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

FORM 10-Q

(Mark One)

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

For The Quarterly Period Ended August 31, 2015

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

COMMISSION FILE NUMBER 000-27688

SURGE COMPONENTS, INC.

(Exact name of registrant as specified in its charter)

Nevada	**11-2602030**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
95 East Jefryn Blvd., Deer Park, New York	**11729**
(Address of principal executive offices)	(Zip code)

Issuer's telephone number: (631) 595-1818

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 during the preceding 12 months (or 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 9, 2015, there were 9,999,125 outstanding shares of the Registrant's Common Stock, $.001 par value.

SURGE COMPONENTS, INC

TABLE OF CONTENTS

	Page
PART I - FINANCIAL INFORMATION	
Item 1. Financial Statements	3
Consolidated Balance Sheets as of August 31, 2015 (unaudited) and November 30, 2014	3
Consolidated Statements of Income for the nine and three months ended August 31, 2015 and August 31, 2014 (unaudited)	5
Consolidated Statements of Cash Flows for the nine months ended August 31, 2015 and August 31, 2014 (unaudited)	6
Notes to Consolidated Financial Statements (unaudited)	8
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	21
Item 3. Quantitative and Qualitative Disclosures About Market Risk	24
Item 4. Controls and Procedures	24
PART II - OTHER INFORMATION	
Item 1. Legal Proceedings	26
Item 1A. Risk Factors	26
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	26
Item 3. Defaults Upon Senior Securities	26
Item 4. Mine Safety Disclosures	26
Item 5. Other Information	26
Item 6. Exhibits	26
SIGNATURES	27

PART I Financial Information

ITEM 1. FINANCIAL STATEMENTS.

SURGE COMPONENTS, INC. AND SUBSIDIARIES
Consolidated Balance Sheets

	August 31, 2015 (unaudited)	November 30, 2014
ASSETS		
Current assets:		
Cash	$ 6,431,607	$ 6,174,561
Accounts receivable - net of allowance for doubtful accounts of $119,089 and $93,765	5,065,102	4,433,994
Inventory, net	3,325,793	3,258,156
Prepaid expenses and income taxes	231,328	233,275
Deferred income taxes	336,803	295,873
Total current assets	15,390,633	14,395,859
Fixed assets – net of accumulated depreciation and amortization of $2,141,735 and $2,114,416	115,227	84,966
Deferred income taxes	673,607	887,620
Other assets	13,384	11,652
Total assets	$ 16,192,851	$ 15,380,097

See notes to consolidated financial statements

SURGE COMPONENTS, INC. AND SUBSIDIARIES
Consolidated Balance Sheets
(Continued)

LIABILITIES AND SHAREHOLDERS' EQUITY	August 31, 2015 (unaudited)	November 30, 2014
Current liabilities:		
Accounts payable	$ 3,382,922	$ 3,288,798
Accrued expenses and taxes	521,226	785,002
Accrued salaries	411,981	556,805
Total current liabilities	4,316,129	4,630,605
Deferred rent	42,029	40,564
Total liabilities	4,358,158	4,671,169
Commitments and contingencies		
Shareholders' equity		
Preferred stock - $.001 par value stock, 5,000,000 shares authorized:		
Series A – 260,000 shares authorized, none outstanding, non-voting, convertible, redeemable.		
Series B – 200,000 shares authorized, none outstanding, voting, convertible, redeemable.		
Series C–100,000 shares authorized, 10,000 and 21,700 shares issued and outstanding, redeemable, convertible, and a liquidation preference of $5 per share	10	22
Common stock - $.001 par value stock, 75,000,000 shares authorized, 9,999,125 and 9,080,012 shares issued and outstanding	10,000	9,080
Additional paid-in capital	23,529,728	23,192,407
Accumulated deficit	(11,705,045)	(12,492,581)
Total shareholders' equity	11,834,693	10,708,928
Total liabilities and shareholders' equity	$ 16,192,851	$ 15,380,097

See notes to consolidated financial statements.

SURGE COMPONENTS, INC. AND SUBSIDIARIES
Consolidated Statements of Income
(Unaudited)

	Nine Months Ended August 31,		Three Months Ended August 31,	
	2015	2014	2015	2014
Net sales	$ 22,428,219	$ 20,486,846	$ 8,349,329	$ 7,558,513
Cost of goods sold	16,715,614	15,092,142	6,342,625	5,597,350
Gross profit	5,712,605	5,394,704	2,006,704	1,961,163
Operating expenses:				
Selling and shipping expenses	1,758,278	1,712,621	591,208	570,594
General and administrative expenses	2,910,599	2,560,181	948,127	829,809
Depreciation and amortization	27,319	36,006	9,839	15,241
Total operating expenses	4,696,196	4,308,808	1,549,174	1,415,644
Income before other income (expense) and income taxes	1,016,409	1,085,896	457,530	545,519
Other income(expense):				
Interest expense	–	–	–	–
Investment income	6,610	3,236	2,305	1,492
Other income(expense)	6,610	3,236	2,305	1,492
Income before income taxes	1,023,019	1,089,132	459,835	547,011
Income taxes	228,383	328,522	88,200	122,234
Net income	794,636	760,610	371,635	424,777
Dividends on preferred stock	7,100	11,850	1,675	5,925
Net income available to common shareholders	$ 787,536	$ 748,760	$ 369,960	$ 418,852
Net income per share available to common shareholders:				
Basic	$ .08	$ .08	$ .04	$ .05
Diluted	$ .08	$ .08	$ .04	$ .04
Weighted Shares Outstanding:				
Basic	9,522,782	9,060,012	9,982,384	9,060,012
Diluted	9,642,124	9,719,440	10,101,576	9,719,440

See notes to consolidated financial statements.

SURGE COMPONENTS, INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows
(unaudited)

	Nine Months Ended	
	August 31, 2015	August 31, 2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 794,636	$ 760,610
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	27,319	36,006
Stock compensation expense	92,080	39,248
Deferred income taxes	173,083	273,114
Allowance for doubtful accounts	25,324	25,324
CHANGES IN OPERATING ASSETS AND LIABILITIES:		
Accounts receivable	(656,432)	(42,691)
Inventory	(67,637)	240,154
Prepaid expenses and income taxes	1,947	98,298
Other assets	(1,732)	–
Accounts payable	94,124	(281,823)
Deferred rent	1,465	3,945
Accrued expenses	(313,301)	(81,881)
NET CASH FLOWS FROM OPERATING ACTIVITIES	170,876	1,070,304
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition of fixed assets	(57,580)	(54,222)
NET CASH FLOWS USED IN INVESTING ACTIVITIES	(57,580)	(54,222)

SURGE COMPONENTS, INC. AND SUBSIDIARIES
Consolidated Statements Of Cash Flows
(Continued)
(unaudited)

	Nine Months Ended	
	August 31, 2015	August 31, 2014
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from exercising stock options	143,750	–
NET CASH FLOWS FROM FINANCING ACTIVITIES	143,750	–
NET CHANGE IN CASH	257,046	1,016,082
CASH AT BEGINNING OF PERIOD	6,174,561	4,288,090
CASH AT END OF PERIOD	$ 6,431,607	$ 5,304,172
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Income taxes paid	$ 19,447	$ 70,941
Interest paid	$ –	$ –
NONCASH INVESTING AND FINANCING ACTIVITIES:		
Accrued dividends on preferred stock	$ 7,100	$ 11,850
Common stock issued in payment of accrued interest	$ 102,399	$ –

See notes to consolidated financial statements.

SURGE COMPONENTS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements

NOTE A – ORGANIZATION, DESCRIPTION OF COMPANY'S BUSINESS AND BASIS OF PRESENTATION

Surge Components, Inc. ("Surge") was incorporated in the State of New York and commenced operations on November 24, 1981 as an importer of electronic products, primarily capacitors and discrete semi-conductors selling to customers located principally throughout North America. On June 24, 1988, Surge formed Challenge/Surge Inc. ("Challenge"), a wholly-owned subsidiary to engage in the sale of electronic component products and sounding devices from established brand manufacturers to customers located principally throughout North America.

In May 2002, Surge and an officer of Surge founded and became sole owners of Surge Components, Limited ("Surge Limited"), a Hong Kong corporation. Under current Hong Kong law, Surge Limited is required to have at least two shareholders. Surge owns 999 shares of the outstanding common stock and the officer of Surge owns 1 share of the outstanding common stock. The officer of Surge has assigned his rights regarding his 1 share to Surge. Surge Limited started doing business in July 2002. Surge Limited operations have been consolidated with the Company. Surge Limited is responsible for the sale of Surge's products to customers located in Asia.

On August 31, 2010, the Company changed its corporate domicile by merging into a newly-formed corporation, Surge Components, Inc. (Nevada), which was formed in the State of Nevada for that purpose. Surge Components Inc. is the surviving entity. The number of common stock shares authorized for issuance was increased to 75,000,000 shares.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(1) Principles of Consolidation:

The consolidated financial statements include the accounts of Surge, Challenge, and Surge Limited (collectively the "Company"). All material intercompany balances and transactions have been eliminated in consolidation.

The accompanying interim consolidated financial statements have been prepared without audit, in accordance with the instructions to Form 10-Q for interim financial reporting pursuant to the rules and regulations of the Securities and Exchange Commission.

The results and trends in these interim consolidated financial statements for the nine months ended August 31, 2015 and August 31, 2014 may not be representative of those for the full fiscal year or any future periods.

(2) Accounts Receivable:

Trade accounts receivable are recorded at the net invoice value and are not interest bearing. The Company considers receivables past due based on the payment terms. The Company reviews its exposure to accounts receivable and reserves specific amounts if collectability is no longer reasonably assured. The Company also reserves a percentage of its trade receivable balance based on collection history and current economic trends that might impact the level of future credit losses. The Company re-evaluates such reserves on a regular basis and adjusts its reserves as needed. Based on the Company's operating history and customer base, bad debts to date have not been material.

(3) Revenue Recognition:

Revenue is recognized for products sold by the Company when persuasive evidence of an arrangement exists, delivery has occurred, the price is fixed and determinable, collectability is reasonably assured and title and risk of loss have been transferred to the customer. This occurs when product is shipped from the Company's warehouse.

For direct shipments, revenue is recognized when product is shipped from the Company's supplier. The Company has a long term supply agreement with one of our suppliers. The Company purchases the merchandise from the supplier and has the supplier directly ship to the customer through a freight forwarder. Title passes to the customer upon the merchandise being received by a freight forwarder. Direct shipments were approximately $3,202,000 and $2,684,000 for the nine months ended August 31, 2015 and August 31, 2014 respectively.

The Company also acts as a sales agent to certain customers in North America for one of its suppliers. The Company reports these commissions as revenues in the period earned. Commission revenue totaled $216,181 and $387,492 for the nine months ended August 31, 2015 and August 31, 2014 respectively.

The Company performs ongoing credit evaluations of its customers and maintains reserves for potential credit losses.

SURGE COMPONENTS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(3) Revenue Recognition (continued):

The Company and its subsidiaries currently have agreements with several distributors. There are no provisions for the granting of price concessions in any of the agreements. Revenues under these distribution agreements were approximately $5,761,000 and $5,522,000 for the nine months ended August 31, 2015 and August 31, 2014 respectively.

(4) Inventories:

Inventories, which consist solely of products held for resale, are stated at the lower of cost (first-in, first-out method) or market. Products are included in inventory when the Company obtains title and risk of loss on the products, primarily when shipped from the supplier. Inventory in transit principally from foreign suppliers at August 31, 2015 approximated $1,584,000. The Company, at August 31, 2015, had a reserve against slow moving and obsolete inventory of $336,957. From time to time the Company's products are subject to legislation from various authorities on environmental matters.

(5) Depreciation and Amortization:

Fixed assets are recorded at cost. Depreciation is generally calculated on a straight line method and amortization of leasehold improvements is provided for on the straight-line method over the estimated useful lives of the various assets as follows:

Furniture, fixtures and equipment	5 - 7 years
Computer equipment	5 years
Leasehold Improvements	Estimated useful life or lease term, whichever is shorter

Maintenance and repairs are expensed as incurred while renewals and betterments are capitalized.

SURGE COMPONENTS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(6) Concentration of Credit Risk:

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of accounts receivable. The Company maintains substantially all of its cash balances in a limited number of financial institutions. At August 31, 2015 and November 30, 2014, the Company's uninsured cash balances totaled approximately $3,751,000 and $2,994,000, respectively.

(7) Income Taxes:

The Company's deferred income taxes arise primarily from the differences in the recording of net operating losses, allowances for bad debts, inventory reserves and depreciation expense for financial reporting and income tax purposes. A valuation allowance is provided when it has been determined to be more likely than not that the likelihood of the realization of deferred tax assets will not be realized. See Note G.

The Company follows the provisions of the Accounting Standards Codification topic, ASC 740, “Income Taxes” (ASC 740). There have been no unrecognized tax benefits and, accordingly, there has been no effect on the Company’s financial condition or results of operations as a result of ASC 740.

The Company files income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. The Company is no longer subject to U.S. federal tax examinations for years before fiscal years ending November 30, 2011, and state tax examinations for years before fiscal years ending November 30, 2010. Management does not believe there will be any material changes in our unrecognized tax positions over the next twelve months.

The Company’s policy is to recognize interest and penalties accrued on any unrecognized tax benefits as a component of income tax expense. As of the date of adoption of ASC 740, there was no accrued interest or penalties associated with any unrecognized tax benefits, nor was any interest expense recognized during the nine months ended August 31, 2015 and August 31, 2014.

SURGE COMPONENTS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(8) Cash Equivalents:

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

(9) Use of Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

(10) Marketing and promotional costs:

Marketing and promotional costs are expensed as incurred and have not been material to date. The Company has contractual arrangements with several of its distributors which provide for cooperative advertising rights to the distributor as a percentage of sales. Cooperative advertising is reflected as a reduction in revenues and has not been material to date.

(11) Fair Value of Financial Instruments:

The carrying amount of cash balances, accounts receivable, accounts payable and accrued expenses approximate their fair value based on the nature of those items. Estimated fair values of financial instruments are determined using available market information and appropriate valuation methodologies. Considerable judgment is required to interpret the market data used to develop the estimates of fair value, and accordingly, the estimates are not necessarily indicative of the amounts that could be realized in a current market exchange.

SURGE COMPONENTS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(12) Shipping Costs

The Company classifies shipping costs as a component of selling expenses. Shipping costs totaled $6,791 and $8,531 for the nine months ended August 31, 2015 and August 31, 2014 respectively.

(13) Earnings Per Share

Basic earnings per share includes no dilution and is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding for the period. The difference between reported basic and diluted weighted-average common shares results from the assumption that all dilutive stock options and convertible preferred stock exercised into common stock. Total potentially dilutive shares excluded from diluted weighted shares outstanding at August 31, 2015 and August 31, 2014 totaled 517,096 and 564,010, respectively.

(14) Stock Based Compensation

Stock Based Compensation to Employees

The Company accounts for its stock-based compensation for employees in accordance with Accounting Standards Codification ("ASC") 718. The Company recognizes in the statement of operations the grant-date fair value of stock options and other equity-based compensation issued to employees and non-employees over the related vesting period.

Stock Based Compensation to Other than Employees

The Company accounts for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with ASC 718. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably determinable. The value of equity instruments issued for consideration other than employee services is determined on the earlier of a performance commitment or completion of performance by the provider of goods or services. In the case of equity instruments issued to consultants, the fair value of the equity instrument is recognized over the term of the consulting agreement.

SURGE COMPONENTS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements

NOTE C - FIXED ASSETS

Fixed assets consist of the following:

	August 31, 2015	November 30, 2014
Furniture and Fixtures	$ 327,971	$ 322,586
Leasehold Improvements	956,637	940,204
Computer Equipment	972,354	936,592
Less-Accumulated Depreciation	(2,141,735)	(2,114,416)
Net Fixed Assets	$ 155,227	$ 84,966

Depreciation and amortization expense for the nine months ended August 31, 2015 and August 31, 2014 was $27,319 and $36,006, respectively.

NOTE D - ACCRUED EXPENSES

Accrued expenses consist of the following:

	August 31, 2015	November 30, 2014
Commissions	$ 244,640	$ 263,796
Preferred Stock Dividends	124,069	200,557
Interest	-	102,399
Other accrued expenses	152,517	218,250
	$ 521,226	$ 785,002

In March 2000, the Company completed a $7,000,000 private placement of convertible notes. The face value of the notes was converted into common stock in July 2001 pursuant to the automatic conversion provisions of the notes. However, approval by holders of the notes was required to convert the interest accrued on the notes to common stock. The accrued interest set forth in the Company's financial statements relates to the portion of the accrued interest for which note holder approval was not obtained and therefore not converted into common stock. No additional interest accrues on these amounts and none of the accrued interest was repaid during the fiscal year ended November 30, 2014. In February 2015, the Company issued 113,803 shares of common stock to the holders of the notes in payment of the accrued interest at a conversion rate of $0.90 per share.

NOTE E – RETIREMENT PLAN

In June 1997, the Company adopted a qualified 401(k) retirement plan for all full-time employees who are twenty-one years of age and have completed twelve months of service. The plan allows total employee contributions of up to fifteen percent (15%) of the eligible employee's salary through salary reduction. The Company makes a matching contribution of twenty percent (20%) of each employee's contribution for each dollar of employee deferral up to five percent (5%) of the employee's salary. Net assets for the plan, as estimated by Union Central, Inc., which maintains the plan's records, were approximately $1,054,000 at November 30, 2014. Pension expense for the nine months ended August 31, 2015 and August 31, 2014 was $2,941 and $10,914, respectively.

SURGE COMPONENTS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements

NOTE F – SHAREHOLDERS' EQUITY

[1] Preferred Stock:

In February 1996, the Company amended its Certificate of Incorporation to authorize the issuance of 1,000,000 shares of preferred stock in one or more series. In August 2010, the number of preferred shares authorized for issuance was increased to 5,000,000 shares.

In January 2000, the Company authorized 260,000 shares of preferred stock as Non-Voting Redeemable Convertible Series A Preferred Stock ("Series A Preferred"). None of the Series A preferred stock is outstanding as of August 31, 2015.

In November 2000, the Company authorized 200,000 shares of preferred stock as Voting Redeemable Convertible Series B Preferred Stock ("Series B Preferred"). None of the Series B Preferred Stock is outstanding as of August 31, 2015.

In November 2000, the Company authorized 100,000 shares of preferred stock as Non-Voting Redeemable Convertible Series C Preferred Stock ("Series C Preferred"). Each share of Series C Preferred is automatically convertible into 10 shares of our common stock upon shareholder approval. If the Series C Preferred were converted into common stock on or before April 15, 2001, these shares were entitled to cumulative dividends at the rate of $.50 per share per annum commencing April 15, 2001 payable on June 30 and December 31 of each year. In November 2000, 70,000 shares of the Series C Preferred were issued in payment of financial consulting services to its investment banker and a shareholder of the Company. In April 2001, 8,000 shares of the Series C Preferred were repurchased and cancelled.

In April 2002, in connection with a Mutual Release, Settlement, Standstill and Non-Disparagement Agreement among other provisions, certain investors transferred back to the Company 252,000 shares of common stock, 19,300 shares of Series C preferred stock, and certain warrants, in exchange for $225,000. These repurchased shares were cancelled.

In February 2006, the Company settled with a shareholder to repurchase 10,000 shares of Series C Preferred plus accrued dividends for $50,000.

Pursuant to exchange agreements dated as of March 14, 2011, 9,000 shares of Series C Preferred were returned to the Company for cancellation in exchange for 112,500 shares of common stock.

In October 2014, 2,000 shares of Series C Preferred were converted into 20,000 shares of common stock.

In April 2015, the Company entered into a settlement agreement with a shareholder pursuant to which 7,500 shares of Series C Preferred were returned to the Company for cancellation in exchange for 110,000 shares of common stock plus $65,000 for accrued dividends and legal fees and expenses.

In July 2015, 4,200 shares of Series C Preferred were exchanged for 42,000 shares of common stock and $29,838 in accrued dividends.

Dividends aggregating $124,069 have not been paid for the semiannual periods ended December 31, 2001 through the semiannual payment due June 30, 2015. The Company has accrued these dividends. At August 31, 2015 there are 10,000 shares of Series C Preferred issued and outstanding.

SURGE COMPONENTS, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE F – SHAREHOLDERS' EQUITY (Continued)

[2] 2010 Incentive Stock Plan

In March 2010, the Company adopted, and in April 2010 the shareholders ratified, the 2010 Incentive Stock Plan ("Stock Plan"). The Stock Plan provides for the grant of options to officers, employees, directors or consultants to the Company to purchase an aggregate of 1,500,000 common shares.

Stock Plan activity for the nine months ended August 31, 2015 is summarized as follows:

	Shares	Weighted Average Exercise Price
Options outstanding December 1, 2014	986,438	$ 0.50
Options issued in the nine months ended August 31, 2015	125,000	$ 1.13
Options exercised in the nine months ended August 31, 2015	575,000	$ 0.25
Options cancelled in the nine months ended August 31, 2015	-	$ -
Options outstanding at August 31, 2015	536,438	$ 0.85
Options exercisable at August 31, 2015	536,438	$ 0.85

Stock Compensation

On February 25, 2011, the Company granted stock options to employees to purchase 85,000 shares of the Company's common stock at an exercise price of $1.15 per share, the value of the common stock on the date of the grant. These options vest over a three year period and expires ten years from the grant date. The fair values of these stock options are estimated at the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions: expected volatility of 60% (based on stock volatility of public company industry peers); average risk-free interest rate of 3.42% (the ten year treasury note rate on the date of the grant); initial expected life of 10 years (based on the term of the options); no expected dividend yield; and amortized over the vesting period.

In July 2012, the Company granted a stock option to one non-employee director to purchase 50,000 shares of common stock at an exercise price of $0.51 per share, the market price of the common stock on the date of the grant. This option vested immediately and expires five years from the grant date. The fair value of this stock option is estimated at the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions: expected volatility of 35% (based on stock volatility of public company industry peers); average risk-free interest rate of 0.67% (the five year treasury note rate on the date of the grant); initial expected life of 5 years (based on the term of the options) and no expected dividend yield.

In November 2013, the Company granted a stock option to (a) one employee-director and all non-employee directors to purchase 25,000 shares of common stock, and (b) one employee-director to purchase 50,000 shares of common stock at an exercise price of $0.82 per share, the market price of the common stock on the date of the grant. These options vested immediately and expire five years from the grant date. The fair value of these stock options is estimated at the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions: expected volatility of 18% (based on the Company's historical stock volatility); average risk-free interest rate of 1.36% (the five year treasury note rate on the date of the grant); initial expected life of 5 years (based on the term of the options) and no expected dividend yield.

In April 2014, the Company granted a stock option to (a) one employee-director to purchase 62,500 shares of common stock, and (b) one employee-director to purchase 45,938 shares of common stock, at an exercise price of $.80 per share, the market price of the common stock on the date of the grant. These options vest immediately and expire five years from the grant date. The fair value of these stock options are estimated at the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions: expected volatility of 20% (based on the Company's historical stock volatility); average risk-free interest rate of 1.65% (the five year treasury note rate on the date of the grant); initial expected life of 5 years (based on the term of the options) and no expected dividend yield.

In March 2015, the Company awarded one employee director 48,530 shares of its common stock and another employee director 29,780 shares of its common stock as part of their 2014 bonus. The Company recorded a cost of $57,166 relating to the issuance of these shares. In February 2015, one non-employee director exercised an option to acquire 25,000 shares of common stock for $0.25 per share. In April 2015, two employee directors each exercised options to acquire 250,000 shares for $0.25 per share. Also in April 2015, two non-employee directors each exercised options to acquire 25,000 shares of common stock for $0.25 per share.

In July 2015, the Company granted stock options to (a) three non-employee directors to each purchase 25,000 shares of common stock, and (b) one non-employee-director to purchase 50,000 shares of common stock, at an exercise price of $.87 per share, the market price of the common stock on the date of the grant. These options vest immediately and expire five years from the grant date. The Company recorded a cost of $19,913 related to the granting of these options. The fair value of these stock options are estimated at the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions: expected volatility of 17% (based on the Company's historical stock volatility); average risk-free interest rate of 1.55% (the five year treasury note rate on the date of the grant); initial expected life of 5 years (based on the term of the options) and no expected dividend yield.

The intrinsic value of the exercisable options at August 31, 2015 totaled $14,500. At August 31, 2015 the weighted average remaining life of the stock options is 2.76 years. At August 31, 2015, there was no unrecognized compensation cost related to the stock options granted under the Stock Plan.

SURGE COMPONENTS, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE F – SHAREHOLDERS' EQUITY (Continued)

[3] Authorized Repurchase:

In November 2002, the Board of Directors authorized the repurchase of up to 1,000,000 Common Shares at a price between $.04 and $.045. The Company has not repurchased any shares to date pursuant to such authority.

[4] Compensation of Directors

In May 2010, the Company issued 12,000 shares of its common stock to each non-employee director as compensation for services on the Board of Directors. These shares were valued at $0.18 per share, the closing price of the common stock on the over-the-counter market. Starting April 1, 2012, the amount directors each receive for their services on the Board of Directors was increased from $200 a month to $2,000 a month. In May 2010, options were granted to each non-employee director to purchase 25,000 shares of common stock at an exercise price of $0.25 per share. In July 2012, a stock option was granted to one non-employee director to purchase 50,000 shares of common stock at an exercise price of $0.51. (See Note F[2] for disclosure on the valuation and terms of these options). In May 2012, one non-employee director exercised an option and acquired 25,000 shares of common stock for $0.25 per share. In November 2013, each non-employee director was granted an option to purchase 25,000 shares of common stock at an exercise price of $0.82 per share. Starting December 1, 2013 the compensation for each non-employee director was increased to $2,500 per month (and $3,500 per month for a non-employee director that serves as the chairman of more than two committees of the Board of Directors). In February 2015, one non-employee director exercised an option and acquired 25,000 shares of common stock for $0.25 per share. In April 2015, two non-employee directors exercised options and acquired 25,000 shares each of common stock for $0.25 per share. In July 2015, options were granted to three non-employee directors each to purchase 25,000 shares of common stock and one non-employee director to purchase 50,000 shares of common stock at an exercise price of $0.87 per share.

NOTE G – INCOME TAXES

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes using the enacted tax rates in effect in the years in which the differences are expected to reverse.

The Company's deferred income taxes are comprised of the following:

	August 31, 2015	November 30, 2014
Deferred Tax Assets		
Net operating loss	$ 4,235,294	$ 4,366,694
Allowance for bad debts	36,802	29,317
Inventory	63,449	120,219
Deferred Rent	16,786	16,201
Depreciation	168,275	170,131
Total deferred tax assets	4,520,606	4,702,562
Valuation allowance	(3,510,196)	(3,519,069)
Deferred Tax Assets	$ 1,010,410	$ 1,183,493

The valuation allowance for the deferred tax assets relates principally to the uncertainty of the utilization of deferred tax assets and was calculated in accordance with the provisions of ASC 740, which requires that a valuation allowance be established or maintained when it is "more likely than not" that all or a portion of deferred tax assets will not be realized. The valuation allowance decreased by approximately $8,900 during the nine months ended August 31, 2015. This valuation is based on management estimates of future taxable income. Although the degree of variability inherent in the estimates of future taxable income is significant and subject to change in the near term, management believes, that the estimate is adequate. The estimated valuation allowance is continually reviewed and as adjustments to the allowance become necessary, such adjustments are reflected in the current operations.

SURGE COMPONENTS, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE G – INCOME TAXES (CONTINUED)

The Company's income tax expense consists of the following:

	Nine Months Ended	
	August 31, 2015	August 31, 2014
Current:		
Federal	$ 15,751	$ 16,041
States	39,549	39,367
	55,300	55,408
Deferred:		
Federal	134,139	215,760
States	38,944	57,354
	173,083	273,114
Provision for income taxes	$ 228,383	$ 328,522

The Company files a consolidated income tax return with its wholly-owned subsidiaries and has net operating loss carryforwards of approximately $10,600,000 for federal and state purposes, which expire through 2020. A reconciliation of the difference between the expected income tax rate using the statutory federal tax rate and the Company's effective rate is as follows:

	Nine Months ended	
	August 31, 2015	August 31, 2014
U.S Federal Income tax statutory rate	34%	34%
Valuation allowance	(20)%	(5)%
State income taxes	8%	2%
Other	-	(1)%
Effective tax rate	22%	30%

SURGE COMPONENTS, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE H– RENTAL COMMITMENTS

The Company leases its office and warehouse space through 2020 from a corporation that is controlled by officers/shareholders of the Company ("Related Company"). Annual minimum rental payments to the Related Company approximated $169,000 for the year ended November 30, 2014, and increase at the rate of three per cent per annum throughout the lease term.

Pursuant to the lease, rent expense charged to operations differs from rent paid because of scheduled rent increases. Accordingly, the Company has recorded deferred rent. Rent expense is calculated by allocating to rental payments, including those attributable to scheduled rent increases, on a straight line basis, over the lease term.

In June 2015, the Company renewed its lease to rent office space and a warehouse in Hong Kong for two years. Annual minimum rental payments for this space are approximately $58,500.

The Company's future minimum rental commitments at August 31, 2015 are as follows:

Twelve Months Ended August 31,		
2016	$	230,186
2017	$	223,877
2018	$	178,662
2019	$	182,236
2020	$	185,880
2021 & thereafter	$	15,515
	$	1,016,356

Net rental expense for the nine months ended August 31, 2015 and August 31, 2014 were $228,688 and $229,713 respectively, of which $186,992 and $187,345 respectively, was paid to the Related Company.

SURGE COMPONENTS, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE I – EMPLOYMENT AND OTHER AGREEMENTS

The Company has employment agreements, with terms through July 30, 2016 (renewable on each July 30th for an additional one year period) with two officers of the Company, which provides one with a base salary of $275,000 and the other with a base salary of $225,000, subject to certain increases as defined, per annum, plus fringe benefits and bonuses. The Compensation Committee of the Company's Board of Directors determines the bonuses. A bonus pool has been accrued for the two officers through August 31, 2015 totaling $168,750. The agreements also contain provisions prohibiting the officers from engaging in activities which are competitive with those of the Company during employment and for one year following termination. The agreements further provide that in the event of a change of control, as defined, or a change in ownership of at least 25% of the issued and outstanding stock of the Company, and such issuance was not approved by either officer, or if they are not elected to the Board of Directors of the Company and/or are not elected as an officer of the Company, then the non-approving officer may elect to terminate his employment agreement. If either officer elects to terminate the agreement, he will receive 2.99 times his annual compensation (or such other amount then permitted under the Internal Revenue Code without an excess penalty), in addition to the remainder of his compensation under his existing employment contract. In addition, if the Company makes or receives a "firm commitment" for a public offering of Common Shares, each officer will receive a warrant to purchase, at a nominal value, up to 9.5% of the Company's common stock, provided they do not voluntarily terminate employment.

NOTE J– MAJOR CUSTOMERS

The Company had one customer who accounted for 18% of net sales for the nine months ended August 31, 2015 and one customer who accounted for 16% of net sales for the nine months ended August 31, 2014. The Company had one customer who accounted for 12% of accounts receivable at August 31, 2015 and one customer who accounted for 11% of accounts receivable at November 30, 2014.

NOTE K- MAJOR SUPPLIERS

During the nine months ended August 31, 2015 and August 31, 2014 there was one foreign supplier who accounted for 58% and 49% of total inventory purchased.

The Company purchases substantially all of its products overseas. For the nine months ended August 31, 2015, the Company purchased 61% of its products from Taiwan, 8% from Hong Kong, 28% from elsewhere in Asia and less than 1% overseas outside of Asia. The Company purchases the balance of its products in the United States.

NOTE L - EXPORT SALES

The Company's export sales were as follows:

	Nine Months Ended	
	August 31, 2015	August 31, 2014
Canada	$2,511,170	$1,832,002
China	4,376,841	3,620,653
Other Asian Countries	806,467	682,439
South America	345,969	407,036
Europe	840,700	758,029

Revenues are attributed to countries based on location of customer.

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

The following discussion contains forward-looking statements. All statements other than statements of historical facts contained herein, including statements regarding our future results of operations and financial position, business strategy and plans and objectives of management for future operations, are forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. In some cases, forward-looking statements can be identified by terms such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other similar words. These statements are only predictions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. We discuss many of the risks in greater detail under the heading "Risk Factors" in our Annual Report on Form 10-K. Also, these forward-looking statements represent our estimates and assumptions only as of the date of the filing of this report. Except as required by law, we assume no obligation to update any forward-looking statements for events or circumstances after the date of the filing of this report.

Overview

The Company operates with two sales groups, Surge Components ("Surge") and Challenge Electronics ("Challenge"). Surge is a supplier of electronic products and components. These products include capacitors, which are electrical energy storage devices, and discrete semiconductor components, such as rectifiers, transistors and diodes, which are single function low power semiconductor products that are packaged alone as compared to integrated circuits such as microprocessors. The products sold by Surge are typically utilized in the electronic circuitry of diverse products, including, but not limited to, automobiles, audio products, temperature control products, lighting products, energy related products, computer related products, various types of consumer products, garage door openers, household appliances, power supplies and security equipment. These products are sold to both original equipment manufacturers, commonly referred to as OEMs, who incorporate them into their products, and to distributors of the lines of products we sell, who resell these products within their customer base. These products are manufactured predominantly in Asia by approximately sixteen independent manufacturers. We act as the master distribution agent utilizing independent sales representative organizations in North America to sell and market the products for one such manufacturer pursuant to a written agreement. When we act as a sales agent, our supplier who sold the product to the customer that we introduced to our supplier pays us a commission. The amount of the commission is determined on a sale by sale basis depending on the profit margin of the product. Commission revenue totaled $216,181 and $387,492 for the nine months ended August 31, 2015 and August 31, 2014 respectively.

Challenge engages in the sale of electronic components, including audible components, alarms, chimes and battery related products. Challenge has increased the types of products it sells because some of its suppliers introduced new products, and it has also sourced other products from new suppliers. As a result, we are continually trying to expand our product line. In 2002, we started to import products and sold these under the Challenge name. We started with a line of transducers, and then we added battery snaps, and coin cell holders. Since 2002, we have increased our imported private label product mix to include buzzers, speakers, microphones, resonators, filters, and discriminators. Our suppliers customize many of the products we sell for many customers based on the customers' own designs and those our suppliers redesign for them at our suppliers' factories. We have an experienced design engineer on our staff with more than thirty years of experience who works with our suppliers on such redesigns. We continue to expand the product mix we sell. We sell these products through independent representatives and are also are working with local, regional, and national distributors to sell these products to local accounts in every state.

We have a Hong Kong office to more effectively handle the transfer business from United States customers purchasing and manufacturing in Asia after designing the products in the United States. This office has strengthened our global capabilities and service to its customer base.

The reduced demand for electronic components has continued in 2015 due to slowdowns in global growth and forecasted retail sales in North America and significant pricing pressures that it experienced in 2014. Due to this worldwide reduction in demand, we may be negatively impacted by reduced margins for our products. Despite the reduced demand, we have continued to grow our revenues due to specific customer projects and our management believes that we may be able to continue growing our revenue.

In order for us to grow, we will depend on, among other things, the continued growth of the electronics and semiconductor industries, our ability to withstand intense price competition, our ability to obtain new customers, our ability to retain and attract sales and other personnel in order to expand our marketing capabilities, our ability to secure adequate sources of products, which are in demand on commercially reasonable terms, our success in managing growth, including monitoring an expanded level of operations and controlling costs.

Critical Accounting Policies

Accounts Receivable

The allowance for doubtful accounts is based on the Company’s assessment of the collectability of specific customer accounts and an assessment of international, political and economic risk as well as the aging of the accounts receivable. If there is a change in actual defaults from the Company’s historical experience, the Company’s estimates of recoverability of amounts due could be affected and the Company would adjust the allowance accordingly.

Revenue Recognition

Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred, the price is fixed and determinable, collectability is reasonably assured and title and risk of loss have been transferred to the customer. This occurs when product is shipped from the Company's warehouse. For direct shipments from our suppliers to our customer, revenue is recognized when product is shipped from the Company’s supplier. The Company acts as a sales agent for certain customers buying direct from one of its suppliers. The Company reports these commissions as revenues in the period earned.

The Company performs ongoing credit evaluations of its customers and maintains reserves for potential credit losses.

Inventory Valuation

Inventories are recorded at the lower of cost or market. Write-downs of inventories to market value are based on stock rotation, historical sales requirements and obsolescence as well as in the changes in the backlog. Reserves required for obsolescence were not material in any of the periods in the financial statements presented. If market conditions are less favorable than those projected by management, additional write-downs of inventories could be required. For example, each additional 1% of obsolete inventory would reduce operating income by approximately $33,000.

Because of the experience of the Company’s management, including Ira Levy and Steven Lubman, the Company believes that it knows the best prices to buy the products it sells and as a result the Company generally waives rights to manufacturers' inventory protection agreements (including price protection and inventory return rights), and thereby bears the risk of increases in the prices charged by manufacturers and decreases in the prices of products held in the Company’s inventory or covered by purchase commitments. If prices of components which the Company holds in inventory decline, or if new technology is developed that displaces products that the Company sells, the business could be materially adversely affected. While the Company has experienced little impact from customer design changes and slowdown, this can potentially increase due to general economic conditions and customer-specific business conditions. If the Company’s customers experience these changes, the business could be adversely affected.

Income Taxes

We have made a number of estimates and assumptions relating to the reporting of a deferred income tax asset to prepare our financial statements in accordance with generally accepted accounting principles. These estimates have a significant impact on our valuation allowance relating to deferred income taxes. Our estimates could materially impact the financial statements.

Results of Operations

Consolidated net sales for the nine months ended August 31, 2015 increased by $1,941,373 or 9.5%, to $22,428,219 as compared to net sales of $20,486,846 for the nine months ended August 31, 2014. Consolidated net sales for the three months ended August 31, 2015 increased by $790,816 or 10.5%, to $8,349,329 as compared to net sales of $7,558,513 for the three months ended August 31, 2014. We attribute the increase in net sales to an increase in business with new customers as well as new business with existing customers, including shipments to customers of new orders received at the end of 2014.

Our gross profit for the nine months ended August 31, 2015 increased by $317,901 or 5.9% to $5,712,605, as compared to $5,394,704 for the nine months ended August 31, 2014. Gross profit for the three months ended August 31, 2015 increased by $45,541 or 2.3% to $2,006,704, as compared to $1,961,163 for the three months ended August 31, 2014. Gross margin as a percentage of net sales decreased to 25.5% for the nine months ended August 31, 2015 as compared to 26.3% for the nine months ended August 31, 2014. Gross margin as a percentage of net sales decreased to 24.0% for the three months ended August 31, 2015 as compared to 25.9% for the three months ended August 31, 2014. We attribute the increase in gross profit to the increase in sales volume offset by the decrease in profit margin percentage to certain customers having a high volume of sales for products with a lower gross profit margin in the nine months ended August 31, 2015 as compared to the nine months ended August 31, 2014.

Profit margins have decreased for the nine months ended August 31, 2015 as certain of our customers, who are some of the biggest buyers of components, demand the lowest prices for our products. Some of these customers further demand periodic price reductions on a quarterly or semi-annual basis, as opposed to annual fixed pricing. In addition, many of our customers are electronic manufacturing service subcontractors, who manufacture products for their customers who do not have their own manufacturing operations. We have agreements with these subcontractor customers to provide periodic cost reductions through rebates in the amount of 5%. These reductions only affect future shipments of our products, and does not affect such customers' existing orders. These agreements negatively impact our profit margins since they reduce the amount of commissions we can earn on our products. Nevertheless, these subcontractor customers are important to us as they represent very significant potential growth for us as they enable us to become approved suppliers for their manufacturing customers, and they purchase our components for these customers. We believe it would be very difficult for us to achieve business with such manufacturing companies without these subcontractor customers. In addition, because some of our products are commodities, our gross profit margins continue to be pressured due to the competitive environment. We continue to take action to mitigate the pressure on our gross profit margins.

Selling and shipping expenses for the nine months ended August 31, 2015 was $1,758,278, an increase of $45,657, or 2.7%, as compared to $1,712,621 for the nine months ended August 31, 2014. Selling and shipping expenses for the three months ended August 31, 2015 was $591,208, an increase of $20,614, or 3.6%, as compared to $570,594 for the three months ended August 31, 2014. The increase is due to increases in salaries for our salespersons, advertising, freight and catalog expenses as partially offset by decreases in commission expenses, auto, shipping, travel and entertainment expenses.

General and administrative expenses for the nine months ended August 31, 2015 was $2,910,599, an increase of $350,418, or 13.7%, as compared to $2,560,181 for the nine months ended August 31, 2014. General and administrative expenses for the three months ended August 31, 2015 was $948,127, an increase of $118,318, or 14.3%, as compared to $829,809 for the three months ended August 31, 2014. The increase is due to the hiring of additional employees and increased costs of both health and general insurance, officers' salaries and warehouse expenses, office expenses, professional fees, consulting expenses and public company expenses as partially offset by decreases in rent, promotions, bank charges and computer expenses.

Depreciation expense for the nine months ended August 31, 2015 was $27,319, a decrease of $8,687 or 24.1%, as compared to $36,006 for the nine months ended August 31, 2014. Depreciation expense for the three months ended August 31, 2015 was $9,839, a decrease of $5,402 or 35.4%, as compared to $15,241 for the three months ended August 31, 2014. The decrease is due to certain assets becoming fully depreciated during the fiscal year ended November 30, 2014.

Investment income for the nine months ended August 31, 2015 was $6,610, an increase of $3,374 or 104.3%, as compared to $3,236 for the nine months ended August 31, 2014. Investment income for the three months ended August 31, 2015 was $2,305, an increase of $813 or 54.5%, as compared to $1,492 for the three months ended August 31, 2014. This increase is primarily due to an increase in the interest income we received on our account balances.

Income taxes for the nine months ended August 31, 2015 was $228,383, a decrease of $100,139 or 30.5% as compared to income taxes of $328,522 for the nine months ended August 31, 2014. Income taxes for the three months ended August 31, 2015 was $88,200, a decrease of $34,034 or 27.8% as compared to income taxes of $122,234 for the three months ended August 31, 2014. The decrease is a result of management's revised estimate of future taxable income and the related impact on the reported deferred tax. This change in the valuation allowance is based on management's estimates of future taxable income. The degree of variability inherent in the estimates of future taxable income is significant and subject to change in the near term. We review our estimates of future taxable income in each reporting period and adjustments to the valuation allowance are reflected in the current operations.

As a result of the foregoing, net income for the nine months ended August 31, 2015 was $794,636, as compared to net income of $760,610 for the nine months ended August 31, 2014. As a result of the foregoing, net income for the three months ended August 31, 2015 was $371,635, as compared to net income of $424,777 for the three months ended August 31, 2014.

Liquidity and Capital Resources

As of August 31, 2015 we had cash of $6,431,607, and working capital of $11,074,504. We believe that our working capital levels are adequate to meet our operating requirements during the next twelve months.

We had net cash flow from operating activities of $170,876 for the nine months ended August 31, 2015, as compared to net cash flow from operating activities of $1,070,304 for the nine months ended August 31, 2014. The decrease in cash flow from operating activities resulted from a decrease in changes in accounts receivable, inventory, accrued expenses and prepaid expenses as partially offset by increases in the changes in accounts payable.

We had net cash flow used in investing activities of $(57,580) for the nine months ended August 31, 2015, as compared to net cash flow used in investing activities of $(54,222) for the nine months ended August 31, 2014. The increase resulted from purchasing new equipment during the nine months ended August 31, 2015.

We had net cash flow provided by financing activities of $143,750 for the nine months ended August 31, 2015, as compared to net cash flow provided by financing activities of $0 for the nine months ended August 31, 2014. The increase in net cash flow provided by financing activities resulted from three non-executive board members exercising options to acquire a total of 75,000 shares of common stock and two employee directors exercising options to acquire a total of 500,000 shares of common stock.

As a result of the foregoing, we had a net increase in cash of $257,046 for the nine months ended August 31, 2015, as compared to a net increase in cash of $1,016,082 for the nine months ended August 31, 2014.

We will continue to evaluate opportunities to use any excess cash generated by our operations, including investing in acquisitions, expanding our business and repurchasing our common stock if permitted by our governing documents and existing contracts while maintaining sufficient liquidity to support our operational needs and fund future strategic growth opportunities.

The table below sets forth our contractual obligations, including operating leases and other long-term obligations, as of August 31, 2015:

		Payments due			
Contractual Obligations	Total	0 – 12 Months	13 – 36 Months	37 – 60 Months	More than 60 Months
Long-term debt	$ –	$ –	$ –	$ –	$ –
Operating leases	$ 1,016,356	230,186	402,539	368,116	15,515
Employment agreements	$ 458,333	458,333	–	–	–
Total obligations	$ 1,474,689	$ 688,519	$ 402,539	$ 368,116	$ 15,515

Inflation

In the past two fiscal years, inflation has not had a significant impact on our business. However, any significant increase in inflation and interest rates could have a significant effect on the economy in general and, thereby, could affect our future operating results.

Off Balance Sheet Arrangements

We do not have any off balance sheet arrangements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not Applicable.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

The Company maintains controls and procedures designed to ensure that information required to be disclosed in the reports that it files or submits under the Securities Exchange Act of 1934, as amended ("Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission ("Commission"). Ira Levy, the Company's principal executive officer and principal financial officer has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of August 31, 2015 and has concluded that, as of such date, our disclosure controls and procedures were effective.

Changes in Internal Controls

During the nine months ended August 31, 2015, there were no changes in our internal control over financial reporting 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.

There are no legal proceedings to which the Company or any of its property is the subject.

ITEM 1A. RISK FACTORS.

Not applicable.

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

In July 2015, the Company issued 42,000 shares of common stock to holders of the Company's Series C Preferred Stock (the "Preferred Stock") in exchange for 4,200 shares of the Preferred Stock. The issuance of the shares was exempt from registration pursuant to Section 3(a)(9) of the Securities Act of 1933, as amended.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

Exhibit Number	Description
31.1	Certification by principal executive officer and principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification by principal executive officer and principal financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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.

SURGE COMPONENTS, INC.

Date: October 9, 2015

By: /s/ Ira Levy
Name: Ira Levy
Title: Chief Executive Officer (Principal Executive Officer,
Principal Financial Officer and Principal Accounting Officer)

Exhibit 31.1

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
AND PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Ira Levy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Surge Components, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 9, 2015

By:/s/ Ira Levy

Ira Levy
Chief Executive Officer
(Principal Executive Officer and
Principal Financial Officer)

EXHIBIT 32.1

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

In connection with the Quarterly Report of Surge Components, Inc. (the "Company") on Form 10-Q for the period ended August 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ira Levy, Chief Executive Officer (principal executive officer and principal financial officer) of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Date: October 9, 2015

By: /s/ Ira Levy
Ira Levy
Chief Executive Officer
(Principal Executive Officer and
Principal Financial Officer)