Policies – Continued

In July 2015, the FASB issued new accounting guidance for measuring inventory. The core principal of the guidance is that an entity should measure inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. This guidance does not apply to inventory that is being measured using the Last-In, First-Out (LIFO) or the retail inventory method. The guidance is effective for financial statements issued for annual and interim periods beginning after December 15, 2016 on a prospective basis. Early adoption is permitted. Management is currently evaluating the impact this will have on the consolidated financial statements.

Note 3 – Intangible Assets

Intangible assets, net consists of the following:

| | As of | |
|---|--------------------|-------------------|
| | September 30, 2015 | December 31, 2014 |
| Recipes | \$ 43,600 | \$ 43,600 |
| Customer lists and other customer related intangibles | 4,529,200 | 4,529,200 |
| Customer relationship | 985,000 | 985,000 |
| Trade names | 2,248,000 | 2,248,000 |
| Formula | 438,000 | 438,000 |
| Subtotal | 8,243,800 | 8,243,800 |
| Accumulated amortization | (5,720,794) | (5,184,036) |
| Intangible assets, net | \$ 2,523,006 | \$ 3,059,764 |

Note 4 – Investments

The cost and fair value of investments classified as available for sale are as follows:

| September 30, 2015 | Cost | Unrealized Gains | Unrealized Losses | Fair Value |
|-----------------------|--------------|---------------------|----------------------|---------------|
| Common stocks & ETF's | \$ 1,041,953 | \$ 12,102 | \$ (175,470) | \$ 878,585 |
| Mutual Funds | 77,109 | — | (10,243) | 66,866 |
| Preferred Securities | 97,405 | 515 | — | 97,920 |
| Corporate Bonds | 1,621,586 | 24 | (152,444) | 1,469,166 |
| Total | \$ 2,838,053 | \$ 12,641 | \$ (338,157) | \$ 2,512,537 |
| | | | | |
| December 31, 2014 | Cost | Unrealized Gains | Unrealized Losses | Fair Value |
| Common stocks & ETF's | \$ 530,328 | \$ 19,608 | \$ (64,046) | \$ 485,890 |
| Mutual Funds | 445,337 | — | (10,624) | 434,713 |
| Preferred Securities | 180,120 | 195 | (2,075) | 178,240 |
| Corporate Bonds | 1,948,596 | 1,880 | (270,179) | 1,680,297 |
| Total | \$ 3,104,381 | \$ 21,683 | \$ (346,924) | \$ 2,779,140 |

Proceeds from the sale of investments were \$1,229,855 and \$1,736,946 for the nine months ended September 30, 2015 and 2014, respectively. Proceeds from the sale of investments were \$96,208 and \$317,584 for the three months ended September 30, 2015 and 2014, respectively.

LIFEWAY FOODS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements
September 30, 2015 and December 31, 2014
(Unaudited)

Note 4 – Investments - Continued

Gross gains of \$13,852 and \$83,810 and gross losses of \$34,950 and \$44,620 were realized on these sales during the nine months ended September 30, 2015 and 2014, respectively. Gross gains of \$840 and \$2,988 and gross losses of \$2 and \$25,928 were realized on these sales during the three months ended September 30, 2015 and 2014, respectively.

The following table shows the gross unrealized losses and fair value of the Company's investments with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at September 30, 2015 and December 31, 2014:

| | Less Than 12 Months | | 12 Months or Greater | | Total | |
|---------------------------|---------------------|-------------------|----------------------|-------------------|--------------|-------------------|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| September 30, 2015 | | | | | | |
| Common stocks & ETF's | \$ 456,047 | \$ (104,176) | \$ 276,028 | \$ (71,293) | \$ 732,075 | \$ (175,470) |
| Mutual Funds | 62,744 | (7,326) | 4,122 | (2,918) | 66,866 | (10,243) |
| Preferred Securities | — | — | — | — | — | — |
| Corporate Bonds | 552,809 | (76,352) | 906,304 | (76,092) | 1,459,113 | (152,444) |
| | \$ 1,071,600 | \$ (187,854) | \$ 1,186,454 | \$ (150,303) | \$ 2,258,054 | \$ (338,157) |

| | Less Than 12 Months | | 12 Months or Greater | | Total | |
|--------------------------|---------------------|-------------------|----------------------|-------------------|--------------|-------------------|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| December 31, 2014 | | | | | | |
| Common stocks & ETF's | \$ 162,268 | \$ (49,053) | \$ 141,417 | \$ (14,993) | \$ 303,685 | \$ (64,046) |
| Mutual Funds | 434,713 | (10,624) | — | — | 434,713 | (10,624) |
| Preferred Securities | 80,640 | (2,075) | — | — | 80,640 | (2,075) |
| Corporate Bonds | 1,056,140 | (194,641) | 497,277 | (75,538) | 1,553,417 | (270,179) |
| | \$ 1,733,761 | \$ (256,393) | \$ 638,694 | \$ (90,531) | \$ 2,372,455 | \$ (346,924) |

The Company's investments in equity securities, mutual funds, preferred securities, and corporate bonds consist of investments in common stock, preferred stock, structured notes and other debt securities of companies in various industries. The Company recorded other-than-temporary impairment losses of approximately \$180,000 during the first quarter of 2015 and \$205,000 during third quarter of 2015 with respect to certain structured notes. The impairment losses are included in "other income (expense), net" in the accompanying consolidated statements of income and comprehensive income. The structured notes allow the issuer to settle at an amount less than par in certain circumstances. In reaching a conclusion to record these other-than-temporary impairment losses, the Company evaluated the near-term prospects of the issuers and determined it was probable the issuers would have the ability to settle the bonds for an amount less than par value at maturity.

LIFEWAY FOODS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements
September 30, 2015 and December 31, 2014
(Unaudited)

Note 5 – Inventories

Inventories consist of the following:

| | September 30, 2015 | December 31, 2014 |
|---------------------|-------------------------------|------------------------------|
| Finished goods | \$ 1,966,744 | \$ 2,373,476 |
| Production supplies | 2,754,577 | 2,069,742 |
| Raw materials | 2,210,452 | 1,371,001 |
| Total inventories | <u>\$ 6,931,773</u> | <u>\$ 5,814,219</u> |

Note 6 – Property and Equipment

Property and equipment consist of the following:

| | September 30, 2015 | December 31, 2014 |
|-------------------------------|-------------------------------|------------------------------|
| Land | \$ 1,756,673 | \$ 1,856,370 |
| Buildings and improvements | 16,419,430 | 15,125,803 |
| Machinery and equipment | 22,794,894 | 20,434,910 |
| Vehicles | 1,310,527 | 1,244,560 |
| Office equipment | 709,188 | 465,801 |
| Construction in process | 64,505 | 2,408,754 |
| | <u>43,055,217</u> | <u>41,536,198</u> |
| Less accumulated depreciation | 21,452,791 | 19,643,803 |
| Total property and equipment | <u>\$ 21,602,426</u> | <u>\$ 21,892,395</u> |

Note 7 – Accrued Expenses

Accrued expenses consist of the following:

| | September 30, 2015 | December 31, 2014 |
|-----------------------------------|-------------------------------|------------------------------|
| Accrued payroll and payroll taxes | \$ 945,883 | \$ 891,763 |
| Accrued property tax | 305,659 | 331,278 |
| Other | 1,852,910 | 843,035 |
| | <u>\$ 3,104,452</u> | <u>\$ 2,066,076</u> |

LIFEWAY FOODS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements
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Note 8 – Notes Payable

Notes payable consist of the following:

| | September 30, 2015 | December 31, 2014 |
|--|-------------------------------|------------------------------|
| Note payable to Private Bank in monthly installments of \$42,222, plus variable interest rate (currently 2.67%) with a balloon payment for the remaining balance. Collateralized by substantially all assets of the Company. Maturity date - May 31, 2018. | \$ 3,972,223 | \$ 4,352,222 |
| Note payable to Private Bank in monthly installments of \$27,778, plus variable interest rate (currently 2.67%) with a balloon payment for the remaining balance, maturing on May 31, 2019, collateralized by substantially all assets of the Company. | 4,197,105 | 4,583,333 |
| Notes payable to Ford Credit Corp. payable in monthly installments of \$1,778 at 5.99%, paid in March 2015. | — | 12,198 |
| Note payable to Fletcher Jones of Chicago, Ltd LLC in monthly installments of \$1,769 at 6.653%, paid in March 2015. | — | 49,047 |
| Total notes payable | 8,169,328 | 8,996,800 |
| Less current maturities | 840,000 | 872,285 |
| Total long-term portion | \$ 7,329,328 | \$ 8,124,515 |

In accordance with the Private Bank agreements referenced above, the Company is subject to minimum fixed charged ratio and tangible net worth thresholds. The Company was in compliance with these financial covenants at September 30, 2015. Further, the Company is required to deliver its annual and quarterly consolidated financial statements and related SEC filings within specified timeframes.

In addition, as of September 30, 2015 the Company had a \$5 million revolving credit facility with The Private Bank. Borrowings under the facility were subject to interest at the prime rate or LIBOR plus 2.5%. At September 30, 2015 there were no borrowings under the facility. The facility expires on July 31, 2016.

Maturities of notes payables are as follows:

| | |
|---------------------------------------|--------------|
| For the 12 Months Ended September 30, | |
| 2016 | \$ 840,000 |
| 2017 | 840,000 |
| 2018 | 3,292,231 |
| 2019 | 3,197,097 |
| Total | \$ 8,169,328 |

LIFEWAY FOODS, INC. AND SUBSIDIARIES
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Note 9 – Commitments and contingencies

Lease obligations -The Company leases three stores for its Starfruit subsidiary. Total rent expense for these leases was \$92,852 and \$108,426 for the nine months ended September 30, 2015 and 2014, respectively. The Company is also responsible for additional rent equal to real estate taxes and other operating expenses. Future annual minimum base rental payments under these leases as of September 30, 2015 are approximately \$70,000 for each of the next three years and are not significant thereafter.

Litigation -The Company is a party to lawsuits in the normal course of business. In the opinion of management, the resolution of these lawsuits will not have a material adverse effect on the Company's consolidated financial position or results of operations.

Note 10 – Income taxes

The effective tax rate for the three and nine months ended September 30, 2015 was 50.9% and 50.8% respectively, compared to 54.2% and 53.8%, respectively, for the three and nine months ended September 30, 2014. The difference between the statutory and effective tax rate reflects certain operating expenses that are not fully deductible for federal income tax purposes.

Note 11 – Fair Value Measurements

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, Fair Value Measurements and Disclosures, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1. Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Company has the ability to access.

Level 2. Inputs to the valuation methodology include the following:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3. Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value on a recurring basis. There have been no changes in the methodologies used as of September 30, 2015 and December 31, 2014.

The majority of the Company's fair value measurements for investments are classified within Level 1 or Level 2 of the fair value hierarchy. The Company's Level 1 fair value measurements, which include mutual funds and common stock, is based on quoted market prices in active markets for identical securities. The Company's Level 2 fair value

LIFEWAY FOODS, INC. AND SUBSIDIARIES
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Note 11 – Fair Value Measurements - Continued

measurements, which include corporate bonds, is based on quoted prices in inactive markets for identical or similar assets. The Company's level 3 fair value measurements is based on the estimated proceeds expected to be received at maturity of the corporate bonds.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Company believes the valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Company's financial assets measured at fair value on a recurring basis as of September 30, 2015 and December 31, 2014. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement:

| Assets and Liabilities at Fair Value as of September 30, 2015 | | | | |
|--|----------------|----------------|----------------|--------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Mutual Funds | \$ 66,866 | \$ — | \$ — | \$ 66,866 |
| Common Stocks & ETF's | 878,586 | — | — | 878,586 |
| Preferred Securities | — | 97,920 | — | 97,920 |
| Corporate Bonds | — | 1,204,102 | 265,063 | 1,469,165 |

| Assets and Liabilities at Fair Value as of December 31, 2014 | | | | |
|---|----------------|----------------|----------------|--------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Mutual Funds | \$ 434,713 | \$ — | \$ — | \$ 434,713 |
| Common Stocks & ETF's | 485,890 | — | — | 485,890 |
| Preferred Securities | — | 178,240 | — | 178,240 |
| Corporate Bonds | — | 1,680,297 | — | 1,680,297 |

The Company's financial assets and liabilities which are not carried at fair value on a recurring basis include cash and cash equivalents, certificates of deposit, accounts receivable, other receivables, accounts payable and notes payable for which carrying value approximates fair value.

LIFEWAY FOODS, INC. AND SUBSIDIARIES
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Note 12 – Share repurchase program

On September 24, 2015, the Company’s Board of Directors authorized a stock repurchase program under which the Company may repurchase up to \$3,500,000 of the Company’s common stock not to exceed an aggregate of 250,000 shares, in the open market or in privately negotiated transactions, in accordance with all applicable securities laws and regulations, including Rule 10b-18 of the Securities Exchange Act of 1934, as amended. The extent to which the Company repurchases its shares and the timing of such repurchases will depend upon a variety of factors, including market conditions, regulatory requirements and other corporate considerations, as determined by management. The repurchase program may be suspended or discontinued at any time. There were no share repurchases during the nine months ended September 30, 2015.

Note 13 – Segments, Products and Customers

The Company manufactures probiotic, cultured, functional dairy health food products. The Company’s primary product is kefir, a dairy beverage similar to but distinct from yogurt, in several flavors and in several packages. In addition to the drinkable products, Lifeway manufactures “Lifeway Farmer Cheese,” a line of various farmer cheeses.

Net sales of products by category for the three and nine months ended September 30 were as follows:

| | Three months ended September 30, | | Nine months ended September 30, | |
|------------------------------------|-------------------------------------|----------------------|------------------------------------|----------------------|
| | 2015 | 2014 | 2015 | 2014 |
| Drinkable Kefir other than ProBugs | \$ 25,901,949 | \$ 26,142,269 | \$ 76,723,238 | \$ 76,793,828 |
| Pro Bugs | 1,702,481 | 1,898,439 | 5,999,457 | 5,582,374 |
| Lifeway Farmer Cheese | 1,660,377 | 1,565,652 | 5,124,754 | 4,933,441 |
| Frozen Kefir | 333,858 | 503,862 | 1,194,528 | 1,497,701 |
| Net Sales | \$ 29,598,665 | \$ 30,110,222 | \$ 89,041,977 | \$ 88,807,344 |

The Company has two operating segments, the sale of fermented dairy products and three retail locations in Illinois that sell the Company’s fermented dairy products. The Company has determined reportable segments based on how the Company’s chief operating decision maker manages the business and in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chief Financial Officer and the board of directors that makes strategic decisions. Substantially all of the consolidated revenues of the Company relate to the sale of fermented dairy products which are produced using the same processes and materials and are sold to consumer retail food sellers through direct delivery and distributors in the United States.

The Company has less than \$1 million in revenues attributable to its retail locations during the three and nine months ended September 30, 2015 and 2014. The annual revenues attributable to the three retail locations are not material and accordingly the Company has not presented financial information separately for this operating segment. Substantially all of the consolidated revenues and assets of the Company are within the United States.

Significant Customers -Sales are predominately to companies in the retail food industry, located within the United States. Two major customers accounted for approximately 27% and 28% of gross sales for the nine months ended September 30, 2015 and 2014, respectively and 25% and 29% of gross sales for the three months ended September 30, 2015 and 2014, respectively.

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

The following discussion of the financial condition and results of operations of Lifeway Foods, Inc. as of and for the three and nine months ended September 30, 2015 should be read in conjunction with the unaudited consolidated financial statements and the notes to those statements that are included elsewhere in this report on Form 10-Q and the audited financial statements and Management's Discussion and Analysis contained in our Form 10-K for the year ended December 31, 2014 (the "Form 10-K"). In addition to historical information, the following discussion contains certain forward-looking statements within the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These statements relate to our future plans, objectives, expectations and intentions. These statements may be identified by the use of words such as "may", "will", "could", "expect", "anticipate", "intend", "believe", "estimate", "plan", "predict", and similar terms or terminology, or the negative of such terms or other comparable terminology. Although we believe the expectations expressed in these forward-looking statements are based on reasonable assumptions within the bound of our knowledge of our business, our actual results could differ materially from those discussed in these statements. Factors that could contribute to such differences include, but are not limited to, those discussed in the "Risk Factors" section of the Form 10-K. We undertake no obligation to update publicly any forward-looking statements for any reason even if new information becomes available or other events occur in the future.

Comparison of the three month period ended September 30, 2015 to the three month period ended September 30, 2014**Results of Operations****Net sales**

The following table summarizes our net sales:

| | Three months ended September 30, | | Change | |
|--|-------------------------------------|---------------|--------------|-------|
| | 2015 | 2014 | \$ | % |
| Gross Sales | \$ 33,519,071 | \$ 32,704,435 | \$ 814,636 | 2.5% |
| Less: Discounts & promotional allowances | (3,920,406) | (2,594,213) | (1,326,193) | 51.1% |
| Net Sales | \$ 29,598,665 | \$ 30,110,222 | \$ (511,557) | -1.7% |
| Discounts & promotional allowances % to gross sales | 11.7% | 7.9% | | |

Net sales declined by \$511,557 or 1.7% to \$29,598,665. The decrease in net sales reflects a 2.5% increase in gross sales reflecting higher volumes of drinkable Kefir offset by significantly higher discounts and promotional allowances given to customers.

General and administrative expenses

The following table summarizes our general and administrative expenses:

| | Three months ended September 30, | | Change | |
|----------------------------------|-------------------------------------|--------------|--------------|---------|
| | 2015 | 2014 | \$ | % |
| Salaries | \$ 2,093,638 | \$ 968,616 | \$ 1,125,022 | 116.1% |
| Rent | 66,635 | 75,713 | (9,078) | -12.0% |
| Equipment lease | 2,026 | 2,576 | (550) | -21.4% |
| Auto expense | 30,092 | 25,430 | 4,662 | 18.3% |
| Office supplies | 30,123 | 100,577 | (70,454) | -70.0% |
| Professional fees | 1,516,506 | 1,009,070 | 507,436 | 50.3% |
| Permits and licenses | — | 21,905 | (21,905) | -100.0% |
| Telephone expense | 33,169 | 21,001 | 12,168 | 57.9% |
| Facilities | 130,745 | 320,029 | (189,284) | -59.1% |
| Tax | 20,749 | 21,948 | (1,199) | -5.5% |
| Miscellaneous | 194,128 | 60,701 | 133,427 | 219.8% |
| General & administrative expense | \$ 4,117,811 | \$ 2,627,566 | \$ 1,490,245 | 56.7% |
| % to net sales | 13.9% | 8.7% | | |

General and administrative expenses increased \$1,490,245 or 56.7% to \$4,117,811 during the three-month period ended September 30, 2015 from \$2,627,566 during the same period in 2014. The increase is primarily a result of increases in salaries and professional fees. Salaries increased \$1,125,022 or 116.1% to \$2,093,638 during the three-month period ended September 30, 2015 from \$968,616 during the same period in 2014. The increase reflects the reassignment of Company personnel in 2015 from principally selling responsibilities to broader general management responsibilities and an increase in headcount, primarily in finance. Professional fees, which consists primarily of legal and accounting fees increased by \$507,436 or 50.3% to \$1,516,506 in the three-month period ended September 30, 2015 from \$1,009,070 during the same period in 2014. The higher professional fees are primarily due to costs associated the company's delayed SEC filings.

Income from operations and net income

The company reported income from operations of \$2,052,091 during the third quarter of 2015, compared to \$2,190,690 during the same period in 2014. Provision for income taxes was \$926,639, or a 50.9% effective rate for the third quarter of 2015 compared to a provision for income taxes of \$ 1,201,005 or a 54.2% effective tax rate, during the same period in 2014. Income taxes are discussed in Note 10 to the Notes to the Consolidated Financial Statements.

Net income was \$892,852 or \$0.05 per basic and diluted common share for the three-month period ended September 30, 2015 compared to \$1,013,678 or \$0.06 per basic and diluted common share in the same period in 2014.

Comparison of nine month period ended September 30, 2015 to the nine month period ended September 30, 2014

Results of Operations

Net sales

The following table summarizes our net sales:

| | Nine months ended September 30, | | Change | |
|---|------------------------------------|---------------|--------------|-------|
| | 2015 | 2014 | \$ | % |
| Gross Sales | \$ 102,913,996 | \$ 97,359,630 | \$ 5,554,366 | 5.7% |
| Less: Discounts & promotional allowances | (13,872,019) | (8,552,286) | (5,319,733) | 62.2% |
| Net Sales | \$ 89,041,977 | \$ 88,807,344 | \$ 234,633 | 0.3% |
| Discounts & promotional allowances % to gross sales | 13.5% | 8.8% | | |

Net sales increased by \$234,633 or 0.3% to \$89,041,977 during the nine-month period ended September 30, 2015 from \$88,807,344 during the same period in 2014. The 0.3% increase reflects a \$5,554,366 or 5.7% increase in gross sales reflecting higher volumes of drinkable Kefir, higher volumes of ProBugs and the commencement of cream sales in the second quarter of 2014 offset by significantly higher discounts and promotional allowances and lower volumes of frozen Kefir in 2015.

Cost of goods sold

The following table summarizes our cost of goods sold:

| | Nine months ended September 30, | | Change | |
|--|------------------------------------|---------------|----------------|--------|
| | 2015 | 2014 | \$ | % |
| Purchases, net | \$ 38,109,683 | \$ 44,703,124 | \$ (6,593,441) | -14.7% |
| Testing | 82,210 | 29,299 | 52,911 | 180.6% |
| Supplies | 1,687,467 | 990,254 | 697,213 | 70.4% |
| Salaries production | 8,679,120 | 6,719,070 | 1,960,050 | 29.2% |
| Contract work | 106,496 | 153,224 | (46,728) | -30.5% |
| Freight | 9,597,724 | 8,999,827 | 597,897 | 6.6% |
| Delivery expense | 339,381 | 292,948 | 46,433 | 15.9% |
| Outside services | 4,176,654 | 2,924,743 | 1,251,911 | 42.8% |
| Cost of Goods Sold, excluding depreciation | 62,778,735 | 64,812,489 | (2,033,754) | -3.1% |
| Depreciation expense | 1,808,988 | 2,022,204 | (213,216) | -10.5% |
| Cost of Goods Sold | \$ 64,587,723 | \$ 66,834,693 | \$ (2,246,970) | -3.4% |
| Gross Profit % to net sales | 27.5% | 24.7% | | |

Gross profit as a percent of net sales increased to 27.5% during the nine-month period ended September 30, 2015 from 24.7% during the same nine-month period in 2014. The increase in the gross profit percent reflects lower input costs, primarily lower milk prices, partially offset by the elevated level of promotional allowances and discounts given to customers. In April, 2014 the Company began processing raw milk and producing Kefir related packaging in its Waukesha, Wisconsin facility, contributing to increased labor and overhead, production salaries and supplies in the nine month period ended September 30, 2015 compared to the same period in 2014.

Depreciation expense decreased by \$213,216 or about 10.5% to \$1,808,988 during the nine-month period ended September 30, 2015 from \$2,022,204 during the same period in 2014. The decrease reflects a \$400,000 correction of depreciation expense related to periods prior to 2014 recognized in the first quarter of 2014 partially offset by increased depreciation expense associated with assets placed in service at the Lifeway Wisconsin location in 2015.

Selling Expenses

The following table summarizes our selling expenses:

| | Nine months ended September 30, | | Change | |
|-------------------------|------------------------------------|--------------|--------------|--------|
| | 2015 | 2014 | \$ | % |
| Salesperson commissions | \$ 1,872,777 | \$ 1,692,421 | \$ 180,356 | 10.7% |
| Advertising | 4,033,240 | 2,462,313 | 1,570,927 | 63.8% |
| Salaries | 3,210,988 | 4,301,159 | (1,090,171) | -25.3% |
| Promotions payable | 138,567 | 248,486 | (109,919) | -44.2% |
| Travel | 230,605 | 1,273,257 | (1,042,652) | -81.9% |
| Selling expense | \$ 9,486,177 | \$ 9,977,636 | \$ (491,459) | -4.9% |
| % to net sales | 10.7% | 11.2% | | |

Selling expenses decreased by \$491,459 or 4.9% to \$9,486,177 during the nine-month period ended September 30, 2015 from \$9,977,636 during the same period in 2014. Selling expenses as a percentage of sales were 10.7% for the nine-month period ended September 30, 2015 compared to 11.2% for the same period in 2014. The decrease reflects a concerted effort to reduce travel activities in 2015, and lower salaries due to the reassignment of Company personnel in 2015 from principally selling responsibilities to broader general management responsibilities offset partially by an increase in advertising programs. During the first quarter of 2015 the company ran its first national TV commercial contributing to the increased advertising expense.

General and administrative expenses

The following table summarizes our general and administrative expenses:

| | Nine months ended September 30, | | Change | |
|----------------------------------|------------------------------------|--------------|--------------|---------|
| | 2015 | 2014 | \$ | % |
| Salaries | \$ 4,812,979 | \$ 2,702,560 | \$ 2,110,419 | 78.1% |
| Rent | 201,369 | 226,279 | (24,910) | -11.0% |
| Equipment lease | 5,667 | 5,770 | (103) | -1.8% |
| Auto expense | 105,681 | 74,706 | 30,975 | 41.5% |
| Office supplies | 111,267 | 168,022 | (56,755) | -33.8% |
| Professional fees | 3,767,384 | 2,376,006 | 1,391,378 | 58.6% |
| Permits and licenses | — | 106,062 | (106,062) | -100.0% |
| Telephone expense | 114,411 | 77,893 | 36,518 | 46.9% |
| Facilities | 1,172,708 | 706,792 | 465,916 | 65.9% |
| Tax | 144,361 | 110,322 | 34,039 | 30.9% |
| Miscellaneous | 484,035 | 560,981 | (76,946) | -13.7% |
| General & administrative expense | \$ 10,919,862 | \$ 7,115,393 | \$ 3,804,469 | 53.5% |
| % to net sales | 12.3% | 8.0% | | |

General and administrative expenses increased \$3,804,469 or 53.5% to \$10,919,862 during the nine-month period ended September 30, 2015 from \$7,115,393 during the same period in 2014. The increase is primarily a result of increases in salaries, professional fees and facilities expense. The higher salaries reflects the reassignment of Company personnel in 2015 from principally selling responsibilities to broader general management responsibilities. Professional fees, which consists primarily of legal and accounting fees increased by \$1,391,378 or 58.6% to \$3,767,384 in the nine-month period ended September 30, 2015 from \$2,376,006 during the same period in 2014. The higher professional fees are due to costs associated the company's delayed SEC filings. Expenses related to our facilities, increased by \$465,916 or 65.9% to \$1,172,708 in the nine-month period ended September 30, 2015 from \$706,792 during the same period in 2014. The increase is primarily due to higher utility costs associated with the Wisconsin facility.

Income from operations and net income

The company reported income from operations of \$3,511,457 during the nine months ended September 30, 2015, compared to \$4,342,864 during the same period in 2014. Provision for income taxes was \$1,696,772, or a 50.8% effective rate for nine months ended September 30, 2015 compared to a provision for income taxes of \$2,307,234, or a 53.8% effective tax rate, during the same period in 2014. Income taxes are discussed in Note 10 to the Notes to the Consolidated Financial Statements.

Net income was \$ 1,645,483 or \$0.10 per basic and diluted common share for the nine-month period ended September 30, 2015 compared to \$1,980,273 or \$0.12 per basic and diluted common share in the same period in 2014.

Liquidity and Capital Resources

Sources and Uses of Cash

We anticipate being able to fund the Company's foreseeable liquidity requirements internally. We continue to explore potential acquisition opportunities in our industry in order to boost sales while leveraging our distribution system to consolidate and lower costs.

Net cash provided by operating activities was \$4,377,976 during the nine-months ended September 30, 2015 compared to net cash provided by operating activities of \$3,677,538 in the same period in 2014. The increase is primarily attributable to the favorable timing of payments to suppliers and service providers and lower income tax payments in 2015 partially offset by increased inventory levels in 2015.

Net cash used in investing activities was \$1,800,079 during the nine-months ended September 30, 2015 compared to net cash used in investing activities of \$3,531,023 in the same period in 2014. The lower level of net cash used in investing activities reflects the elevated spending on purchases of property and equipment in 2014, primarily related to the Waukesha Wisconsin facility, and proceeds related to the sale of property and equipment during the 2015 period.

The Company had a net increase in cash and cash equivalents of \$1,750,425 during the nine month period ended September 30, 2015 compared to a net decrease in cash and cash equivalents of \$511,179 in the same period in 2014.

On September 24, 2015, the Company's Board of Directors authorized a stock repurchase program under which the Company may repurchase up to \$3,500,000 of the Company's common stock not to exceed an aggregate of 250,000 shares, in the open market or in privately negotiated transactions, in accordance with all applicable securities laws and regulations, including Rule 10b-18 of the Securities Exchange Act of 1934, as amended. The extent to which the Company repurchases its shares and the timing of such repurchases will depend upon a variety of factors, including market conditions, regulatory requirements and other corporate considerations, as determined by management. The repurchase program may be suspended or discontinued at any time. There were no share repurchases during the nine months ended September 30, 2015.

At September 30, 2015, the Company had \$840,000 of current maturities of notes payable. The Company also has a \$5 million revolving credit facility with The Private Bank. This facility remained unused at September 30, 2015 and is available for other general corporate purposes.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

We do not undertake any specific actions to diminish our exposure to interest rate risk and we are not a party to any interest rate risk management transactions. We do not purchase or hold any derivative financial instruments. Our foreign sales are not material. Accordingly, our currency rate risk is not currently material.

As of September 30, 2015, we had an outstanding balance under our bank term loans of approximately \$8.2 million, and we have the option to borrow an additional \$5 million from our line of credit. The term loans bear interest at variable rates. Based on the outstanding amount under such loans at September 30, 2015 of approximately \$8.2 million (which remains outstanding as of the time of this filing) a 1.0 percent increase in interest rates would result in additional annualized interest expense of approximately \$82,000. For a detailed discussion of our notes payable, including a discussion of the applicable interest rate, please refer to Note 8, Notes Payable under Part I, Item 1 in this Quarterly Report on Form 10-Q.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

Our evaluation of the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act was performed under the supervision and with the participation of our senior management, including our Chief Executive Officer and Chief Financial Officer. The purpose of disclosure controls and procedures is to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures.

As previously disclosed under "Item 9A—Controls and Procedures" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, we concluded that our internal control over financial reporting was not effective based on the material weaknesses identified. Based on those material weaknesses, which we view as an integral part of our disclosure controls and procedures, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the quarter ended September 30, 2015, our disclosure controls and procedures were not effective. Nevertheless, based on a number of factors, including the performance of additional procedures by management designed to ensure the reliability of our financial reporting, we believe that the consolidated financial statements in this Quarterly Report on Form 10-Q fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented in conformity with GAAP.

Management's Remediation Initiatives

We continue to make progress toward achieving the effectiveness of our disclosure controls and procedures. Remediation generally requires making changes to how controls are designed and implemented and then adhering to those changes for a sufficient period of time such that the effectiveness of those changes is demonstrated with an appropriate amount of consistency. We believe that we have made significant improvements in our internal control over financial reporting and are committed to remediating our material weaknesses. Our Sarbanes Oxley compliance function is responsible for helping develop and monitor our short-term and long-term remediation plans. In addition, we have assigned owners to each material weakness to oversee the necessary remedial changes to the overall design of our internal control environment and to address the root causes of our material weaknesses.

In addition to the actions previously disclosed under "Item 9A—Controls and Procedures" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, our remediation initiatives summarized below, are intended to further address our specific material weaknesses and to continue to enhance our internal control over financial reporting.

- Our leadership team remains committed to achieving and maintaining a strong control environment, high ethical standards and financial reporting integrity. This commitment will continue to be communicated to and reinforced with our employees.
- We continue to foster awareness and understanding of standards and principles for accounting and financial reporting. This includes the implementation and clarification of specific accounting policies and procedures.
- We continue to enhance the development, communication, and monitoring of processes and controls to ensure that appropriate account reconciliations and journal entry controls are performed, documented, and reviewed as part of our standardized procedures.
- We continue to redesign our period-end closing and financial statement preparation process in order to improve both its effectiveness and efficiency.
- The audit committee of our board of directors has increased the frequency and depth of its discussions with management regarding financial reporting and internal control matters.

Collectively, these and other actions are improving the foundation of our internal control over financial reporting.

Changes in Internal Control over Financial Reporting

Except as discussed above there were no changes in our internal control over financial reporting that occurred during the third quarter of 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

Lifeway is not party to any material pending legal proceedings. Lifeway is from time to time engaged in litigation matters arising in the ordinary course of business none of which presently is expected to have a material adverse effect on its business results or operations.

ITEM 1A. RISK FACTORS.

There have been no material changes to the Risk Factors disclosed in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURE.

Not applicable.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

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|------|--|
| 10.1 | Eleventh Modification to Loan and Security Agreement dated as of August 11, 2015, by and among The PrivateBank and Trust Company, Lifeway Foods, Inc., Fresh Made, Inc., Helios Nutrition Limited, Pride of Main Street Dairy, LLC, Starfruit, LLC and Lifeway Wisconsin, Inc. (incorporated by reference to Exhibit 10.22 to Lifeway's Annual Report on Form 10-K dated December 31, 2014 and filed on August 14, 2015 (File No. 000-17363)). |
| 31.1 | Officer's Certificate Pursuant to 15 U.S.C. 7241, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Officer's Certificate Pursuant to 15 U.S.C. 7241, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification of Chief Executive Officer Pursuant to 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 | Interactive Data Files. |

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.

LIFEWAY FOODS, INC.

Date: November 9, 2015

By: /s/ Julie Smolyansky
Julie Smolyansky
Chief Executive Officer, President, and Director
(Principal Executive Officer)

Date: November 9, 2015

By: /s/ Edward P. Smolyansky
Edward P. Smolyansky
Chief Financial and Accounting Officer,
Treasurer, Chief Operating Officer and Secretary
(Principal Financial and Accounting Officer)

INDEX OF EXHIBITS

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- 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 Interactive Data Files.

SECTION 302 CERTIFICATION OF C.E.O.
CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Julie Smolyansky, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Lifeway Foods, 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 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:
 - (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: November 9, 2015

By: /s/ Julie Smolyansky
Julie Smolyansky
Chief Executive Officer, President and Director
(Principal Executive Officer)

SECTION 302 CERTIFICATION OF C.F.O.
CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Edward P. Smolyansky, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Lifeway Foods, 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 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:
 - (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: November 9, 2015

By: /s/ Edward P. Smolyansky
Edward P. Smolyansky
Chief Financial and Accounting Officer,
Treasurer, Chief Operating Officer and Secretary
(Principal Financial and Accounting Officer)

SECTION 906 CERTIFICATION OF C.E.O.
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 on Form 10-Q of Lifeway Foods, Inc. (the "Company") for the period ended September 30, 2015 as filed with the SEC (the "Report"), the undersigned, in the capacity and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to her knowledge:

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 results of operation of the Company.

Date: November 9, 2015

By: /s/ Julie Smolyansky
Julie Smolyansky
Chief Executive Officer, President and Director
(Principal Executive Officer)

SECTION 906 CERTIFICATION OF C.F.O.
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 on Form 10-Q of Lifeway Foods, Inc. (the "Company") for the period ended September 30, 2015 as filed with the SEC (the "Report"), the undersigned, in the capacity and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

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 results of operation of the Company.

Date: November 9, 2015

By: /s/ Edward P. Smolyansky
Edward P. Smolyansky
Chief Financial and Accounting Officer,
Treasurer, Chief Operating Officer and Secretary
(Principal Financial and Accounting Officer)