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<b>Job Number:</b>	<b>17854</b>
<b>Filer:</b>	<b>LIFEWAY FOODS, INC.</b>
<b>Form Type:</b>	<b>10-Q</b>
<b>Reporting Period / Event Date:</b>	<b>03/31/15</b>
<b>Customer Service Representative:</b>	<b>-NOT DEFINED-</b>
<b>Revision Number:</b>	<b>850</b>

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## EDGAR Submission Header Summary

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### Documents

10-Q	form10q_17854.htm FORM 10-Q DATED MARCH 31, 2015
EX-31.1	exh31-1_17854.htm 302 CERTIFICATION OF THE C.E.O.
EX-31.2	exh31-2_17854.htm 302 CERTIFICATION OF THE C.F.O.
EX-32.1	exh32-1_17854.htm 906 CERTIFICATION OF THE C.E.O.
EX-32.2	exh32-2_17854.htm 906 CERTIFICATION OF THE C.F.O.
EX-101.INS	lway-20150331.xml INSTANCE DOCUMENT
EX-101.SCH	lway-20150331.xsd SCHEMA DOCUMENT
EX-101.CAL	lway-20150331_cal.xml CALCULATION LINKBASE DOCUMENT
EX-101.DEF	lway-20150331_def.xml DEFINITION LINKBASE DOCUMENT
EX-101.LAB	lway-20150331_lab.xml LABELS LINKBASE DOCUMENT
EX-101.PRE	lway-20150331_pre.xml PRESENTATION LINKBASE DOCUMENT

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### Module and Segment References

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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: **March 31, 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 September 24, 2015, 16,346,017 shares of the registrant's common stock, no par value, were outstanding.

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**LIFEWAY FOODS, INC.**

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ITEM 1. FINANCIAL STATEMENTS.

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

	<u>March 31,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
<u>ASSETS</u>	(Unaudited)	
<b>Current assets</b>		
Cash and cash equivalents	\$ 3,824,923	\$ 3,260,244
Investments, at fair value	3,038,503	2,779,140
Certificates of deposits in financial institutions	134,981	149,965
Inventories	6,327,345	5,814,219
Accounts receivable, net of allowance for doubtful accounts and discounts of \$1,100,000 and \$1,050,000 at March 31, 2015 and December 31, 2014, respectively	10,218,003	10,213,541
Prepaid expenses and other current assets	87,009	251,922
Other receivables	118,425	134,338
Deferred income taxes	439,596	408,340
Refundable income taxes	90,764	1,140,796
<b>Total current assets</b>	<b><u>24,279,549</u></b>	<b><u>24,152,505</u></b>
<b>Property and equipment, net</b>	<b>22,341,373</b>	<b>21,892,395</b>
<b>Intangible assets</b>		
Goodwill	14,068,091	14,068,091
Other intangible assets, net	2,880,845	3,059,764
<b>Total intangible assets</b>	<b><u>16,948,936</u></b>	<b><u>17,127,855</u></b>
<b>Other Assets</b>		
Long-term accounts receivable, net of current portion	265,152	251,683
<b>Total assets</b>	<b><u>\$ 63,835,010</u></b>	<b><u>\$ 63,424,438</u></b>
 <b><u>LIABILITIES AND STOCKHOLDERS' EQUITY</u></b>		
<b>Current liabilities</b>		
Current maturities of notes payable	\$ 840,000	\$ 872,285
Accounts payable	4,123,138	5,586,755
Accrued expenses	3,460,774	2,066,076
Accrued income taxes	144,585	—
<b>Total current liabilities</b>	<b><u>8,568,497</u></b>	<b><u>8,525,116</u></b>
<b>Notes payable</b>	<b>7,885,555</b>	<b>8,124,515</b>
<b>Deferred income taxes</b>	<b><u>1,961,408</u></b>	<b><u>2,075,095</u></b>
<b>Total liabilities</b>	<b><u>18,415,460</u></b>	<b><u>18,724,726</u></b>
<b>Stockholders' equity</b>		
Common stock, no par value; 40,000,000 shares authorized; 17,273,776 shares issued; 16,346,017 shares outstanding at March 31, 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	45,197,336	44,543,618
Accumulated other comprehensive loss, net of taxes	(131,887)	(198,007)
<b>Total stockholders' equity</b>	<b><u>45,419,550</u></b>	<b><u>44,699,712</u></b>
<b>Total liabilities and stockholders' equity</b>	<b><u>\$ 63,835,010</u></b>	<b><u>\$ 63,424,438</u></b>

See accompanying notes to consolidated financial statements

**LIFEWAY FOODS, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Income and Comprehensive Income**  
**For the Three Months Ended March 31, 2015 and 2014**  
(Unaudited)

	<b>Three Months Ended March 31,</b>	
	<b>2015</b>	<b>2014</b>
<b>Gross sales</b>	\$ 33,103,084	\$ 32,061,147
Less: discounts and promotional allowances	(3,480,960)	(2,929,436)
<b>Net sales</b>	<b>29,622,124</b>	<b>29,131,711</b>
Cost of goods sold	20,647,967	21,681,910
Depreciation expense	590,627	783,361
Total cost of goods sold	<b>21,238,594</b>	<b>22,465,271</b>
<b>Gross profit</b>	<b>8,383,530</b>	<b>6,666,440</b>
Selling expenses	4,162,403	3,479,688
General and administrative	2,631,896	2,380,631
Amortization expense	178,919	178,919
<b>Total operating expenses</b>	<b>6,973,218</b>	<b>6,039,238</b>
<b>Income from operations</b>	<b>1,410,312</b>	<b>627,202</b>
Other income (expense):		
Interest and dividend income	25,479	28,698
Rental income	1,800	500
Interest expense	(65,341)	(65,569)
(Loss)/Gain on sale of investments, net reclassified from OCI	(5,093)	4,808
Gain on sale of equipment	36,000	—
Other income (expense), net	(98,932)	—
Total other income (expense)	<b>(106,087)</b>	<b>(31,563)</b>
<b>Income before provision for income taxes</b>	<b>1,304,225</b>	<b>595,639</b>
Provision for income taxes	650,507	298,461
<b>Net income</b>	<b>\$ 653,718</b>	<b>\$ 297,178</b>
<b>Basic and diluted earnings per common share</b>	<b>0.04</b>	<b>0.02</b>
<b>Weighted average number of common shares outstanding</b>	<b>16,346,017</b>	<b>16,346,017</b>
<b><u>COMPREHENSIVE INCOME</u></b>		
<b>Net income</b>	<b>\$ 653,718</b>	<b>\$ 297,178</b>
Other comprehensive income (loss), net of tax:		
Unrealized gains (losses) on investments (net of tax)	(46,260)	8,044
Less reclassification adjustment for (gains) losses and other than temporary impairments included in net income (net of taxes)	112,380	(2,717)
<b>Comprehensive income</b>	<b>\$ 719,838</b>	<b>\$ 302,505</b>

See accompanying notes to consolidated financial statements

**LIFEWAY FOODS, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Changes in Stockholders' Equity**  
**For the Three Months Ended March 31, 2015 and 2014**  
(Unaudited)

	<u>Common Stock</u>				<u>Paid In Capital</u>	<u>Retained Earnings</u>	<u>Accumulated Other Comprehensive Income (Loss), Net of Tax</u>	<u>Total Equity</u>
	<u>Issued</u>		<u>In treasury</u>					
	<u>Shares</u>	<u>\$</u>	<u>Shares</u>	<u>\$</u>				
<b>Balances at December 31, 2013</b>	17,273,776	\$ 6,509,627	(927,759)	\$ (8,187,682)	\$ 2,032,516	\$ 42,587,214	\$ 7,807	\$ 42,949,122
Other comprehensive income	—	—	—	—	—	—	5,327	5,327
Net income for the three months ended March 31, 2014	—	—	—	—	—	297,178	—	<u>297,178</u>
<b>Balances at March 31, 2014</b>	<u>17,273,776</u>	<u>\$ 6,509,627</u>	<u>(927,759)</u>	<u>\$ (8,187,682)</u>	<u>\$ 2,032,516</u>	<u>\$ 42,884,392</u>	<u>\$ 13,134</u>	<u>\$ 43,251,627</u>
<b>Balances at December 31, 2014</b>	17,273,776	\$ 6,509,627	(927,759)	\$ (8,187,682)	\$ 2,032,516	\$ 44,543,618	\$ (198,007)	\$ 44,699,712
Other comprehensive income	—	—	—	—	—	—	66,120	66,120
Net income for the three months ended March 31, 2015	—	—	—	—	—	653,718	—	<u>653,718</u>
<b>Balances at March 31, 2015</b>	<u>17,273,776</u>	<u>\$ 6,509,627</u>	<u>(927,759)</u>	<u>\$ (8,187,682)</u>	<u>\$ 2,032,516</u>	<u>\$ 45,197,336</u>	<u>\$ (131,887)</u>	<u>\$ 45,419,550</u>

See accompanying notes to consolidated financial statements

**LIFEWAY FOODS, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Cash Flows**  
**For the Three Months Ended March 31, 2015 and 2014**  
(Unaudited)

	<b>March 31,</b>	
	<b>2015</b>	<b>2014</b>
<b>Cash flows from operating activities:</b>		
<b>Net income</b>	\$ 653,718	\$ 297,178
Adjustments to reconcile net income to net cash flows from operating activities:		
Depreciation and amortization	769,546	962,280
Loss (gain) on sale of investments, net	5,093	(4,808)
Impairment of investments	179,500	—
Deferred income taxes	(196,103)	(196,401)
Bad debt expense	250	126,049
Gain on sale of equipment	(36,000)	—
(Increase) decrease in operating assets:		
Accounts receivable	(32,942)	(468,826)
Other receivables	15,913	11,644
Inventories	(513,126)	(456,876)
Refundable income taxes	1,050,032	(1,602,376)
Prepaid expenses and other current assets	164,913	88,468
Increase (decrease) in operating liabilities:		
Accounts payable	(1,463,617)	235,820
Accrued expenses	1,394,698	1,448,110
Accrued income taxes	144,585	—
<b>Net cash provided by operating activities</b>	<b>2,136,460</b>	<b>440,262</b>
<b>Cash flows from investing activities:</b>		
Purchases of investments	(1,005,138)	(814,804)
Proceeds from sale of investments	693,223	554,609
Redemption of certificates of deposits	99,965	15,000
Investments in certificates of deposits	(84,981)	—
Purchases of property and equipment	(1,039,605)	(807,894)
Proceeds from sale of equipment	36,000	—
<b>Net cash used in investing activities</b>	<b>(1,300,536)</b>	<b>(1,053,089)</b>
<b>Cash flows from financing activities:</b>		
Repayment of notes payable	(271,245)	(219,073)
<b>Net cash used in financing activities</b>	<b>(271,245)</b>	<b>(219,073)</b>
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>564,679</b>	<b>(831,900)</b>
Cash and cash equivalents at the beginning of the period	3,260,244	3,306,608
<b>Cash and cash equivalents at the end of the period</b>	<b>\$ 3,824,923</b>	<b>\$ 2,474,708</b>
<b>Supplemental cash flow information</b>		
Cash paid for income taxes	\$ 40,000	\$ 2,109,500
Cash paid for interest	\$ 65,110	\$ 66,210

See accompanying notes to consolidated financial statements



**LIFEWAY FOODS, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**  
**March 31, 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 stores 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 – SUMMARY OF 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 issued interim consolidated financial statements to correct for these matters. The adjustments decreased previously reported first quarter income before provision for income taxes by approximately \$400,000 and net income by approximately \$363,000.

There was no impact to quarterly cash flows in 2014 as the increase in net income was offset by the decrease 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 reported interim consolidated financial statements. Accordingly, the March 31, 2014 interim consolidated financial statements included herein have been revised to reflect the adjustments discussed above. The Company will also revise its 2014 second and third quarter interim consolidated financial statements prospectively within its 2015 second and third quarter Quarterly Reports on Form 10-Q.

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

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, audited 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**  
**March 31, 2015 and December 31, 2014**  
**(Unaudited)**

**Note 2 – SUMMARY OF 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 at the end of each period 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.

Customer Concentration

Sales are predominately to companies in the retail food industry, located within the United States of America. Two major customers accounted for approximately 26% and 30% of gross sales for the three months ended March 31, 2015 and 2014, respectively.

Cash and cash equivalents

All highly liquid investments purchased with an original maturity of three months or less are considered to be cash equivalents.

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

**Note 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – Continued**

Investments

All investment securities are classified as available-for-sale and are carried at fair value. Unrealized gains and losses on available-for-sale securities are reported as a separate component of stockholders' equity to the extent they are considered temporary in nature. Amortization, accretion, interest and dividends, realized gains and losses, and declines in fair value judged to be other-than-temporary on available-for-sale securities are recorded as a component of other income. All of the Company's securities are subject to a periodic impairment evaluation. This evaluation depends on the specific facts and circumstances. Factors that we consider in determining whether an other-than-temporary decline in fair value has occurred include: the fair value of the security in relation to its carrying amount; the financial condition of the investee; and the intent and ability to retain the investment for a sufficient period of time to allow for possible recovery in the fair value of the investment.

Accounts receivable

Credit terms are extended to customers in the normal course of business. The Company performs ongoing credit evaluations of its customers' financial condition and generally requires no collateral. Balances expected to be collected beyond one year are classified as long-term.

Accounts receivable are recorded at invoice amounts, and reduced to their estimated net realizable value by recognition of an allowance for doubtful accounts and anticipated discounts. The Company's estimate of the allowance for doubtful accounts and anticipated discounts are based upon historical experience, its evaluation of the current status and contract terms of specific receivables, and unusual circumstances, if any. Accounts are considered past due if payment is not made on a timely basis in accordance with the Company's credit terms. Accounts considered uncollectible are charged against the allowance.

Inventories

Inventories are stated at the lower of cost or market. Our products are valued using the first in, first out method. The costs of inventories include raw materials, direct labor and indirect production and overhead costs.

Property and equipment

Property and equipment are recorded at cost and depreciated using the straight-line method over the estimated useful lives of the related assets. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is recognized in income for the period. The cost of maintenance and repairs is charged to expense as incurred; significant renewals and betterments are capitalized.

Property and equipment is being depreciated over the following useful lives:

Category	Years
Buildings and improvements	31 and 39
Machinery and equipment	5 – 12
Office equipment	5 – 7
Vehicles	5
Leasehold improvements	Shorter of expected useful life or lease term

Intangible assets acquired in business combinations

Intangible assets acquired in a business combination are recorded at their estimated fair values at the date of acquisition.

Goodwill represents the excess purchase price over the fair value of the net tangible and other identifiable intangible assets acquired. Goodwill is not amortized, but is reviewed for impairment at least annually. The Company amortizes other intangible assets over their estimated useful lives, as disclosed in the table below.

The Company reviews intangible assets and their related useful lives at least once per year to determine if any adverse conditions exist that would indicate the carrying value of these assets may not be recoverable. The Company conducts more frequent impairment assessments if certain conditions exist, including: a change in the competitive landscape, any internal decisions to pursue new or different strategies, a loss of a significant customer, or a significant change in the market place including changes in the prices paid for the Company's products or changes in the size of the market for the Company's products.

If the estimate of an intangible asset's remaining useful life is changed, the remaining carrying amount of the intangible asset is amortized prospectively over the revised remaining useful life.

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

**Note 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – Continued**

Intangible assets are being amortized over the following useful lives:

Category	Years
Recipes	4
Trade names	8-15
Formula	10
Customer relationships	8-12

Income taxes

Deferred income taxes are the result of temporary differences that arise from income and expense items reported for financial accounting and tax purposes in different periods. Deferred taxes are classified as current or non-current, depending on the classification of the assets and liabilities to which they relate. Deferred taxes arising from temporary differences that are not related to an asset or liability are classified as current or non-current depending on the periods in which the temporary differences are expected to reverse.

The principal sources of temporary differences are different depreciation and amortization methods for financial statement and tax purposes, unrealized gains or losses related to investments, capitalization of indirect costs for tax purposes, purchase price adjustments, and the recognition of an allowance for doubtful accounts for financial statement purposes.

The Company has analyzed filing positions in all of the federal and state jurisdictions where it is required to file income tax returns, as well as all open tax years in these jurisdictions. Periods subject to examination for the Company's federal returns are the 2012, 2013 and 2014 tax years. The amount of unrecognized tax benefits that, if recognized, would impact the annual effective tax rate was not significant as of March 31, 2015 and December 31, 2014. The total amount of unrecognized tax benefits can change due to audit settlements, tax examination activities, statute expirations and the recognition and measurement criteria under accounting for uncertainty in income taxes.

Treasury stock

Treasury stock is recorded using the cost method.

Advertising and promotional costs

The Company expenses advertising costs as incurred. For the three months ended March 31, 2015 and 2014 total advertising expenses were \$1,874,538 and \$819,016, respectively.

Earnings per common share

Earnings per common share were computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding during the period. For the three months ended March 31, 2015 and 2014 the weighted average number of shares outstanding used in the calculation of diluted and basic earnings per share were the same.

Segments

The Company has two separate 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.

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**Note 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – Continued**

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.

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	
	March 31, 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	(5,362,955)	(5,184,036)
Intangible assets, net	\$ 2,880,845	\$ 3,059,764

**Note 4 – INVESTMENTS**

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

March 31, 2015	Cost	Unrealized Gains	Unrealized Losses	Fair Value
Common Stocks & ETFs	\$ 1,044,604	\$ 20,042	\$ (86,266)	\$ 978,380
Mutual Funds	58,330	—	(3,667)	54,663
Preferred Securities	97,405	3,315	—	100,720
Corporate Bonds	2,046,093	6,726	(148,079)	1,904,740
Total	\$ 3,246,432	\$ 30,083	\$ (238,012)	\$ 3,038,503

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**Note 4 – INVESTMENTS – Continued**

December 31, 2014	Cost	Unrealized Gains	Unrealized Losses	Fair Value
Common Stocks & ETFs	\$ 530,328	\$ 19,608	\$ (64,046)	\$ 485,890
Mutual Funds	445,337	0	(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
<b>Total</b>	<b>\$ 3,104,381</b>	<b>\$ 21,683</b>	<b>\$ (346,924)</b>	<b>\$ 2,779,140</b>

Proceeds from the sale of investments were \$693,223 and \$554,609 for the three months ended March 31, 2015 and 2014, respectively.

Gross gains of \$5,502 and \$19,651 and gross losses of \$10,595 and \$14,843 were realized on these sales during the three months ended March 31, 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 March 31, 2015 and December 31, 2014:

March 31, 2015	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Common Stocks & ETFs	\$ 458,306	\$ (43,834)	\$ 159,492	\$ (42,432)	\$ 617,798	\$ (86,265)
Mutual Funds	54,663	(3,667)	0	0	54,663	(3,667)
Preferred Securities	0	0	0	0	0	0
Corporate Bonds	1,922,104	(60,687)	489,394	(87,392)	2,411,498	(148,079)
	<b>\$ 2,435,073</b>	<b>\$ (108,188)</b>	<b>\$ 648,886</b>	<b>\$ (129,824)</b>	<b>\$ 3,083,960</b>	<b>\$ (238,012)</b>

December 31, 2014	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Common Stocks & ETFs	\$ 162,268	\$ (49,053)	\$ 141,417	\$ (14,993)	\$ 303,685	\$ (64,046)
Mutual Funds	434,713	(10,624)	0	0	434,713	(10,624)
Preferred Securities	80,640	(2,075)	0	0	80,640	(2,075)
Corporate Bonds	1,056,140	(194,641)	497,277	(75,538)	1,553,417	(270,179)
	<b>\$ 1,733,761</b>	<b>\$ (256,393)</b>	<b>\$ 638,694</b>	<b>\$ (90,531)</b>	<b>\$ 2,372,455</b>	<b>\$ (346,924)</b>

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. During the first quarter of 2015, the Company recorded other-than-temporary impairment losses of approximately \$180,000 with respect to three structured notes. The impairment loss is 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 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. With respect to one other corporate bond with unrealized losses, the Company evaluated the near-term prospects of the issuer in relation to the severity and duration of the impairment. Based on that evaluation and the Company's ability and intent to

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**Note 4 – INVESTMENTS – Continued**

hold these investments for a reasonable period of time sufficient for a forecasted recovery of fair value, the Company did not consider the investment to be other-than-temporarily impaired at March 31, 2015.

**Note 5 – INVENTORIES**

Inventories consist of the following:

	March 31, 2015	December 31, 2014
Finished goods	\$ 1,808,030	\$ 2,373,476
Production supplies	2,891,156	2,069,742
Raw materials	1,628,159	1,371,001
Total inventories	<u>\$ 6,327,345</u>	<u>\$ 5,814,219</u>

**Note 6 – PROPERTY AND EQUIPMENT**

Property and equipment consist of the following:

	March 31, 2015	December 31, 2014
Land	\$ 1,856,370	\$ 1,856,370
Buildings and improvements	16,315,094	15,125,803
Machinery and equipment	22,505,404	20,434,910
Vehicles	1,310,527	1,244,560
Office equipment	564,908	465,801
Construction in process	23,500	2,408,754
	<u>42,575,803</u>	<u>41,536,198</u>
Less accumulated depreciation	20,234,430	19,643,803
Total property and equipment	<u>\$ 22,341,373</u>	<u>\$ 21,892,395</u>

**Note 7 – ACCRUED EXPENSES**

Accrued expenses consist of the following:

	March 31, 2015	December 31, 2014
Accrued payroll and payroll taxes	\$ 848,176	\$ 891,763
Accrued property tax	280,669	331,278
Other	2,331,929	843,035
	<u>\$ 3,460,774</u>	<u>\$ 2,066,076</u>

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**Note 8 – NOTES PAYABLE**

Notes payable consist of the following:

	March 31, 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.	\$ 4,225,555	\$ 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.	4,500,000	4,583,333
Notes payable to Ford Credit Corp. payable in monthly installments of \$1,778 at 5.99%, paid 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	8,725,555	8,996,800
Less current maturities	840,000	872,285
Total long-term portion	\$ 7,885,555	\$ 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 March 31, 2015. Further, the Company is required to deliver its annual and quarterly consolidated financial statements and related SEC filings within specified timeframes. Due to the Company's delay in completing such filings the Company obtained waivers as further discussed in Note 14.

In addition, as of March 31, 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 March 31, 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 March 31,	
2016	\$ 840,000
2017	840,000
2018	840,000
2019	3,038,899
2020	3,166,656
Total	\$ 8,725,555



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**Note 9 – COMMITMENTS AND CONTINGENCIES**

The Company leases three stores for its Starfruit subsidiary. Total expense for these leases was \$64,981 and \$71,921 for the three months ended March 31, 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 for the leases as of March 31, 2015 are approximately as follows:

For the 12 months ending March 31,		
2016	\$	73,000
2017		75,000
2018		70,000
2019		37,000
Total	\$	<u>255,000</u>

**Note 10 – PROVISION FOR INCOME TAXES**

The effective tax rate for the three months ended March 31, 2015 was 49.9% compared to 50.1% for the three months ended March 31, 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.

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 March 31, 2015 and December 31, 2014.

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**Note 11 – FAIR VALUE MEASUREMENTS – Continued**

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 stocks, is based on quoted market prices in active markets for identical securities. The Company's Level 2 fair value measurements, which include corporate bonds, is based on other observable inputs, specifically a valuation model which utilized vendor pricing for similar securities.

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 March 31, 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 March 31, 2015			
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 54,663	\$ —	\$ —	\$ 54,663
Stocks	978,380	—	—	978,380
Preferred Securities	—	100,720	—	100,720
Corporate Bonds	—	1,795,740	145,000	1,904,740

  

	Assets and Liabilities at Fair Value as of December 31, 2014			
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 434,713	\$ —	\$ —	\$ 434,713
Stocks	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 recorded at fair value on a recurring basis include cash and cash equivalents, certificate of deposit, accounts receivable, other receivables, accounts payable and notes payable for which carrying value approximates fair value.

**Note 12 – LITIGATION**

The Company is named 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.

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**Note 13 – SEGMENTS AND PRODUCTS**

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 months ended March 31 were as follows:

	<u>2015</u>	<u>2014</u>
Drinkable Kefir other than ProBugs	\$ 25,587,341	\$ 25,087,811
ProBugs	2,006,071	1,863,897
Lifeway Farmer Cheese	1,722,392	1,686,188
Frozen Kefir	306,320	493,815
Net Sales	<u>\$ 29,622,124</u>	<u>\$ 29,131,711</u>

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 its 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 months ended March 31, 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 segment. Substantially all of the consolidated revenues and assets of the Company are within the United States.

**Note 14 - SUBSEQUENT EVENTS**

On April 6, 2015, May 14, 2015 and August 25, 2015 the Company received letters (the "Nasdaq Notices") from The NASDAQ Stock Market LLC ("Nasdaq") notifying the Company that because it had not yet filed with the SEC its Annual Report on Form 10-K for the fiscal year ended December 31, 2014 (the "Form 10-K") and its Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2015 (the "First Quarter Form 10-Q") and June 30, 2015 (the "Second Quarter Form 10-Q"), the Company is not in compliance with the periodic filing requirements for continued listing set forth in Nasdaq Listing Rule 5250(c)(1). The Company filed the Form 10-K on August 14, 2015 and by filing this report, has filed the First Quarter Form 10-Q. The Company is diligently working to file the Second Quarter Form 10-Q and to regain compliance with Nasdaq Rule 5250(c)(1).

On August 11, 2015, The Private Bank agreed to extend the due date for the Company to deliver its Annual Report on Form 10-K for the fiscal year ended December 31, 2014 until August 14, 2015 as well as the due date for the Company to deliver its First Quarter Form 10-Q to September 30, 2015 and its Second Quarter Form 10-Q to October 15, 2015. On August 11, 2015, The Private Bank also extended the maturity date for the revolving credit facility to July 31, 2016.

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**Note 14 - SUBSEQUENT EVENTS – Continued**

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.

## 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 months ended March 31, 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 fiscal 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 Quarter Ended March 31, 2015 to Quarter Ended March 31, 2014

#### Results of Operations

##### Net sales

The following table summarizes our net sales:

	Three months ended March 31,		Change	
	2015	2014	\$	%
Gross Sales	\$ 33,103,084	\$ 32,061,147	\$ 1,041,937	3.2%
Less: Discounts & promotional allowances	(3,480,960)	(2,929,436)	(551,524)	18.8%
Net Sales	\$ 29,622,124	\$ 29,131,711	\$ 490,413	1.7%
Discounts & promotional allowances % to gross sales	10.5%	9.1%		

Net sales increased by \$490,413 or 1.7% to \$29,622,124 during the three-month period ended March 31, 2015 from \$29,131,711 during the same three-month period in 2014. The 1.7% increase is due to cream sales in 2015 partially offset by lower volumes of drinkable Kefir. The Company began selling cream, a by-product of the Company's manufacturing process, in April 2014. The increase in net sales reflects a \$1,041,937 or 3.2% increase in gross sales offset somewhat by higher discounts and promotional allowances as the Company increased its promotional activity in the first quarter of 2015 compared to the same period in 2014.

## Cost of goods sold

The following table summarizes our cost of goods sold:

	Three months ended March 31,		Change	
	2015	2014	\$	%
Purchases	\$ 11,881,073	\$ 15,474,120	\$ (3,593,047)	-23.2%
Testing	13,974	8,313	5,661	68.1%
Supplies	683,663	288,208	395,455	137.2%
Salaries production	2,738,772	2,146,958	591,814	27.6%
Contract work	34,021	24,116	9,905	41.1%
Freight	3,208,756	2,826,332	382,424	13.5%
Delivery expense	107,234	83,223	24,011	28.9%
Outside services	—	1,581	(1,581)	-100.0%
Labor and overhead	1,980,474	829,059	1,151,415	138.9%
Cost of Goods Sold, excluding depreciation	20,647,967	21,681,910	(1,033,943)	-4.8%
Depreciation expense	590,627	783,361	(192,734)	24.6%
Cost of Goods Sold	\$ 21,238,594	\$ 22,465,271	\$ (1,226,677)	-5.4%
Cost of Goods sold % to net sales	71.7%	77.1%		

Cost of goods sold, excluding depreciation expense, declined by \$1,033,943 or 4.8% to \$20,647,967 during the three-month period ended March 31, 2015 from \$21,681,910 during the same three-month period in 2014. Cost of goods sold, excluding depreciation expense as a percent of sales was 71.7% during the three-month period ended March 31, 2015 compared to 77.1% during the same three-month period in 2014. The overall improvement in the cost of goods sold percent to sales reflects lower costs of purchases of raw materials, primarily lower milk prices, offset somewhat by increased labor and overhead, production salaries and supplies. 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 first quarter of 2015 compared to the first quarter of 2014.

Depreciation expense decreased by \$192,734 or about 24.6% to \$590,627 during the three-month period ended March 31, 2015 from \$783,361 during the same three-month 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:

	Three months ended March 31,		Change	
	2015	2014	\$	%
Salesperson commissions	\$ 564,466	\$ 534,691	\$ 29,775	5.6%
Advertising	1,874,538	819,016	1,055,522	129.0%
Salaries	1,466,630	1,604,153	(137,523)	-8.6%
Promotions payable	47,879	72,882	(25,003)	-34.3%
Travel	208,890	448,946	(240,056)	-53.5%
Selling expense	\$ 4,162,403	\$ 3,479,688	\$ 682,715	19.6%
% to net sales	14.1%	11.9%		

Selling expenses increased by \$682,715 or 19.6% to \$4,162,403 during the three-month period ended March 31, 2015 from \$3,479,688 during the same period in 2014. Selling expenses as a percentage of sales were 14.1% for the three-month period ended March 31, 2015 compared to 11.9% for the same period in 2014. The increase resulted primarily from increases in advertising expenses offset partially by lower travel due to timing. 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:

	Three months ended March 31,		Change	
	2015	2014	\$	%
Salaries	\$ 972,609	\$ 935,132	\$ 37,477	-2.7%
Rent	64,981	71,922	(6,941)	-9.7%
Equipment lease	1,901	1,168	733	62.7%
Auto expense	21,201	15,425	5,776	37.4%
Office supplies	26,587	25,187	1,400	5.6%
Professional fees	877,958	743,868	134,090	18.0%
Permits and licenses	—	84,157	(84,157)	-100.0%
Telephone expense	38,270	27,524	10,746	39.0%
Facilities	480,538	194,375	286,163	147.2%
Tax	76,038	32,344	43,694	135.1%
Miscellaneous	71,813	249,529	(177,716)	-71.2%
General & administrative expense	\$ 2,631,896	\$ 2,380,631	\$ 251,265	10.6%
% to net sales	8.9%	8.2%		

General and administrative expenses increased \$251,265 or 10.6% to \$2,631,896 during the three-month period ended March 31, 2015 from \$2,380,631 during the same period in 2014. The increase is primarily a result of increases in facilities expense and professional fees. Professional fees, which consists primarily of legal and accounting fees increased by \$134,090 or 18.0% to \$877,958 in the three-month period ended March 31, 2015 from \$743,868 during the same period in 2014. Expenses related to our facilities, increased by \$286,163 or 147.2% to \$480,538 in the three-month period ended March 31, 2015 from \$194,375 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 \$1,410,312 during the first quarter of 2015, compared to \$627,202 during the same period in 2014. Provision for income taxes was \$650,507, or a 49.9% effective rate for the first quarter of 2015 compared to a provision for income tax of \$298,461, or a 50.1% 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 \$653,718 or \$0.04 per basic and diluted common share for the three-month period ended March 31, 2015 compared to \$297,178 or \$0.02 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 \$2,136,460 during the three-months ended March 31, 2015 compared to net cash provided by operating activities of \$440,262 in the same period in 2014. The increase is primarily attributable to lower income tax payments during the first quarter of 2015 and the relatively higher level of accounts receivable in the first quarter of 2014 associated with the increase in net sales in the first quarter of last year.

Net cash used in investing activities was \$1,300,536 during the three-months ended March 31, 2015 compared to net cash used in investing activities of \$1,053,089 in the same period in 2014. The increase in net cash used in investing activities is primarily due to purchases of property and equipment related to the Wisconsin facility.

The Company had a net increase in cash and cash equivalents of \$564,679 during the three month period ended March 31, 2015 compared a net decrease in cash and cash equivalents of \$831,900 in the same period in 2014.

At March 31, 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 March 31, 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 March 31, 2015, we had an outstanding balance under our bank term loans of approximately \$8.726 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 March 31, 2015 of approximately \$8.726 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 \$90,000. 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 March 31, 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.

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 first 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.

- |      |  |
|------|--|
| 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: September 29, 2015

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

Date: September 29, 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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- 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: September 29, 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: September 29, 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 March 31, 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: September 29, 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 March 31, 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: September 29, 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)