

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

FORM 10-K

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

For the Fiscal Year Ended December 31, 2017

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

Commission File Number: 1-13738

PSYCHEMEDICS CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

58-1701987
(I.R.S. Employer
Identification No.)

289 Great Road
Acton, Massachusetts
(Address of Principal Executive Offices)

01720
(Zip Code)

Registrant's Telephone Number Including Area Code: **(978) 206-8220**

125 Nagog Park
Acton, Massachusetts 01720
(former address if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of Class
Common Stock, \$0.005 par value

Name of each exchange on which registered:
The Nasdaq Stock Market L.L.C.

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by a check mark if the registrant is a well-known seasoned issuer (as defined in Rule 405 of the Securities Exchange Act of 1934). Yes No

Indicate by a check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934). Yes No

[TABLE OF CONTENTS](#)

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 x No o

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 for such shorter period that the registrant was required to submit and post such files.) Yes x No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant’s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or emerging growth company. See definitions of “accelerated filer”, “large accelerated filer”, “non-accelerated filer”, “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Securities Exchange Act of 1934.

Large Accelerated Filer	<input type="radio"/>	Accelerated Filer	<input checked="" type="radio"/>	Non-Accelerated Filer	<input type="radio"/>
Smaller Reporting Company	<input checked="" type="radio"/>	Emerging Growth Company	<input type="radio"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Indicate by a check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities and Exchange Act of 1934). Yes o No x

As of June 30, 2017, there were 5,489,053 shares of Common Stock of the Registrant outstanding. The aggregate market value of the Common Stock of the Registrant held by non-affiliates (assuming for these purposes, but not conceding, that all executive officers, directors and 5% shareholders are “affiliates” of the Registrant) as of June 30, 2017 was approximately \$107 million, computed based upon the closing price of \$24.95 per share on June 30, 2017.

As of March 16, 2018, there were 5,492,053 shares of Common Stock of the Registrant outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Part III of this Annual Report on Form 10-K incorporates by reference portions of the Registrant’s definitive proxy statement, to be filed with the Securities and Exchange Commission no later than 120 days after the close of its fiscal year; provided that if such proxy statement is not filed with the Commission in such 120-day period, an amendment to this Form 10-K shall be filed no later than the end of the 120-day period.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements under “Business,” “Risk Factors,” “Legal Proceedings,” “Market for Registrant’s Common Stock and Related Stockholder Matters” and “Management Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this Annual Report on Form 10-K (this “Form 10-K”) constitute forward-looking statements under Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements made with respect to future earnings, earnings per share, revenues, operating income, cash flows, competitive and strategic initiatives, potential stock repurchases, liquidity needs, dividends, future business, growth opportunities, profitability, pricing, new accounts, customer base, market share, test volume, sales volume, sales and marketing strategies, U.S. and foreign drug testing laws and regulations and the enforcement of such laws and regulations, required investments in plant, equipment and people, new test development, and contingencies, including litigation results. These statements involve known and unknown risks, uncertainties and other factors that may cause results, levels of activity, growth, performance, earnings per share or achievements to be materially different from any future results, levels of activity, growth, performance, earnings per share or achievements expressed or implied by such forward-looking statements.

The forward-looking statements included in this Form 10-K and referred to elsewhere are related to future events or our strategies or future financial performance. In some cases, you can identify forward-looking statements by terminology such as “may,” “should,” “believe,” “anticipate,” “future,” “potential,” “estimate,” “encourage,” “opportunity,” “growth,” “leader,” “could,” “expect,” “intend,” “plan,” “expand,” “focus,” “through,” “strategy,” “provide,” “offer,” “allow,” “commitment,” “implement,” “result,” “increase,” “establish,” “perform,” “make,” “continue,” “can,” “ongoing,” “include” or the negative of such terms or comparable terminology. All forward-looking statements included in this Form 10-K are based on information available to us as of the filing date of this report, and the Company assumes no obligation to update any such forward-looking statements. Our actual results could differ materially from the forward-looking statements.

Factors that may cause such differences include but are not limited to: (1) intense competition in the drug testing industry, particularly among companies that test utilizing hair samples; (2) risks associated with the development of markets for new products and services offered; (3) pricing policies; (4) risks associated with capacity expansion; (5) risks associated with U.S. government regulations, including, but not limited to, FDA regulations, (6) risks associated with our international operations, including, but not limited to, Brazilian laws, proposed laws and regulations, market development and currency risks; (7) Psychemedics’ ability to maintain its reputation and brand image; (8) the ability of Psychemedics to achieve its business plans, productivity improvements, cost controls, leveraging of its global operating platform, and acceleration of the rate of innovation; (9) information technology system failures and data security breaches; (10) the uncertain global economy; (11) our ability to attract, develop and retain executives and other qualified employees and independent contractors, including distributors; (12) Psychemedics’ ability to obtain and protect intellectual property rights; (13) litigation risks; and (14) changes in economic conditions which affect demand for our products and services.

Additional important factors that could cause actual results to differ materially from expectations reflected in our forward-looking statements include those described in Item 1A, “Risk Factors.”

PSYCHEMEDICS CORPORATION
FORM 10-K
ANNUAL REPORT
For the Year Ended December 31, 2017

TABLE OF CONTENTS

		Page
<u>PART I</u>		
Item 1.	Business	1
Item 1A.	Risk Factors	6
Item 1B.	Unresolved Staff Comments	10
Item 2.	Properties	10
Item 3.	Legal Proceedings	10
Item 4.	Mine Safety Disclosures	10
<u>PART II</u>		
Item 5.	Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	11
Item 6.	Selected Financial Data	12
Item 7.	Management’s Discussion and Analysis of Financial Condition and Results of Operations	13
Item 7A.	Quantitative and Qualitative Disclosures About Market Risk	18
Item 8.	Financial Statements and Supplementary Data	19
Item 9.	Changes in and Disagreements With Accountants on Accounting and Financial Disclosure	35
Item 9A.	Controls and Procedures	35
Item 9B.	Other Information	37
<u>PART III</u>		
Item 10.	Directors, Executive Officers and Corporate Governance	37
Item 11.	Executive Compensation	38
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	38
Item 13.	Certain Relationships and Related Transactions, and Director Independence	38
Item 14.	Principal Accountant Fees and Services	38
<u>PART IV</u>		
Item 15.	Exhibits and Financial Statement Schedules	38
Item 16.	Form 10-K Summary	38
	Signatures	39
	Power of Attorney	44

PART I

Available Information; Background

Psychemedics Corporation (together with its subsidiaries, “the Company” or “Psychemedics”) maintains executive offices located at 289 Great Road, Acton, MA 01720. Our telephone number is (978) 206-8220. Our stock is traded on the NASDAQ Stock Market under the symbol “PMD”. Our Internet address is www.psychemedics.com. The Company makes available, free of charge, on the Investor Information section of its website, its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with the Securities and Exchange Commission (the “SEC”). Copies are also available, without charge, from Psychemedics Corporation, Attn: Investor Relations, 289 Great Road, Acton, MA 01720. Alternatively, reports filed with the SEC may be viewed or obtained at the SEC Public Reference Room in Washington, D.C., or the SEC’s Internet site at www.sec.gov. We do not intend for information contained in our website to be part of this Annual Report on Form 10-K.

Item 1. Business

General

Psychemedics Corporation is a Delaware corporation organized on September 24, 1986. The consolidated financial statements of the Company include the accounts and results of operations of Psychemedics Corporation and its wholly-owned subsidiary Psychemedics International, LLC (Delaware) and their jointly-owned subsidiary Psychemedics Laboratórios Ltda (Brazil). All significant inter-company balances and transactions have been eliminated in consolidation. A majority of the Company’s assets are located within the United States. The Company provides testing services for the detection of drugs of abuse through the analysis of hair samples. The Company’s testing methods utilize a patented technology that digests the hair and releases drugs trapped in the hair without destroying the drugs. This is fundamental to the entire process because the patented method gets virtually 100% of the drug out of the hair, and if you cannot get the drug out of the hair, you cannot measure it. The Company then performs a proprietary custom-designed enzyme immunoassay (EIA) on the liquid supernatant, with confirmation testing by mass spectrometry.

The Company’s primary application of its patented technology is as a testing service that analyzes hair samples for the presence of certain drugs of abuse. The Company’s customized proprietary EIA procedures to drug test hair samples differ from the more commonly used immunoassay procedures employed to test urine samples. The Company’s tests provide quantitative information that can indicate the approximate amount of drug ingested as well as historical data, which can show a pattern of individual drug use over a longer period of time, thereby providing superior detection compared to other types of drug testing. This information is useful to employers for both applicant and employee testing, as well as treatment professionals, law enforcement agencies, school administrators, and parents concerned about their children’s drug use. The Company provides screening and confirmation by mass spectrometry using industry-accepted practices for cocaine, marijuana, PCP, amphetamines (including ecstasy, eve and Adderall), opiates (including heroin, hydrocodone, hydromorphone, oxycodone, oxymorphone and codeine), synthetic cannabinoids (including K2, Spice, Blaze) and benzodiazepines (Xanax®, Valium®, and Ativan®). In addition, in 2013, the Company launched a hair test for alcohol which also looks back on use over a 90 day period, as our hair drug tests do.

Testing services are currently performed at the Company’s Culver City, California campus located at 5832 Uplander Way and 6100 Bristol Parkway.

Background on Drug Testing with Hair

When certain chemical substances enter the bloodstream, the blood carries these substances to the hair where they become “entrapped” in the protein matrix in amounts approximately proportional to the amount ingested. The Company utilizes a patented drug extraction method followed by a unique enzyme immunoassay (EIA) procedure to identify drugs in the hair. The patented drug extraction method effectively releases drugs from the hair without destroying the drugs, getting virtually 100% of the drug out of the hair. The patented method can be used with a broad range of immunoassay screen techniques and mass spectrometry methods.

The immunoassays produced by the Psychemedics R&D team were uniquely designed specifically to meet and even exceed the standards of radioimmunoassay (“RIA”), the original testing method created and utilized by the Company prior to 2013. Because Psychemedics is the only hair testing laboratory that manufactures its own screening assays, it has full control over all aspects of its technology, and that powerful advantage facilitated the Company’s creation of its EIA assays with equivalence to its own previously FDA-cleared radioimmunoassays.

The EIA screened positive results are then confirmed by mass spectrometry. Depending upon the length of hair, the Company is able to provide historical information on drug use by the person from whom the sample was obtained. Because head hair grows approximately 1.3 centimeters per month, a 3.9 centimeter head hair sample can reflect drug ingestion over the approximate three months prior to the collection of the sample. Another option is sectional analysis of the head hair sample, in which the hair is sectioned lengthwise to approximately correspond to certain time periods, thereby providing information on patterns of drug use.

Validation of the Company's Proprietary Testing Methods

The process of analyzing human hair for the presence of drugs has been the subject of numerous peer-reviewed, scientific field studies. Some of these studies were performed with the following organizations: Boston University School of Public Health; Citizens for a Better Community Court, Columbia University; Connecticut Department of Mental Health and Addictive Services; Koba Associates-DC Initiative, Harvard Cocaine Recovery Project; Hutzel Hospital, ISA Associates (Interscience America)-NIDA Workplace Study; University of California-Sleep State Organization; Maternal/Child Substance Abuse Project, Matrix Center, National Public Services Research Institute, Narcotic and Drug Research Institute, San Diego State University-Chemical Dependency Center, Spectrum Inc.; Stapleford Centre (London); Task Force on Violent Crime (Cleveland, Ohio); University of Miami-Department of Psychiatry, University of Miami-Division of Neonatology; University of South Florida-Operation Par Inc.; University of Washington, VA Medical Center-Georgia; U.S. Probation Parole-Santa Ana; and Wayne State University. The above studies included research in the following areas: effects of prenatal drug use, treatment evaluation, workplace drug use, the criminal justice system and epidemiology. Many of the studies have been funded by the National Institute of Justice or the National Institute on Drug Abuse ("NIDA"). Several hundred research articles written by independent researchers have been published supporting the general validity and usefulness of hair analysis.

Some of the Company's customers have also completed their own testing to validate the Company's hair test results compared to other companies' urine test results. These studies consistently confirmed the Company's superior detection rate compared to urinalysis testing. When results from the Company's hair testing methods were compared to urine results in side-by-side evaluations, 5 to 10 times as many drug abusers were accurately identified by the Company's proprietary methods.

In 1998, the National Institute of Justice, utilizing Psychemedics' previously utilized RIAH hair testing assay, completed a Pennsylvania Prison study where hair analysis revealed an average prison drug use level of approximately 7.9% in 1996. Comparatively, urinalysis revealed virtually no positives. After measures to curtail drug use were instituted (drug-sniffing dogs, searches and scanners), the use level fell to approximately 2% according to the results of hair analysis in 1998. Again, the urine tests showed virtually no positives. The study illustrates the usefulness of hair analysis to monitor populations and the weakness of urinalysis.

The Company has received 510k clearance from the Food and Drug Administration (FDA) on eight EIA assays used to test head and body hair for drugs of abuse.

The Company's decontamination wash protocol and the effects in eliminating surface contamination were analyzed in a study conducted by scientists at the Laboratory of the Federal Bureau of Investigation and published in August 2014 in the Journal of Analytical Toxicology. The FBI concluded that the use of an extended wash protocol of the type used by the Company will exclude false positive results from environmental contact with cocaine. In the study, the FBI cited Psychemedics' studies published in 1993, 2002, 2004, and 2005, and named our lab director, Dr. Michael Schaffer, and our lab, in its acknowledgments. The FBI study also supported the use of metabolites known as hydroxycocaines as evidence of ingestion. These metabolites were first identified in hair by Psychemedics.

Advantages of Using the Company's Patented Method

The Company asserts that hair testing using its patented method confers substantive advantages over detection through urinalysis. Although urinalysis testing can provide accurate drug use information, the scope of the information is short-term and is generally limited to the type of drug ingested within a few days of the test. Studies published in many scientific publications have indicated that most drugs disappear from urine within a few days.

In contrast to urinalysis testing, hair testing using the Company's patented method can provide long-term historical drug use information resulting in a significantly wider window of detection. This window may be several months or longer depending on the length of the hair sample. The Company's standard test offering, however, uses a 3.9 centimeter length head hair sample cut close to the scalp, which measures use for approximately three months prior to collection of the sample.

This wider window enhances the detection efficiency of hair analysis, making it particularly useful in pre-employment and random testing. Hair testing not only identifies more drug users, but it may also uncover patterns and severity of drug use (information most helpful in determining the scope of an individual's involvement with drugs), while serving as a deterrent against drug use. Hair testing employing the Company's patented method greatly reduces the incidence of "false negatives" associated with evasive measures typically encountered with urinalysis testing. For example, urinalysis test results are adversely impacted by excessive fluid intake prior to testing and by adulteration or substitution of the urine sample. Moreover, a drug user who abstains from use for a few days prior to urinalysis testing can usually escape detection. Hair testing is effectively free of these problems, as it cannot be thwarted by evasive measures typically encountered with urinalysis testing. Hair testing is also attractive to customers since sample collection is typically performed under close supervision yet is less intrusive and less embarrassing for test subjects.

Hair testing using the Company's patented method (with mass spectrometry confirmation) further reduces the prospects of error in conducting drug detection tests. Urinalysis testing is more susceptible to problems such as "evidentiary false positives" resulting from passive drug exposure or poppy seeds. To combat this problem, in federally mandated testing, the opiate cutoff levels for urine testing were raised 667% (from 300 to 2,000 ng/ml) on December 1, 1998, and testing for the presence of a heroin metabolite, 6-MAM, was required. These requirements, however, effectively reduced the detection time frame for confirmed heroin use, such that 6-MAM in urine can typically only be detected for several hours post drug use. In contrast, the metabolite 6-MAM is stable in hair and can be detected for months.

In the event a positive urinalysis test result is challenged, a test on a newly collected urine sample is not a viable remedy. Unless the forewarned individual continues to use drugs prior to the date of the newly collected sample, a re-test may yield a negative result when using urinalysis testing because of temporary abstinence. In contrast, when the Company's hair testing method is offered on a repeat hair sample, the individual suspected of drug use cannot as easily affect the results because historical drug use data remains locked in the hair fiber.

When compared to other hair testing methods, not only are the Company's assays cleared by the FDA for head and body hair, they also employ a unique patented method of digesting hair that the Company believes allows for the most efficient release of drugs from the hair without destroying the drugs. The Company's method of releasing drugs from hair is a key advantage and results in superior detection rates.

Disadvantages of Hair Testing

There are some disadvantages of hair testing as compared to drug detection through urinalysis. Because hair starts growing below the skin surface, drug ingestion evidence does not appear in hair above the scalp until approximately five to seven days after use.

Thus, hair testing is not suitable for determining drug presence in "for cause" testing as is done in connection with an accident investigation. It does, however, provide a drug history which can complement urinalysis information in "for cause" testing.

The Company's prices for its tests are generally somewhat higher than prices for tests using urinalysis, but the Company believes that its superior detection rates provide more value to the customer. This pricing policy could, however, adversely impact the growth of the Company's sales volume.

Hair Alcohol Testing

In 2013, the Company launched a test for alcohol using hair. This test measures average alcohol consumption over a period of approximately three months, indicates the approximate level of alcohol use during that time period, and can provide a behavioral indication of excessive use. The test measures the amount of ethyl glucuronide (EtG) in the hair – a trace metabolite of ethanol and a direct alcohol biomarker.

Intellectual Property

Certain aspects of the hair analysis method currently used by the Company are covered by US and foreign patents owned by the Company. The Company has been granted a total of ten US patents, including a patent issued to the Company in 2011 that focuses on digesting hair and releasing drugs trapped in the hair without destroying the drugs. This patent can be used with a broad range of immunoassay screen techniques, mass spectrometry methods, and chromatographic procedures. In 2012, the Company received an additional patent that extended the range of the patent received in 2011. Additional patent applications are currently pending in the U.S. and internationally.

The Company also relies on trade secrets to protect certain aspects of its proprietary technology. The Company's ability to protect the confidentiality of its trade secrets is dependent upon the Company's internal safeguards and upon the laws protecting trade secrets and unfair competition.

In the event that patent protection or protection under the laws of trade secrets is not sufficient and the Company's competitors succeed in duplicating the Company's products, the Company's business could be materially adversely affected.

Target Markets

Workplace

The Company focuses its primary marketing efforts on the private sector, with particular emphasis on job applicant and employee testing.

Most businesses use drug testing to screen job applicants and employees. The Hazeldon Foundation survey from 2007 indicated that 85 percent of human resource ("HR") professionals believe that drug testing is an effective way to identify substance abuse. The prevalence of drug screening programs reflects a concern that drug use contributes to employee health problems and costs (as the same study found that 62 percent of HR professionals believe that absenteeism is the most significant problem caused by substance abuse and addiction, followed at 49 percent by reduced productivity, a lack of trustworthiness at 39 percent, a negative impact on the company's external image at 32 percent, missed deadlines at 31 percent, and in certain industries, safety hazards.) It has been estimated that the cost to American businesses is more than \$100 billion annually.

The principal criticism of employee drug testing programs centers on the effectiveness of the testing program. Most private sector testing programs use urinalysis. Such programs are susceptible to evasive maneuvers and the inability to obtain confirmation through repeat samples in the event of a challenged result. An industry has developed over the Internet, and through direct mail, marketing a wide variety of adulterants, dilutants, clean urine and devices to assist drug users in falsifying urine test results.

Moreover, scheduled tests such as pre-employment testing and some random testing programs provide an opportunity for many drug users to simply abstain for a few days in order to escape detection by urinalysis.

The Company presents its patented hair analysis method to potential clients as a better technology well suited to employer needs. Field studies and actual client results support the accuracy and superior effectiveness of the Company's patented technology and its ability to detect varying levels of drug use.

The Company performs a confirmation test of all screened positive results through mass spectrometry. The use of mass spectrometry is an industry accepted practice used to confirm a positive test result from the screening process. The Company offers its clients an expanded drug screen with mass spectrometry confirmation of cocaine, PCP, marijuana, amphetamines, opiates, synthetic cannabinoids and benzodiazepines. In addition, the Company offers a hair test for alcohol which also looks back on use over a 90 day period, as our hair drug tests do.

Professional Drivers

The company has a couple of opportunities related to professional drivers. In 2016, Brazil started drugs of abuse testing for all professional drivers in the country using a hair test. This is a mandated program from a law passed in 2015. In the United States, a similar requirement exists for professional drivers, however, a urine test is currently required. The U.S. government is currently evaluating alternative mediums for testing of drugs of abuse for professional drivers, including hair.

Schools

The Company currently serves hundreds of schools throughout the United States and in several foreign countries. The Company offers its school clients the same five-drug screen with mass spectrometry confirmation that is used with the Company's workplace testing service. In addition, the Company offers a hair test for alcohol which also looks back on use over a 90 day period, as our hair drug tests do.

Parents

The Company also offers a personal drug testing service, known as "PDT-90"®, for parents concerned about drug use by their children. It allows parents to collect a small sample of hair from their child in the privacy of the home, send it to the Company's laboratory and have it tested for drugs of abuse by the Company. The PDT-90 testing service uses the same patented method that is used with the Company's workplace testing service.

Research

The Company is involved in the following ongoing studies involving use of drugs of abuse in various populations: Mclean Hospital, Wayne State University and University of California - San Diego. In 2017, the Company partnered with an NIH-funded study titled "Adolescent Brain Cognitive Development" (ABCD) which expects to enroll 12,000 youth age 9-10 over a 2-2.5 year recruitment period. The objective of the ABCD consortium is to establish a national, multisite, longitudinal cohort and database by studying youth prospectively in order to examine brain and cognitive development in children and adolescents through a period (10 years) when significant development of intellectual and emotional functions occurs. Psychomedics' role in this study is to test hair to detect use of drugs over the time period.

Revenues

Revenues outside the United States were 34% of consolidated revenues for 2017, 34% for 2016 and 4% percent for 2015.

Distribution

The Company markets its corporate drug testing services primarily through its own sales force and through distributors. The Company markets its home drug testing service, PDT-90, through the internet.

The business in Brazil is sold exclusively through one independently owned and operated distributor which is only engaged in the sale of the Psychomedics tests.

In 2016, the Company was certified as a Center of Excellence by BenchmarkPortal for its customer service function. Customer service is a key component to the sales and support function and this certification validates the efforts by the Company to support our customers. The Company was recertified in 2017.

Significant Customers

The Company had one customer, Psychomedics Brasil (an independent distributor in Brazil) that represented 33% of total revenue for the year ended December 31, 2017 and 34% of total revenue for the year ended 2016. There were no customers that exceeded 10% of revenue for the year ended December 31, 2015. Psychomedics Brasil also accounted for 23%, 34% and 11% of the total accounts receivable balance as of December 31, 2017, 2016 and 2015, respectively.

Competition

The Company competes directly with numerous commercial laboratories that test for drugs primarily through urinalysis testing. Most of these laboratories, such as Quest Diagnostics, have substantially greater financial resources, market identity, marketing organizations, facilities, and more personnel than the Company. The Company has been steadily increasing its base of corporate customers and believes that future success with new customers is dependent on the Company's ability to communicate the advantages of implementing a drug program utilizing the Company's patented hair analysis method.

The Company's ability to compete is also a function of pricing. The Company's prices for its tests are generally somewhat higher than prices for tests using urinalysis. However, the Company believes that its superior detection rates, coupled with the customer's ability to test less frequently due to hair testing's wider window of detection (several months versus approximately three days with urinalysis), provide more value to the customer. This pricing policy could, however, lead to slower sales growth for the Company.

The Company also competes with other hair testing laboratories. The Company distinguishes itself from hair testing competitors by emphasizing the superior results the Company obtains through use of its unique patented extraction method (getting drug out of the hair), in combination with the Company's FDA cleared immunoassay screen.

Government Regulation

The Company is licensed as a clinical laboratory by the State of California as well as certain other states. All tests are performed according to the laboratory standards established by the Department of Health and Human Services, through the Clinical Laboratories Improvement Amendments ("CLIA"), and various state licensing statutes.

A substantial number of states regulate drug testing. The scope and nature of such regulations varies greatly from state to state and is subject to change from time to time. The Company addresses state law issues on an ongoing basis.

The Federal Food, Drug and Cosmetic Act, as amended (the "FDC Act") requires companies engaged in the business of testing for drugs of abuse using a test (screening assay) not previously recognized by the FDA to submit their assay to the FDA for recognition prior to marketing. In addition, the laboratory performing the tests is required to be certified by a recognized agency. In 2002, the Company received 510k clearance to market all five of its assays utilizing RIAH technology.

In 2008, the Company received the first CAP (College of American Pathologists) certification specifically including hair testing.

In 2011, the Company received ISO/IEC 17025 International Accreditation for a broad spectrum of laboratory testing including drugs of abuse and forensics in hair and urine specimens. ISO/IEC 17025 accreditation provides formal recognition to laboratories that demonstrate technical competency, and maintains this recognition through periodic evaluations to ensure continued compliance.

In 2012, the Company received 510k clearance from the FDA to market five of its assays utilizing the Company's custom developed EIA technology.

In 2013, the Company received 510k clearance from the FDA to market two additional assays utilizing the Company's custom developed EIA technology.

In 2015, the Brazilian government signed into law a requirement for professional drivers to take a hair drug test when obtaining or renewing their driver's license. The law also provides the requirement for professional drivers to be tested when they are hired or fired.

In 2016, the Company received accreditation from the Standards Council of Canada as an accredited testing laboratory.

In 2017, the Company received 510k clearance from the FDA to market one additional assay utilizing the Company's custom developed EIA technology.

Research and Development

The Company is continuously engaged in research and development activities. During the years ended December 31, 2017, 2016 and 2015, \$1.4 million, \$1.4 million and \$1.6 million, respectively, were expended for research and development. The Company continues to perform research activities to develop new products and services and to improve existing products and services utilizing the Company's proprietary technology. The Company also continues to evaluate methodologies to enhance its drug screening capabilities. Additional research using the Company's proprietary technology is being conducted by outside research organizations through government-funded studies.

Employees

As of December 31, 2017, the Company had 231 employees, 6 of whom are in R&D and one in Brazil. None of the Company's employees are subject to a collective bargaining agreement.

Item 1A. Risk Factors

In addition to other information contained in this Form 10-K, the following risk factors should be carefully considered in evaluating Psychomedics Corporation and its business because such factors could have a significant impact on our business, operating results and financial condition. These risk factors could cause actual results to materially differ from those projected in any forward-looking statements.

Companies may develop products that compete with our products and some of these companies may be larger and better capitalized than we are.

Many of our competitors and potential competitors are larger and have greater financial resources than we do and offer a range of products broader than our products. Some of the companies with which we now compete or may compete in the future may develop more extensive research and marketing capabilities and greater technical and personnel resources than we do, and may become better positioned to compete in an evolving industry. Inability to compete successfully could harm our business and prospects.

Increased competition, including price competition, could have a material impact on the Company's net revenues and profitability.

Our business is intensely competitive, both in terms of price and service. Pricing of drug testing services is a significant factor often considered by customers in selecting a drug testing laboratory. As a result of the clinical laboratory industry undergoing significant consolidation, larger clinical laboratory providers are able to increase cost efficiencies afforded by large-scale automated testing. This consolidation results in greater price competition. The Company may be unable to increase cost efficiencies sufficiently, if at all, and as a result, its net earnings and cash flows could be negatively impacted by such price competition. The Company may also face increased competition from companies that do not comply with existing laws or regulations or otherwise disregard compliance standards in the industry. Additional competition, including price competition, could have a material adverse impact on the Company's net revenues and profitability. The Company's opportunity in Brazil is subject to price pressures as this is a new market with new competitors entering the market. Additionally, the Company is currently relying on one distributor for its Brazilian sales. The Company may also face changes in fee schedules, competitive bidding for laboratory services or other actions or pressures reducing payment schedules as a result of increased or additional competition.

Our results of operations are subject in part to variation in our customers' hiring practices and other factors beyond our control.

Our results of operations have been and may continue to be subject to variation in our customers' hiring practices, which in turn is dependent, to a large extent, on the general condition of the economy. Results for a particular quarter may vary due to a number of factors, including:

- economic conditions in our markets in general;
- economic conditions affecting our customers and their particular industries;
- the introduction of new products and product enhancements by us or our competitors; and
- pricing and other competitive conditions.

A failure to obtain and retain new customers, or a loss of existing customers, or a reduction in tests ordered, could impact the Company's ability to successfully grow its business.

The Company needs to obtain and retain new customers. In addition, a reduction in tests ordered, without offsetting growth in its customer base, could impact the Company's ability to successfully grow its business and could have a material adverse impact on the Company's net revenues and profitability. We compete primarily on the basis of the quality of testing, reputation in the industry, the pricing of services and ability to employ qualified personnel. The Company's failure to successfully compete on any of these factors could result in the loss of customers and a reduction in the Company's ability to expand its customer base.

Our business could be harmed if we are unable to protect our technology.

We rely primarily on a combination of trade secrets, patents and trademark laws and confidentiality procedures to protect our technology. Despite these precautions, unauthorized third parties may infringe or copy portions of our technology. In addition, because patent applications in the United States are not publicly disclosed until either (1) 18 months after the application filing date or (2) the publication date of an issued patent wherein applicant(s) seek only US patent protection, applications not yet disclosed may have been filed which relate to our technology. Moreover, there is a risk that foreign intellectual property laws will not protect our intellectual property rights to the same extent as United States intellectual property laws. In the absence of the foregoing protections, we may be vulnerable to competitors who attempt to copy our products, processes or technology.

Our business could be affected by IT system failures or Cybersecurity breaches.

A computer or IT system failure could affect our ability to perform tests, report test results or properly bill customers. Failures could occur as a result of the standardization of our IT systems and other system conversions, telecommunications failures, malicious human acts (such as electronic break-ins or computer viruses) or natural disasters. Sustained system failures or interruption of the Company's systems in one or more of its operations could disrupt the Company's ability to process and provide test results in a timely manner and/or bill the appropriate party. Failure of the Company's information systems could adversely affect the Company's business, profitability and financial condition.

Our technologies, systems and networks may be subject to cybersecurity breaches. Although we have experienced occasional, actual or attempted breaches of our cybersecurity, none of these breaches has had a material effect on our business, operations or reputation. If our systems for protecting against cybersecurity risks prove to be insufficient, we could be adversely affected by having our business systems compromised, our proprietary information altered, lost or stolen, or our business operations disrupted. As cyber attacks continue to evolve, we may be required to expend significant additional resources to continue to modify or enhance our protective measures or to investigate and remediate any information systems and related infrastructure security vulnerabilities.

Failure to maintain confidential information could result in a significant financial impact.

The Company maintains confidential information regarding the results of drug tests and other information including credit card and payment information from our customers. The failure to protect this information could result in lawsuits, fines or penalties. Any loss of data or breach of confidentiality, such as through a computer security breach, could expose the Company to a financial liability.

Our future success will depend on the continued services of our key personnel.

The loss of any of our key personnel could harm our business and prospects. We may not be able to attract and retain personnel necessary for the development of our business. We do not have key personnel under contract other than 2 officers who have agreements providing for severance and non-compete covenants in the event of termination of employment following a change of control. Further, we do not have any key man life insurance for any of our officers or other key personnel.

There is a risk that our insurance will not be sufficient to protect us from errors and omissions liability or other claims, or that in the future errors and omissions insurance will not be available to us at a reasonable cost, if at all.

Our business involves the risk of claims of errors and omissions and other claims inherent to our business. We maintain errors and omissions and general liability insurance subject to deductibles and exclusions. There is a risk that our insurance will not be sufficient to protect us from all such possible claims. An under-insured or uninsured claim could harm our operating results or financial condition.

Our research and development capabilities may not produce viable new services or products.

In order to remain competitive, we need to continually improve our products, develop new technologies to replace older technologies that have either become obsolete or for which patent protection is no longer available. It is uncertain whether we will continually be able to develop services that are more efficient, effective or that are suitable for our customers. Our ability to create viable products or services depends on many factors, including the implementation of appropriate technologies, the development of effective new research tools, the complexity of the chemistry and biology, the lack of predictability in the scientific process and the performance and decision-making capabilities of our scientists. There is no guarantee that our research and development teams will be successful in developing improvements to our technology.

Improved testing technologies, or the Company's customers using new technologies to perform their own tests, could adversely affect the Company's business.

Advances in technology may lead to the development of more cost-effective technologies that can be operated by third parties or customers themselves in their own offices, without requiring the services of a freestanding laboratory. Development of such technology and its use by the Company's customers could reduce the demand for its testing services and negatively impact our revenues.

We may not be able to recruit and retain the experienced scientists and management we need to compete in our industry.

Our future success depends upon our ability to attract, retain and motivate highly skilled scientists and management. Our ability to achieve our business strategies depends on our ability to hire and retain high caliber scientists and other qualified experts. We compete with other testing companies, research companies and academic and research institutions to recruit personnel and face significant competition for qualified personnel. We may incur greater costs than anticipated, or may not be successful, in attracting new scientists or management or in retaining or motivating our existing personnel.

Our future success also depends on the personal efforts and abilities of the principal members of our senior management and scientific staff to provide strategic direction, to manage our operations and maintain a cohesive and stable environment.

Our facilities and practices may fail to comply with government regulations.

Our testing facilities and processes must be operated in conformity with current government regulations. These requirements include, among other things, quality control, quality assurance and the maintenance of records and documentation. If we fail to comply with these requirements, we may not be able to continue our services to certain customers, or we could be subject to fines and penalties, suspension of production, or withdrawal of our certifications. We operate a facility that we believe conforms to all applicable requirements. This facility and our testing practices are subject to periodic regulatory inspections to ensure compliance.

Our business could be harmed from the loss or suspension of any licenses.

The forensic laboratory testing industry is subject to significant regulation and many of these statutes and regulations are subject to change. The Company cannot assure that applicable statutes and regulations will not be interpreted or applied by a regulatory authority in a manner that would adversely affect its business. Potential sanctions for violation of these regulations could include the suspension or loss of various licenses, certificates and authorizations, which could have a material adverse effect on the Company's business. In addition, potential delays in renewals of licenses could also harm the Company.

If our use of chemical and hazardous materials violates applicable laws or regulations or causes personal injury we may be liable for damages.

Our drug testing activities, including the analysis and synthesis of chemicals, involve the controlled use of chemicals, including flammable, combustible, and toxic materials that are potentially hazardous. Our use, storage, handling and disposal of these materials is subject to federal, state and local laws and regulations, including the Resource Conservation and Recovery Act, the Occupational Safety and Health Act and local fire codes, and regulations promulgated by the Department of Transportation, the Drug Enforcement Agency, the Department of Energy, and the California Department of Public Health and Environment. We may incur significant costs to comply with these laws and regulations in the future. In addition, we cannot completely eliminate the risk of accidental contamination or injury from these materials, which could result in material unanticipated expenses, such as substantial fines or penalties, remediation costs or damages, or the loss of a permit or other authorization to operate or engage in our business. Those expenses could exceed our net worth and limit our ability to raise additional capital.

Our operations could be interrupted by damage to our laboratory facilities.

Our operations are dependent upon the continued use of our laboratories and equipment in Culver City, California. Catastrophic events, including earthquakes, fires or explosions, could damage our laboratories, equipment, scientific data, work in progress or inventories of chemicals and may materially interrupt our business. We employ safety precautions in our laboratory activities in order to reduce the likelihood of the occurrence of certain catastrophic events; however, we cannot eliminate the chance that such events will occur. Rebuilding our facilities could be time consuming and result in substantial delays in fulfilling our agreements with our customers. We maintain business interruption insurance to cover continuing expenses and lost revenue caused by such occurrences. However, this insurance does not compensate us for the loss of opportunity and potential harm to customer relations that our inability to meet our customers' needs in a timely manner could create.

Agreements we have with our employees, consultants and customers may not afford adequate protection for our trade secrets, confidential information and other proprietary information.

In addition to patent protection, we also rely on copyright and trademark protection, trade secrets, know-how, continuing technological innovation and licensing opportunities. In an effort to maintain the confidentiality and ownership of our trade secrets and proprietary information, we require our employees, consultants and advisors to execute confidentiality and proprietary information agreements. However, these agreements may not provide us with adequate protection against improper use or disclosure of confidential information and there may not be adequate remedies in the event of unauthorized use or disclosure. Furthermore, we may from time to time hire scientific personnel formerly employed by other companies involved in one or more areas similar to the activities we conduct. In some situations, our confidentiality and proprietary information agreements may conflict with, or be subject to, the rights of third parties with whom our employees, consultants or advisors have prior employment or consulting relationships. Although we require our employees and consultants to maintain the confidentiality of all proprietary information of their previous employers, these individuals, or we, may be subject to allegations of trade secret misappropriation or other similar claims as a result of their prior affiliations. Finally, others may independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our trade secrets. Our failure or inability to protect our proprietary information and techniques may inhibit or limit our ability to compete effectively, or exclude certain competitors from the market.

We are subject to numerous political, legal, operational and other risks as a result of our international operations which could impact our business in many ways.

Although we conduct most of our business in the United States, our international operations increase our exposure to the inherent risks of doing business in international markets. Depending on the market, these risks include without limitation:

- changes in the local economic environment or local laws or regulations;
- political instability, social changes, local market practices and changes;
- intellectual property legal protections and remedies;
- trade regulations;
- attracting and retaining qualified employees and independent contractors including distributors;
- export and import and exchange controls;
- weak legal systems which may affect our ability to enforce contractual rights;

International operations also require us to devote significant management resources to implement our controls and systems in new markets, to comply with the U.S. Foreign Corrupt Practices Act and similar anti-corruption laws in non-U.S. jurisdictions and to overcome challenges based on differing languages and cultures.

International trade policies may impact demand for our products and our competitive position.

Government policies on international trade and investment such as import quotas, capital controls or tariffs, whether adopted by individual governments or addressed by regional trade blocs, can affect the demand for our services, impact the competitive position of our products or prevent us from being able to sell products in certain countries. The implementation of more restrictive trade policies, such as more detailed inspections, higher tariffs or new barriers to entry, could negatively impact our business, results of operations and financial condition. For example, a government's adoption of "buy national" policies or retaliation by another government against such policies could have a negative impact on our results of operations.

Global operations are subject to extensive trade and anti-corruption laws and regulations.

The U.S. Foreign Corrupt Practices Act and similar foreign anti-corruption laws generally prohibit companies and their intermediaries from making improper payments or providing anything of value to improperly influence foreign government officials for the purpose of obtaining or retaining business, or obtaining an unfair advantage. Recent years have seen a substantial increase in the global enforcement of anti-corruption laws. Our operations outside the United States could increase the risk of such violations. Violations of anti-corruption laws or regulations by our employees or by intermediaries acting on our behalf may result in severe criminal or civil sanctions, could disrupt our business, and result in an adverse effect on our business and results of operations or financial condition.

We may incur additional tax expense or become subject to additional tax exposure.

We are subject to income taxes in the United States and Brazil. Our future results of operations could be adversely affected by changes in the effective tax rate as a result of a change in the mix of earnings in countries with differing statutory tax rates, changes in our overall profitability, changes in tax laws or treaties or in their application or interpretation, changes in tax rates, changes in generally accepted accounting principles, changes in the valuation of deferred tax assets and liabilities, changes in the amount of earnings indefinitely reinvested offshore, the results of audits and examinations of previously filed tax returns and continuing assessments of our tax exposures. We may be subject to examination of our income tax returns by the U.S. Internal Revenue Service and other tax authorities. If our effective tax rates were to increase, or if the ultimate determination of our taxes owed is for an amount in excess of amounts previously accrued, our operating results, cash flows and financial condition could be adversely affected. For information regarding additional matters related to our taxes, please see Note 5 — "Income taxes" in this Annual Report on Form 10-K.

Currency exchange rate fluctuations affect our results of operations, as reported in our financial statements.

We currently have revenues from many countries, however, we are only subject to currency exchange risk related to the Brazilian Real, as all other countries are invoiced in U.S. dollars and contain no operations. We are subject to currency exchange rate risk to the extent that our costs are denominated in currencies other than those in which we earn revenues. In addition, changes in currency exchange rates have had, and will continue to have, an impact on our revenues and results of operations. There can be no assurance that currency exchange rate fluctuations will not adversely affect our results of operations, financial condition and cash flows.

We also face risks arising from the imposition of exchange controls and currency devaluations. Exchange controls may limit our ability to convert foreign currencies into U.S. dollars or to remit dividends and other payments by our foreign subsidiaries or businesses located in or conducted within a country imposing controls. Currency devaluations result in a diminished value of funds denominated in the currency of the country instituting the devaluation.

Risks Related to Our Stock

Our quarterly operating results could fluctuate significantly, which could cause our stock price to decline.

Our quarterly operating results have fluctuated in the past and are likely to fluctuate in the future. Our results are impacted by the extent to which we are able to gain new customers, both domestically and internationally, and on the hiring practices of our existing customers, which are, in turn, impacted by changes in government requirements regarding testing for drugs of abuse, delays in implementation of such requirements, as well as general economic conditions. Entering into new customer contracts can involve a long lead time. Accordingly, negotiation can be lengthy and is subject to a number of significant risks, including customers' budgetary constraints and internal reviews. Due to these and other market factors, our operating results could fluctuate significantly from quarter to quarter. In addition, we may experience significant fluctuations in quarterly operating results due to factors such as general and industry-specific economic conditions that may affect the budgets and the hiring practices of our customers.

Due to the possibility of fluctuations in our revenue and expenses, we believe that quarter-to-quarter comparisons of our operating results are not necessarily a good indication of our future performance. Our operating results in some quarters may not meet the expectations of stock market analysts and investors. If we do not meet analysts' and/or investors' expectations, our stock price could decline.

Our stock price could experience substantial volatility.

The market price of our common stock has historically experienced and may continue to experience extensive volatility. Our quarterly operating results, the success or failure of future development efforts, changes in general conditions in the economy or the financial markets and other developments affecting our customers, our distributors, our competitors or us could cause the market price of our common stock to fluctuate substantially. This volatility may adversely affect the price of our common stock. In the past, securities class action litigation has often been instituted following periods of volatility in the market price of a company's securities. A securities class action suit against us could result in potential liabilities, substantial costs and the diversion of management's attention and resources, regardless of whether we win or lose.

Payment of a dividend could decline or cease.

Because the Company has historically paid dividends, any cessation of our program or reduction in our quarterly dividend could affect our stock price. As of December 31, 2017, the Company has paid dividends on our common stock for eighty-five consecutive quarters. It is our intent to continue this practice as long as we are able. However, if we are forced to cease this practice or reduce the amount of the regular dividend, due to operating or economic conditions, our stock price could suffer. Further, if the Company ceases its future dividends, a return on investment in our common stock would depend entirely upon future appreciation. There is no guarantee that our common stock will appreciate in value or even maintain the price at which stockholders have purchased their shares.

The general economic condition could deteriorate.

Our business is dependent upon new hiring and the supply of new jobs created by overall economic conditions. If the economy deteriorates, leading to a downturn in new job creation, our business and stock price could be adversely affected.

Item 1B. Unresolved Staff Comments

Not applicable.

Item 2. Properties

The Company maintains its corporate office and northeast sales office at 289 Great Road, Acton, Massachusetts; the office consists of 5,521 square feet and is leased through February 2023.

The Company leases two facilities for laboratory purposes in Culver City, California. The first is 13,900 square feet of space with an additional 9,600 feet of storage space. This facility is leased through December 31, 2020 with an option to renew for an additional two years. The second facility of 16,000 square feet is leased through March 14, 2019.

Item 3. Legal Proceedings

The Company is involved in various suits and claims in the ordinary course of business. The Company does not believe that the disposition of any such suits or claims will have a material adverse effect on the continuing operations or financial condition of the Company.

As reported in our 2016 10K, two putative shareholder class action lawsuits were filed against the Company and certain of the Company's executive officers in federal district court for the District of Massachusetts. These cases were subsequently consolidated into a single case. On November 7, 2017, in response to the Company's motion to dismiss, the court ruled in favor of the Company and officers, dismissing all claims against them.

Item 4. Mine Safety Disclosures

Not applicable.

PART II**Item 5. Market for Registrant’s Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities**

The Company’s common stock is traded on the NASDAQ Stock Market under the symbol “PMD”. As of February 27, 2018, there were 165 record holders of the Company’s common stock. The number of record owners was determined from the Company’s stockholder records maintained by the Company’s transfer agent and does not include beneficial owners of the Company’s common stock whose shares are held in the names of various security holders, dealers and clearing agencies. The Company believes that the number of beneficial owners of the Company’s common stock held by others as or in nominee names exceeds 3,000.

The following table sets forth for the periods indicated the range of prices for the Company’s common stock as reported by the NASDAQ Stock Market and dividends declared by the Company.

	High	Low	Dividends
Fiscal 2017:			
First Quarter	\$ 27.46	\$ 13.81	\$ 0.15
Second Quarter	25.00	18.30	0.15
Third Quarter	27.99	17.40	0.15
Fourth Quarter	21.74	15.99	0.15
Fiscal 2016:			
First Quarter	\$ 14.37	\$ 7.76	\$ 0.15
Second Quarter	14.97	10.81	0.15
Third Quarter	22.00	13.49	0.15
Fourth Quarter	26.00	18.06	0.15

The Company has paid dividends over the past twenty years. It most recently declared a dividend on March 7, 2018, which will be paid on March 29, 2018. The Company’s current intention is to continue to declare dividends to the extent funds are available and not required for operating purposes or capital requirements, and only then, upon approval by the Board of Directors.

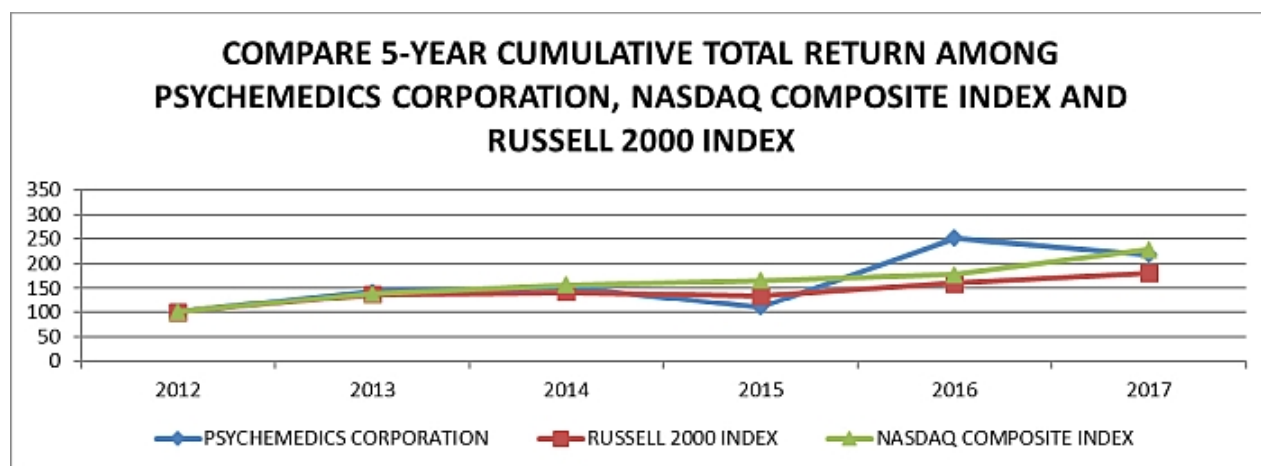
Issuer Purchases of Equity Securities

During 2017, the Company did not repurchase any common shares for treasury.

Unregistered Sales of Equity Securities and Use of Proceeds

There were no unregistered sales of common stock of the Company during 2017.

Performance Graph



Calculated by the Company using www.yahoo.com/finance historical prices

	2012	2013	2014	2015	2016	2017
PSYCHEMEDICS CORPORATION	100.00	142.10	151.95	110.97	251.67	218.96
RUSSELL 2000 INDEX	100.00	137.00	141.84	133.74	159.78	180.79
NASDAQ COMPOSITE INDEX	100.00	138.32	156.85	165.84	178.28	228.63

- (1) The above graph assumes a \$100 investment on December 31, 2012, through the end of the 5-year period ended December 31, 2017 in the Company's Common Stock, the Russell 2000 Index and the NASDAQ Composite Index. The prices all assume the reinvestment of dividends.
- (2) The Russell 2000 Index is composed of the smallest 2,000 companies in the Russell 3,000 Index. The Company has been unable to identify a peer group of companies that engage in testing of drugs of abuse, except for large pharmaceutical companies where such business is insignificant to such companies' other lines of businesses. The Company therefore uses in its proxy statements a peer index based on market capitalization.
- (3) The NASDAQ Composite Index includes companies whose shares are traded on the NASDAQ Stock Market.

Item 6. Selected Financial Data

The selected financial data presented below is derived from our financial statements and should be read in connection with those statements.

	Year Ended December 31,				
	2017	2016	2015	2014	2013
	(In thousands, except for per share data)				
Revenue	\$ 39,701	\$ 38,980	\$ 26,975	\$ 29,205	\$ 26,870
Gross profit	19,822	21,450	12,717	15,138	15,394
Income from operations	8,157	10,110	1,471	4,690	5,706
Net income	6,121	6,678	1,511	3,206	3,805
Total assets	26,508	25,032	22,036	23,701	16,257
Working capital	9,640	6,359	4,564	6,604	6,705
Shareholders' equity	18,620	15,607	11,674	12,837	12,277
Basic net income per share	\$ 1.12	\$ 1.23	\$ 0.28	\$ 0.60	\$ 0.72
Diluted net income per share	\$ 1.10	\$ 1.22	\$ 0.28	\$ 0.60	\$ 0.72
Cash dividends declared per common share	\$ 0.60	\$ 0.60	\$ 0.60	\$ 0.60	\$ 0.60

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The Management’s Discussion and Analysis of Financial Condition and Results of Operations should be read together with the more detailed business information and financial statements and related notes that appear elsewhere in this annual report on Form 10-K. This annual report may contain certain “forward-looking” information within the meaning of the Private Securities Litigation Reform Act of 1995. This information involves risks and uncertainties. Actual results may differ materially from the results discussed in the forward-looking statements. Factors that might cause such a difference include, but are not limited to, those discussed in “Item 1A — Risk Factors.”

Overview

Psychemedics Corporation is the world’s largest provider of hair testing for drugs of abuse, utilizing a patented hair analysis method involving digestion of hair, enzyme immunoassay technology and confirmation by mass spectrometry to analyze human hair to detect abused substances. The Company’s customers include Fortune 500 companies, as well as small to mid-size corporations, schools and governmental entities, located in the United States and internationally. In 2017, the Company enhanced its presence in Brazil by establishing a wholly owned subsidiary with the goal of potentially opening a laboratory in the country. During the year ended December 31, 2017, the Company produced \$39.7 million in revenue, while generating a gross margin of 50% and pre-tax margins of 21%. The Company had net income of \$6.1 million and diluted earnings per share of \$1.10 for the year ended December 31, 2017, a decrease of \$0.6 million, or 8% from the prior year.

At December 31, 2017, the Company had \$8.2 million of cash and cash equivalents. During 2017, the Company had operating cash flow of \$9.1 million and it distributed approximately \$3.3 million or \$0.60 per share of cash dividends to its shareholders. In addition, the Company spent approximately \$1.2 million on equipment, leasehold improvements and software development. As of December 31, 2017, the Company has paid eighty-five consecutive quarterly cash dividends.

The following table sets forth, for the periods indicated, the selected statements of operations data as a percentage of total revenue:

	Year Ended December 31,		
	2017	2016	2015
Revenue	100.0%	100.0%	100.0%
Cost of revenue	50.1%	45.0%	52.9%
Gross profit	49.9%	55.0%	47.1%
Operating expenses:			
General and administrative	14.2%	12.8%	16.9%
Marketing and selling	11.8%	12.7%	18.7%
Research and development	3.4%	3.6%	6.0%
Total operating expenses	29.4%	29.1%	41.6%
Operating income	20.5%	25.9%	5.5%
Other income (expense)	0.1%	-0.3%	-0.5%
Income before taxes	20.6%	25.6%	5.0%
Provision for (benefit from) income taxes	5.2%	8.5%	-0.6%
Net income	15.4%	17.1%	5.6%

Revenue by Geographic Region

	Year Ended December 31,		
	2017	2016	2015
Consolidated Revenue:			
United States	\$ 26,327	\$ 25,608	\$ 25,836
Brazil	13,069	13,083	746
Other Foreign Countries	305	289	393
Total Revenue	\$ 39,701	\$ 38,980	\$ 26,975

Results for the Year Ended December 31, 2017 Compared to Results for the Year Ended December 31, 2016

	2017	2016	Change	%
Revenue	39,701	38,980	721	2%
Cost of revenue	19,879	17,530	2,349	13%
Gross profit	19,822	21,450	(1,628)	-8%
Operating expenses:				
General and administrative	5,642	4,965	677	14%
Marketing and selling	4,666	4,960	(294)	-6%
Research and development	1,357	1,415	(58)	-4%
Total operating expenses	11,665	11,340	325	3%
Operating income	8,157	10,110	(1,953)	-19%
Other income (expense)	20	(134)	154	N/A
Income before taxes	8,177	9,976	(1,799)	-18%
Provision for (benefit from) income taxes	2,056	3,298	(1,242)	-38%
Net income	6,121	6,678	(557)	-8%

Revenue: Domestic revenue was up 3% and the international revenue was flat from 2016 to 2017. See geographic breakdown of revenue above. In 2017, we implemented strategic initiatives, including certain pricing considerations, to defend and increase our market share in Brazil. We expect Brazil revenue to increase in future periods as a result of the current law requiring professional drivers to be tested every 2.5 years as opposed to every five years, beginning in September 2018.

Gross profit: The increase in costs of revenue and decrease in gross profit was primarily due to higher costs associated with higher volume. In 2017, gross profit was adversely impacted by our Brazil business with certain strategic pricing initiatives which we, in conjunction with our Brazilian distributor, implemented to maintain and increase market share. In addition, gross profit was also negatively impacted by increased costs from Brazilian sales taxes, which the Company incurred as a result of the establishment of a Brazilian subsidiary in 2017. Gross profit was also impacted by an increase in depreciation expense.

General and administrative (“G&A”) expenses: The increase in G&A expenses related to additional costs associated with the Brazil operations and higher legal and audit fees. As a percentage of revenue, G&A expenses went up to 14.2% in 2017 from 12.7% in 2016.

Marketing and selling expenses: The decrease in marketing and selling expenses was primarily a result of a temporary decrease in personnel and personnel related costs in 2017. Total marketing and selling expenses represented 11.8% and 12.7% of revenue for 2017 and 2016, respectively.

Research and development (“R&D”): R&D expenses represented 3.4% and 3.6% of revenue for 2017 and 2016, respectively.

Other income: Other income primarily consists of interest earned on CD’s which was partially offset by interest expense related to debt. The increase in income came from a reduction of interest expense from a lower loan balance and an increase in interest income from CD’s which did not exist in 2016.

Income Taxes: During the year ended December 31, 2017, the Company recorded a tax provision of \$2.1 million representing a tax rate of 25%. There were two significant items impacting the rate in 2017. The larger item was the passing of the “Tax Cuts and Jobs Act” (the “Tax Act”) in December. While this law changes tax rates effect in 2018, the lower tax rate has required a remeasurement of the Company’s deferred tax liability. The law also allowed for additional depreciation for assets purchased and placed in service in the fourth quarter of 2017. The impact of this (primarily from the remeasurement of the deferred tax liability) was a reduction of tax liability and income tax benefit of \$1.2 million, or \$0.22 diluted EPS. This benefit was offset in part by the imposition of income taxes in Brazil incurred as a result of the Company’s formation of a subsidiary in Brazil. The impact of this was an increase in the tax provision of \$0.6 million, or \$0.10 diluted EPS. In 2016, the Company had an effective tax rate of 33%. We expect the effective tax rate in 2018 to range from 29% to 31%, depending on the mix of business.

On December 22, 2017, the Securities and Exchange Commission issued guidance under Staff Accounting Bulletin No. 118, Income Tax Accounting Implications of the Tax Cuts and Jobs Act (“SAB 118”) directing taxpayers to consider the impact of the U.S. legislation as “provisional” when it does not have the necessary information available, prepared or analyzed (including computations) in reasonable detail to complete its accounting for the change in tax law.

At December 31, 2017, we have not completed our accounting for the tax effects of enactment of the Tax Act; however, we have made a reasonable estimate of the effects on our existing deferred tax balances and the one-time transition tax. For the year ended December 31, 2017, we recognized no transition tax because the Company’s Brazil entity is a disregarded entity for U.S. income tax purposes. In all cases, we will continue to make and refine our calculations as additional analysis is completed. In addition, our estimates may also be affected as we gain a more thorough understanding of the tax law.

Results for the Year Ended December 31, 2016 Compared to Results for the Year Ended December 31, 2015

	2016	2015	Change	%
Revenue	38,980	26,975	12,005	45%
Cost of revenue	17,530	14,258	3,272	23%
Gross profit	21,450	12,717	8,733	69%
Operating expenses:				
General and administrative	4,965	4,561	404	9%
Marketing and selling	4,960	5,053	(93)	-2%
Research and development	1,415	1,632	(217)	-13%
Total operating expenses	11,340	11,246	94	1%
Operating income	10,110	1,471	8,639	587%
Other expense	(134)	(124)	(10)	8%
Income before taxes	9,976	1,347	8,629	641%
Provision for (benefit from) income taxes	3,298	(164)	3,462	N/A
Net income	6,678	1,511	5,167	342%

Revenue: The increase was driven entirely from new business in Brazil. The volume and average revenue per sample for the domestic business was essentially flat from 2015 to 2016. See note 12 for geographic breakdown of revenue.

Gross profit: The gross profit margin increased from 47% in 2015 to 55% in 2016. The increase in margin was primarily driven from increased sales. Also, the gross profit margin in 2015 was lower than normal due to \$1.4 million of expenditures related to capacity expansion.

General and administrative (“G&A”) expenses: The increase in expenses related to additional costs associated with the new Brazil opportunity and higher audit fees. As a percentage of revenue, G&A expenses went down to 12.8% in 2016 from 16.9% in 2015.

Marketing and selling expenses: Total marketing and selling expenses represented 12.7% and 18.7% of revenue for 2016 and 2015, respectively.

Research and development (“R&D”) expenses: decreased primarily from one less headcount. R&D expenses represented 3.6% and 6.0% of revenue for 2016 and 2015, respectively.

Other expense: primarily consists of interest expense related to long term debt.

During the year ended December 31, 2016, the Company recorded a tax provision of \$3.3 million representing a tax rate of 33%. In 2015, the Company recorded a tax benefit of \$164 thousand, representing an effective tax rate of (12%). The tax rate for 2015 was affected by additional R&D tax credits related to information technology development projects.

Liquidity and Capital Resources

At December 31, 2017, the Company had \$8.2 million of cash and cash equivalents, compared to \$3.9 million at December 31, 2016. The Company’s operating activities generated net cash of \$9.1 million in 2017, \$9.3 million in 2016 and \$4.6 million in 2015. Investing activities used \$1.2 million in 2017, \$2.1 million in 2016 and \$1.8 million in 2015. Financing activities used \$3.5 million in 2017, used \$5.9 million in 2016 and generated \$3.7 million in 2015.

Operating cash flow of \$9.1 million in 2017 primarily reflected net income of \$6.1 million adjusted for depreciation and amortization of \$2.8 million, stock compensation expense of \$0.6 million, and a decrease in net deferred tax liabilities of \$1.5 million. The net deferred tax liability was significantly different than in prior years due to change in the tax law. See income tax discussion above. Operating cash flow was affected by the following changes in assets and liabilities: a decrease in accounts receivable of \$1.3 million, a decrease in accounts payable of \$1.0 million, an increase in accrued expenses of \$0.9 million, and an increase in prepaid expenses (and other current assets) of \$0.1 million. The operating cash flow was \$0.1 million less than in 2016.

TABLE OF CONTENTS

Operating cash flow of \$9.3 million in 2016 primarily reflected net income of \$6.7 million adjusted for depreciation and amortization of \$2.3 million, stock compensation expense of \$0.7 million, and an increase in net deferred tax liabilities of \$0.2 million. This was affected by the following changes in assets and liabilities: an increase in accounts receivable of \$2.3 million, an increase in accounts payable of \$0.1 million, an increase in accrued expenses of \$0.8 million, and a decrease in prepaid expenses (and other current assets) of \$0.8 million. The operating cash flow was \$4.7 million greater than in 2015, primarily driven by an increase in income from the Brazilian opportunity.

Operating cash flow of \$4.6 million in 2015 primarily reflected net income of \$1.5 million adjusted for depreciation and amortization of \$1.7 million, stock compensation expense of \$0.7 million, and an increase in net deferred tax liabilities of \$0.1 million. This was affected by the following changes in assets and liabilities: a decrease in accounts receivable of \$0.5 million, a decrease in accounts payable of \$0.1 million, a decrease in accrued expenses of \$0.5 million, and a decrease in prepaid expenses (and other current assets) of \$0.6 million. While the operating cash flow was \$0.1 million greater than in 2014, the net income was down \$1.7 million. This was offset by a decrease in income tax receivable of \$1.0 million which reduced the current tax due and an increase in depreciation and amortization of \$0.7 million due to new equipment and leasehold improvements.

Investing cash flow principally reflected the purchase of capital expenditures. Capital expenditures were \$1.2 million, \$2.0 million, and \$1.8 million in 2017, 2016 and 2015, respectively. In 2017, the expenditures related principally to computer software and equipment. Capitalized patent costs were \$32 thousand, \$82 thousand, and \$46 thousand in 2017, 2016, and 2015, respectively.

During 2017, 2016 and 2015, the Company did not repurchase any shares of common stock for treasury. The Company has authorized 750,000 shares for repurchase since June of 1998, of which 250,000 shares of common stock were authorized in March of 2008 for repurchase. Since 1998, a total of 550,684 shares have been repurchased. The Company also distributed cash dividends to its shareholders of \$3.3 million in 2017 and 2016 and \$3.2 million in 2015.

At December 31, 2017, the Company's principal sources of liquidity included approximately \$8.2 million of cash and cash equivalents and equipment financing line of credit availability of \$1.9 million. Management currently believes that such funds, together with future operating profits, should be adequate to fund anticipated working capital requirements, including debt obligations, and capital expenditures in the near term. Depending upon the Company's results of operations, its future capital needs and available marketing opportunities, the Company may use various financing sources to raise additional funds. Such sources could include, issuance of common stock or debt financing, lines of credit, or equipment leasing, although there is no assurance that such financings will be available to the Company on terms it deems acceptable, if at all.

At December 31, 2017, the Company has paid dividends over the past eighty-five quarters. It most recently declared a dividend on March 7, 2018 with a payment date of March 29, 2018 in the amount of \$824 thousand. The Company's current intention is to continue to declare dividends to the extent funds are available and not required for operating purposes or capital requirements, and only then, upon approval by the Board of Directors. There can be no assurance that in the future the Company will declare dividends.

Contractual obligations as of December 31, 2017 were as follows (in thousands):

Contractual Obligation	Payments Due by Period				Total
	Less Than 1 Year	1 – 3 Years	4 – 5 Years	Greater Than 5 Years	
Operating leases	\$ 928	\$ 1,059	\$ 216	\$ 18	\$ 2,221
Loan Obligations	\$ 957	\$ 1,593	\$ 827	\$ 0	\$ 3,377
Total	\$ 1,885	\$ 2,652	\$ 1,043	\$ 18	\$ 5,598

Purchase Commitment

Operating leases consist of rent obligations for the company's facilities. The Company has no significant contractual obligation for supply agreements as of December 31, 2017.

Critical Accounting Policies

The Company's significant accounting policies are described in Note 2 to the financial statements included in Item 8 of this Form 10-K. Management believes the most critical accounting policies are as follows:

Revenue Recognition

The Company is in the business of performing drug testing services and reporting the results thereof. The Company's services are primarily drug and alcohol testing for its customers for an agreed-upon fee per unit tested. The revenues are recognized when the drug test is performed and reported to the customer.

The Company records revenue for the shipping of samples from the customer or independent hair collection facility to the laboratory for customers that choose to use the Company's shipping account. The Company also records revenue for the collection of the hair sample for customers that choose to have the Company manage this process at the same time the sample test is completed and results reported to the customer. The associated costs incurred in connection with these services is recorded as costs of revenue. The Company records revenue for these services on a gross basis as it has determined it is the principal under these arrangements.

The Company also provides expert testimony, when and if necessary, to support the results of the tests, which is generally billed separately and recognized as the services are provided.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates, including bad debts, long-lived asset lives, income tax valuation, stock based compensation 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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

Capitalized Development Costs

We capitalize costs related to significant software projects developed or obtained for internal use in accordance with U.S. generally accepted accounting standards. Costs incurred during the preliminary project work stage or conceptual stage, such as determining the performance requirements, system requirements and data conversion, are expensed as incurred. Costs incurred in the application development phase, such as coding, testing for new software and upgrades that result in additional functionality, are capitalized and are amortized using the straight-line method over the useful life of the software for 5 years. Costs incurred during the post-implementation/operation stage, including training costs and maintenance costs, are expensed as incurred. We capitalized internally developed software costs of approximately \$511 thousand, \$315 thousand and \$364 thousand during the years ended December 31, 2017, 2016 and 2015, respectively. The software development is for primarily for two projects. Determining whether particular costs incurred are more properly attributable to the preliminary or conceptual stage, and thus expensed, or to the application development phase, and thus capitalized and amortized, depends on subjective judgments about the nature of the development work, and our judgments in this regard may differ from those made by other companies. General and administrative costs related to developing or obtaining such software are expensed as incurred.

Allowance for Doubtful Accounts

The allowance for doubtful accounts is based on management's assessment of the ability to collect amounts owed to it by its customers. Management reviews its accounts receivable aging for doubtful accounts and uses a methodology based on calculating the allowance using a combination of factors including the age of the receivable along with management's judgment to identify accounts that may not be collectible. The Company routinely assesses the financial strength of its customers and, as a consequence, believes that its accounts receivable credit risk exposure is limited. The Company maintains an allowance for potential credit losses but historically has not experienced any significant losses related to individual customers or groups of customers in any particular industry or geographic area. Bad debt expense has been within management's expectations.

Income Taxes

The Company accounts for income taxes using the liability method, which requires the Company to recognize a current tax liability or asset for current taxes payable or refundable and a net deferred tax liability for the estimated future tax effects of temporary differences between the financial statement and tax reporting bases of assets and liabilities to the extent that they are realizable. Deferred tax expense (benefit) results from the net change in deferred tax assets and liabilities during the year. A deferred tax valuation allowance is required if it is more likely than not that all or a portion of the recorded deferred tax assets will not be realized.

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cut and Jobs Act (the "Tax Act"). The Tax Act made broad and complex changes to the U.S. tax code that affected 2017, including, but not limited to, accelerated depreciation that allowed for full expensing of qualified property. The Tax Act also establishes new tax laws that affects 2018 and future years, including a reduction in the U.S. federal corporate income tax rate from 35% to 21%. As a result of the Tax Act, we remeasured certain deferred tax assets and liabilities based on the rates at which they are anticipated to reverse in the future, which is generally 21%. This resulted in a decrease to our deferred tax liabilities of \$1.2 million and a corresponding decrease in our income tax expense. The Company had net deferred tax liabilities in the amount of \$1.2 million at December 31, 2017, which were primarily comprised of depreciation and amortization, representing a decrease of \$1.5 million from the prior year end balance.

The Company operates within multiple taxing jurisdictions and could be subject to audit in these jurisdictions. These audits may involve complex issues, which may require an extended period of time to resolve. The Company has provided for its estimated taxes payable in the accompanying financial statements. The Company did not have any interest or penalties accrued as of December 31, 2017 or 2016. The Company does not expect the unrecognized tax benefits to change significantly over the next twelve months.

In 2017, the Company commenced distributing its services through a wholly owned subsidiary in Brazil which caused the Company to become subject to Brazil income taxes. These taxes are included in the income tax rate in the financial statements. While the Company can include these taxes as an expense in calculating U.S. income taxes, a tax credit cannot be taken, as the testing for the Company's services is performed in the United States.

The above listing is not intended to be a comprehensive list of all of the Company's accounting policies. In many cases, the accounting treatment of a particular transaction is specifically dictated by accounting principles generally accepted in the United States, with no need for management's judgment in their application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result.

Recent Accounting Pronouncements

See Note 2 – Accounting Policies, to the Financial Statements for further detail on applicable accounting pronouncements recently adopted.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Not required

Item 8. Financial Statements and Supplementary Data

(a) Financial Statements:

	<u>Page</u>
Report of Independent Registered Public Accounting Firm	20
Consolidated Balance Sheets as of December 31, 2017 and 2016	21
Consolidated Statements of Income and Comprehensive Income for the Years Ended December 31, 2017, 2016 and 2015	22
Consolidated Statements of Shareholders' Equity for the Years Ended December 31, 2017, 2016 and 2015	23
Consolidated Statements of Cash Flows for the Years Ended December 31, 2017, 2016 and 2015	24
Notes to Consolidated Financial Statements	25

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Shareholders and Board of Directors
Psychemedics Corporation
Acton, Massachusetts

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Psychemedics Corporation (the “Company”) and subsidiaries as of December 31, 2017 and 2016, the related consolidated statements of income and comprehensive income, shareholders’ equity, and cash flows for each of the three years in the period ended December 31, 2017, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company and subsidiaries at December 31, 2017 and 2016, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company’s internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) and our report dated March 16, 2018, expressed an adverse opinion on the effectiveness of the Company’s internal control over financial reporting.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ BDO USA, LLP

We have served as the Company’s auditor since 2004.
Boston, Massachusetts
March 16, 2018

PSYCHEMEDICS CORPORATION
CONSOLIDATED BALANCE SHEETS
(in thousands, except par value)

	December 31, 2017	December 31, 2016
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 8,165	\$ 3,938
Accounts receivable, net of allowance for doubtful accounts of \$64 in 2017 and \$50 in 2016	4,488	5,837
Prepaid expenses and other current assets	1,212	1,079
Total Current Assets	13,865	10,854
Property and equipment:		
Computer software	3,614	3,085
Office furniture and equipment	1,961	1,680
Laboratory equipment	15,504	15,182
Leasehold improvements	2,402	2,311
	23,481	22,258
Less—accumulated depreciation and amortization	(11,670)	(8,900)
	11,811	13,358
Other assets	832	820
Total Assets	<u>\$ 26,508</u>	<u>\$ 25,032</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	\$ 398	\$ 1,363
Accrued expenses	2,870	1,988
Current portion of long-term debt	957	1,144
Total Current Liabilities	4,225	4,495
Long-term debt	2,420	2,237
Deferred tax liabilities, long-term	1,243	2,693
Total Liabilities	7,888	9,425
Commitments and Contingencies (Note 9)		
Shareholders' Equity:		
Preferred stock, \$0.005 par value, 873 shares authorized, no shares issued or outstanding	--	--
Common stock, \$0.005 par value; 50,000 shares authorized 6,160 shares issued in 2017 and 6,128 shares issued 2016, 5,492 shares outstanding in 2017 and 5,460 shares outstanding in 2016	31	31
Accumulated other comprehensive loss	(238)	--
Additional paid-in capital	31,022	30,603
Less - Treasury stock, at cost, 668 shares	(10,082)	(10,082)
Accumulated deficit	(2,113)	(4,945)
Total Shareholders' Equity	18,620	15,607
Total Liabilities and Shareholders' Equity	<u>\$ 26,508</u>	<u>\$ 25,032</u>

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

PSYCHEMEDICS CORPORATION
CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
(in thousands, except per share amounts)

	Year Ended December 31,		
	2017	2016	2015
Revenues	\$ 39,701	\$ 38,980	\$ 26,975
Cost of revenues	19,879	17,530	14,258
Gross profit	19,822	21,450	12,717
Operating Expenses:			
General & administrative	5,642	4,965	4,561
Marketing & selling	4,666	4,960	5,053
Research & development	1,357	1,415	1,632
Total Operating Expenses	11,665	11,340	11,246
Operating income	8,157	10,110	1,471
Other income (expense)	20	(134)	(124)
Net income before provision for income taxes	8,177	9,976	1,347
Provision for / (benefit from) income taxes	2,056	3,298	(164)
Net income	\$ 6,121	\$ 6,678	\$ 1,511
Other Comprehensive Income (Loss):			
Foreign currency translation	\$ (238)	-	-
Total Comprehensive Income (Loss)	\$ 5,883	\$ 6,678	\$ 1,511
Basic net income per share	\$ 1.12	\$ 1.23	\$ 0.28
Diluted net income per share	\$ 1.10	\$ 1.22	\$ 0.28
Dividends declared per share	\$ 0.60	\$ 0.60	\$ 0.60

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

PSYCHEMEDICS CORPORATION
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(in thousands, except per share amounts)

	Common Stock			Treasury Stock		Accumulated Deficit	Accumulated Other Comprehensive Loss	Total
	Shares	\$0.005 par Value	Paid-In Capital	Shares	Cost			
BALANCE, December 31, 2014	6,043	\$ 30	\$ 29,454	668	\$ (10,082)	\$ (6,566)	\$ -	\$ 12,836
Shares issued – vested	40	-	-	-	-	-	-	-
Exercise of stock options	8	-	61	-	-	-	-	61
Tax withholding related to vested shares from employee stock plans	-	-	(227)	-	-	-	-	(227)
Stock compensation expense	-	-	674	-	-	-	-	674
Excess tax benefit from stock-based compensation plans	-	-	60	-	-	-	-	60
Cash dividends declared (\$0.60 per share)	-	-	-	-	-	(3,241)	-	(3,241)
Net income	-	-	-	-	-	1,511	-	1,511
BALANCE, December 31, 2015	6,091	\$ 30	\$ 30,022	668	\$ (10,082)	\$ (8,296)	\$ -	\$ 11,674
Shares issued – vested	37	1	(1)	-	-	-	-	-
Exercise of stock options	-	-	-	-	-	-	-	-
Tax withholding related to vested shares from employee stock plans	-	-	(202)	-	-	-	-	(202)
Stock compensation expense	-	-	671	-	-	-	-	671
Excess tax benefit from stock-based compensation plans	-	-	113	-	-	(60)	-	53
Cash dividends declared (\$0.60 per share)	-	-	-	-	-	(3,267)	-	(3,267)
Net income	-	-	-	-	-	6,678	-	6,678
BALANCE, December 31, 2016	6,128	\$ 31	\$ 30,603	668	\$ (10,082)	\$ (4,945)	\$ -	\$ 15,607
Shares issued – vested	32	-	-	-	-	-	-	-
Exercise of stock options	-	-	35	-	-	-	-	35
Tax withholding related to vested shares from employee stock plans	-	-	(198)	-	-	-	-	(198)
Stock compensation expense	-	-	582	-	-	-	-	582
Excess tax benefit from stock-based compensation plans	-	-	-	-	-	-	-	-
Cash dividends declared (\$0.60 per share)	-	-	-	-	-	(3,289)	-	(3,289)
Net income	-	-	-	-	-	6,121	-	6,121
Other comprehensive loss	-	-	-	-	-	-	(238)	(238)
BALANCE, December 31, 2017	6,160	\$ 31	\$ 31,022	668	\$ (10,082)	\$ (2,113)	\$ (238)	\$ 18,620

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

PSYCHEMEDICS CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended December 31,		
	2017	2016	2015
Cash flows from operating activities:			
Net income	\$ 6,121	\$ 6,678	\$ 1,511
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	2,807	2,294	1,731
Deferred income taxes	(1,450)	168	105
Stock compensation expense	582	671	674
Changes in operating assets and liabilities:			
Accounts receivable	1,316	(2,298)	539
Prepaid expenses, other current assets and income tax receivable	(133)	822	609
Accounts payable	(990)	144	(98)
Accrued expenses	893	790	(491)
Net cash provided by operating activities	<u>9,146</u>	<u>9,269</u>	<u>4,580</u>
Cash flows from investing activities:			
Increase in long-term assets; capitalized patent costs	(49)	(82)	(46)
Purchases of property and equipment and capitalized software development costs	(1,197)	(2,012)	(1,752)
Net cash used in investing activities	<u>(1,246)</u>	<u>(2,094)</u>	<u>(1,798)</u>
Cash flows from financing activities:			
Dividends paid	(3,289)	(3,267)	(3,241)
Proceeds from stock options and tax withholding related to vested shares from employee stock plans	(163)	(149)	(106)
Proceeds from equipment financing	2,078	610	1,097
Payments of equipment financing	(2,082)	(3,120)	(1,455)
Net cash used in financing activities	<u>(3,456)</u>	<u>(5,926)</u>	<u>(3,705)</u>
Effect of exchange rate changes on cash and cash equivalents	(217)	-	-
Net increase (decrease) in cash and cash equivalents	4,227	1,249	(923)
Cash and cash equivalents, beginning of year	3,938	2,689	3,612
Cash and cash equivalents, end of year	<u>\$ 8,165</u>	<u>\$ 3,938</u>	<u>\$ 2,689</u>
Supplemental disclosures of cash flow information:			
Cash paid for income taxes	\$ 2,824	\$ 1,814	\$ 40
Cash paid for interest	<u>\$ 70</u>	<u>\$ 134</u>	<u>\$ 128</u>
Non-cash investing and financing activities:			
Purchases of equipment through accounts payable and accrued liabilities	<u>\$ 25</u>	<u>\$ 472</u>	<u>\$ 338</u>

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

PSYCHEMEDICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollar and share amounts (except per share) in thousands, unless otherwise indicated)
December 31, 2017

1. Nature of Business

Psychemedics Corporation (the “Company”) provides hair testing for drugs of abuse, utilizing a patented hair analysis method involving digestion of hair, enzyme immunoassay and mass spectrometry to analyze hair to detect abused substances. The Company’s customers include Fortune 500 companies, as well as small to mid-size corporations, schools and governmental entities located in the United States and internationally, as well as professional drivers in Brazil.

2. Summary of Significant Accounting Policies

Risks and Uncertainties

The Company is subject to a number of risks and uncertainties similar to those of other companies, such as those associated with the continued expansion of the Company’s sales and marketing network, technological developments, intellectual property protection, development of markets for new products and services offered by the Company, the economic health of principal customers of the Company, financial and operational risks associated with expansion of testing facilities used by the Company, government regulation (including, but not limited to, Food and Drug Administration regulations, Brazilian laws, proposed laws and regulations, and delays in implementation of laws and regulations), competition and general economic conditions.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates, including those related to bad debts, long-lived asset lives, income tax valuation and share based compensation, 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 revenues and expenses during the reporting period. Actual results could differ from those estimates. Changes in estimates are recorded in the period in which they become known.

Cash Equivalents

All highly liquid investments with original maturities of 90 days or less are considered cash equivalents. These consist of cash savings and certificates of deposits (CD’s). As of December 31, 2017, there were \$4.6 million of CD’s. As of December 31, 2016 and 2015, there were no investments classified as cash equivalents.

Fair Value Measurements

The Company follows the provisions of Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures* (“ASC 820”), which defines fair value, establishes guidelines for measuring fair value and expands disclosures regarding fair value measurements and expands disclosures regarding fair value measurements. Fair value is defined under ASC 820 as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value under ASC 820 must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value which are the following:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities or other inputs that are observable or can be corroborated by observable market data

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value

A financial instrument’s level is based on the lowest level of any input that is significant to the fair value measurement.

Inventory

Some materials used in the provision of services to our customers are included in prepaid expenses and recorded to cost of revenues upon use. Most consumables such as chemicals, antibodies and tubes are expensed as purchased.

Property and Equipment

Property and equipment are stated at cost. Depreciation and amortization are provided over the estimated useful lives of the assets, using the straight-line method. Repair and maintenance costs are expensed as incurred. The estimated useful lives of the assets are:

Computer software (in years)	3	to	5
Office furniture and equipment (in years)	3	to	7
Laboratory equipment (in years)	5	to	7
Leasehold improvements (in years)	Lesser of estimated useful life or lease term		

PSYCHEMEDICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollar and share amounts (except per share) in thousands, unless otherwise indicated)
December 31, 2017

2. Summary of Significant Accounting Policies (continued)

Property and Equipment (continued)

The Company recorded depreciation and amortization related to property and equipment and capitalized software of \$2.8 million, \$2.3 million, and \$1.7 million in 2017, 2016 and 2015 respectively. As of December 31, 2017 and 2016, there was approximately \$0.5 million and \$1.2 million of new equipment not placed in service, respectively.

Capitalized Software Development Costs

We capitalize costs related to significant software projects developed or obtained for internal use. Costs incurred during the preliminary project work stage or conceptual stage, such as determining the performance requirements, system requirements and data conversion, are expensed as incurred. Costs incurred in the application development phase, such as coding, testing for new software and upgrades that result in additional functionality, are capitalized and are amortized using the straight-line method over the useful life of the software for 5 years. Costs incurred during the post-implementation/operation stage, including training costs and maintenance costs, are expensed as incurred. In accordance with Company policy, during the years ended December 31, 2017, 2016 and 2015, we capitalized internally developed software costs of \$511, \$315 and \$364, respectively. Amortization expense related to software development costs was \$418, \$435 and \$422 in 2017, 2016, and 2015, respectively. Determining whether particular costs incurred are more properly attributable to the preliminary or conceptual stage, and thus expensed, or to the application development phase, and thus capitalized and amortized, depends on subjective judgments about the nature of the development work, and our judgments in this regard may differ from those made by other companies. General and administrative costs related to developing or obtaining such software is expensed as incurred.

Other Assets

Other assets primarily consist of capitalized legal costs relating to patent applications. The Company amortizes these costs over the lesser of the legal life or estimated useful life of the patent from the date of grant of the applicable patent. The typical life is twenty years. As of December 31, 2017, 2016, and 2015 the Company had capitalized legal costs relating to outstanding patent applications of \$711, \$715 and \$670, respectively. Amortization expense was \$37, \$36, and \$32 in 2017, 2016 and 2015, respectively. The amount of amortization related to patent applications is expected to remain below \$50 per year for the next five years.

Revenue Recognition

The Company is in the business of performing drug testing services and reporting the results thereof. The Company's services are primarily drug and alcohol testing for its customers for an agreed-upon fee per unit tested. The revenues are recognized when the drug test is performed and reported to the customer.

The Company records revenue for the shipping of samples from the customer or independent hair collection facility to the laboratory for customers that choose to use the Company's shipping account. The Company also records revenue for the collection of the hair sample for customers that choose to have the Company manage this process at the same time the sample test is completed and results reported to the customer. The associated costs incurred in connection with these services is recorded as costs of revenue. The Company records revenue for these services on a gross basis as it has determined it is the principal under these arrangements.

The Company also provides expert testimony, when and if necessary, to support the results of the tests, which is generally billed separately and recognized as the services are provided.

Research and Development Expenses

The Company expenses all research and development costs as incurred.

PSYCHEMEDICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollar and share amounts (except per share) in thousands, unless otherwise indicated)
December 31, 2017

2. Summary of Significant Accounting Policies (continued)**Income Taxes**

The Company accounts for income taxes using the liability method pursuant to ASC 740, "Income Taxes". Under this method, the Company recognizes deferred tax assets and liabilities for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts using enacted tax rates in effect for the year the differences are expected to reverse. The Company evaluates uncertain tax positions annually and considers whether the amounts recorded for income taxes are adequate to address the Company's tax risk profile. The Company analyzes the potential tax liabilities of specific transactions and tax positions based on management's judgment as to the expected outcome. As of December 31, 2016, the Company early adopted ASU 2015-17, *Income Taxes - Balance Sheet Classification of Deferred Taxes*.

Concentration of Credit Risk and Off-Balance Sheet Risk

The Company has no significant off-balance-sheet risk such as foreign exchange contracts, option contracts, or other foreign hedging arrangements. Financial instruments that potentially subject the Company to concentrations of credit risk are principally cash and accounts receivable. The Company's policy is to place its cash in high quality financial institutions. At time, these deposits may exceed federally insured limits. The Company does not believe significant credit risk exists with respect to these institutions. Concentration of credit risk with respect to accounts receivable is limited to certain customers to whom the Company makes substantial sales. To reduce risk, the Company routinely assesses the financial strength of its customers and, as a consequence, believes that its accounts receivable credit risk exposure is limited. The Company maintains an allowance for potential credit losses but historically has not experienced any significant losses related to individual customers or groups of customers in any particular industry or geographic area. The Company does not require collateral.

Significant Customers

The Company had one customer that exceeded 10% of revenue for the years ended December 31, 2017 and 2016. There were no customers that exceeded 10% of revenue for the year ended December 31, 2015. The Company had one customer that accounted for 23%, 34% and 11% of the total accounts receivable balance as of December 31, 2017, 2016 and 2015 respectively.

Comprehensive Income

The Company's comprehensive income was \$5.9 million for the year ended December 31, 2017 and includes the effect of foreign currency translation. Comprehensive income was the same as net income for the years ended December 31, 2016 and 2015.

Stock-Based Compensation

The Company accounts for equity awards in accordance with ASC 718, "Compensation — Stock Compensation" ("ASC 718"). ASC 718 requires employee equity awards to be accounted for under the fair value method. It also requires the measurement of compensation cost at fair value on the date of grant and recognition of compensation expense over the service period for awards expected to vest. Accordingly, share-based compensation is measured at the grant date based on the fair value of the award. The Company uses the straight-line method to recognize share-based compensation over the service period of the award, which is generally equal to the vesting period. The Company uses the simplified approach to calculate the expected exercise date of options, which is one of the components used to determine the fair value of the options. This approach is used due to the small number of recipients receiving stock options not providing a reasonable basis for estimating expected term. In 2016, the Company adopted ASU 2016-09, *Improvements to Employee Share-Based Payment Accounting*, which simplifies several aspects of the accounting for employee share-based payment transactions including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification of related amounts within the statement of cash flows. As a result, we recognize the impact of forfeitures when they occur with no adjustment for estimated forfeitures and recognize excess tax benefits as a reduction of income tax expense regardless of whether the benefit reduces income taxes payable.

Stock compensation expense by income statement account is as follows:

	Year Ended December 31,		
	2017	2016	2015
Cost of revenues	\$ 71	\$ 88	\$ 101
General & administrative	398	420	433
Marketing and selling	55	116	108
Research and development	58	47	32
Total stock compensation	<u>\$ 582</u>	<u>\$ 671</u>	<u>\$ 674</u>

See Note 7 for additional information relating to the Company's stock plan.

PSYCHEMEDICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollar and share amounts (except per share) in thousands, unless otherwise indicated)
December 31, 2017

2. Summary of Significant Accounting Policies (continued)

Basic and Diluted Net Income per Share

Basic net income per share is computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted net income per share is computed by dividing net income available to common shareholders by the weighted average number of common shares and dilutive common stock equivalents outstanding during the period. The number of dilutive common stock equivalents outstanding during the period has been determined in accordance with the treasury-stock method. Common equivalent shares consist of common stock issuable upon the exercise of outstanding options and the unvested portion of stock unit awards (“SUAs”).

Basic and diluted weighted average common shares outstanding are as follows:

	2017	2016	2015
Weighted average common shares outstanding, basic	5,480	5,447	5,405
Dilutive common equivalent shares	60	28	7
Weighted average common shares outstanding, assuming dilution	<u>5,540</u>	<u>5,475</u>	<u>5,412</u>

There were no options to purchase shares that were anti-dilutive for the years ended December 31, 2017 and 2016. For the year ended December 31, 2015, options to purchase 81 thousand common shares were outstanding but not included in the dilutive common equivalent share calculation as their effect would have been anti-dilutive.

Financial Instruments

Financial instruments include cash and accounts receivable and accounts payable. Estimated fair values of these financial instruments approximate carrying values due to their short-term nature. The Company has three outstanding equipment loans which have an interest rate of the 30-day LIBOR rate + 2.00%, and one equipment loan with an interest rate of the 30-day LIBOR rate + 1.75%. As there is a market interest rate, the carrying amount is fair value.

Basis of Preparation and Consolidation

The consolidated financial statements, include the financial statements of the Company and its subsidiaries have been prepared using accounting principles generally accepted in the United States (“U.S. GAAP”). The financial statements of the Company and its subsidiary companies have been consolidated on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. All intercompany transactions and balances have been eliminated.

Foreign Currency Translation

The functional currency of our Brazil subsidiary is the Brazilian Real. Foreign currency denominated assets and liabilities are translated into U.S. dollars using the exchange rates in effect at the consolidated balance sheet date. Results of operations and cash flows are translated using the average exchange rates throughout the period. The effect of exchange rate fluctuations on translation of assets and liabilities that are in the functional currency is included as a component of shareholders’ equity in accumulated other comprehensive income (loss). The total change in foreign currency translation adjustment for the year ended December 31, 2017 was (\$238) thousand, or (\$157) thousand net of taxes.

Segment Reporting

The Company manages its operations as one segment, drug testing services. As a result, the financial information disclosed herein materially represents all of the financial information related to the Company’s principal operating segment. See Note 12 for geographic breakdown of revenue.

Subsequent Events

On March 7, 2018, the Company declared a quarterly dividend of \$0.15 per share for a total of \$824, with a payment date of March 29, 2018 to shareholders of record on March 19, 2018.

PSYCHEMEDICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollar and share amounts (except per share) in thousands, unless otherwise indicated)
December 31, 2017

2. Summary of Significant Accounting Policies (continued)

Recent Accounting Pronouncements

In February 2016, the FASB issued ASU 2016-02, *Leases*, which introduces the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases under previous guidance. The new standard establishes a right-of-use ("ROU") model that requires a lessee to record an ROU asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. The new standard will become effective for fiscal years beginning after December 15, 2018 and interim periods within those fiscal years, with early adoption permitted. The Company is currently evaluating the impacts the adoption of this accounting guidance will have on its financial statements.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers*, which supersedes nearly all existing revenue recognition guidance under U.S. GAAP. The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services. ASU 2014-09 defines a five step process to achieve this core principle and, in doing so, more judgment and estimates may be required within the revenue recognition process than are required under existing U.S. GAAP.

The standard's implementation date, as amended by ASU 2015-14, is effective for annual periods beginning after December 15, 2017, and interim periods therein, using either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients, or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2014-09 recognized at the date of adoption (which includes additional footnote disclosures). We have done an analysis of the impact of our pending adoption of ASU 2014-09 on our financial statements and have determined the implementation of this standard will not have a material impact on the timing and measurement of revenue recognition. The Company intends to adopt the standard at the date required for public companies.

3. Accounts Receivable

The Company maintains an allowance for uncollectible accounts receivable based on management's assessment of the collectability of its customer accounts by reviewing customer payment patterns and other relevant factors. The Company reviews the adequacy of the allowance for uncollectible accounts on a quarterly basis and adjusts the balance as determined necessary. Write-offs are recorded at the time a customer account is deemed uncollectible. The following is a rollforward of the Company's allowance for doubtful accounts:

	As of December 31,	
	2017	2016
Balance, beginning of period	\$ 50	\$ 59
Provision for (recoveries of) doubtful accounts	30	16
Write-offs	(16)	(25)
Balance, end of period	<u>\$ 64</u>	<u>\$ 50</u>

4. Accrued Expenses

Accrued expenses consist of the following:

	As of December 31,	
	2017	2016
Accrued payroll and employee benefits	\$ 291	\$ 311
Accrued bonus expense	290	407
Accrued vacation expense	481	431
Accrued taxes	1,086	288
Accrued shipping expense	364	-
Deferred revenue	78	125
Other accrued expenses	280	426
Total Accrued Expenses	<u>\$ 2,870</u>	<u>\$ 1,988</u>

PSYCHEMEDICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollar and share amounts (except per share) in thousands, unless otherwise indicated)
December 31, 2017

5. Income Taxes

The income tax provision consists of the following:

	As of December 31,		
	2017	2016	2015
Current –			
Federal	\$ 2,507	\$ 3,016	\$ (214)
State	101	114	(55)
Foreign	898	-	-
	<u>3,506</u>	<u>3,130</u>	<u>(269)</u>
Deferred –			
Federal	(1,326)	279	544
State	(124)	(111)	(439)
Foreign	-	-	-
	<u>(1,450)</u>	<u>168</u>	<u>105</u>
Income Tax Provision	<u><u>\$ 2,056</u></u>	<u><u>\$ 3,298</u></u>	<u><u>\$ (164)</u></u>

A reconciliation of the effective rate with the federal statutory rate is as follows:

	2017	2016	2015
Federal statutory rate	34.0%	34.0%	34.0%
State income taxes, net of federal benefit	-0.2%	0.1%	-22.0%
Permanent differences	0.4%	0.1%	1.3%
Stock based compensation	-0.7%	0.0%	3.9%
Federal R&D Credits	-1.3%	-1.1%	-29.4%
Foreign Taxes	7.1%	0.0%	0.0%
Federal Deferred Rate Decrease	-14.2%	0.0%	0.0%
Effective tax rate	<u><u>25.1%</u></u>	<u><u>33.1%</u></u>	<u><u>-12.2%</u></u>

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cut and Jobs Act (the “Tax Act”). The Tax Act made broad and complex changes to the U.S. tax code that affected 2017, including, but not limited to, accelerated depreciation that allowed for full expensing of qualified property. The Tax Act also establishes new tax laws that affects 2018 and future years, including a reduction in the U.S. federal corporate income tax rate from 35% to 21%. As a result of the Tax Act, we provisionally remeasured certain deferred tax assets and liabilities based on the rates at which they are anticipated to change to in the future, which is generally 21%. This resulted in a reduction of the deferred tax liability of \$1.2 million, or a 14.2 percentage point reduction. This was offset in part by the impact of foreign income taxes owed (impact of 7.1% on the rate) with the establishment of a subsidiary in Brazil. For the year ended December 31, 2015, the Company’s -12.2% effective income tax rate was primarily due to Federal and California research and development (R&D) tax credits. As of December 31, 2017, there were no Federal tax credit carryforwards from 2016. As of December 31, 2017, there were \$731 of California tax credit carryforwards relating to 2012 to 2017 which have an unlimited carryforward period.

On December 22, 2017, the Securities and Exchange Commission issued guidance under Staff Accounting Bulletin No. 118, Income Tax Accounting Implications of the Tax Cuts and Jobs Act (“SAB 118”) directing taxpayers to consider the impact of the U.S. legislation as “provisional” when it does not have the necessary information available, prepared or analyzed (including computations) in reasonable detail to complete its accounting for the change in tax law.

At December 31, 2017, we have not completed our accounting for the tax effects of enactment of the Tax Act; however, we have made a reasonable estimate of the effects on our existing deferred tax balances and the one-time transition tax. For the year ended December 31, 2017, we recognized no transition tax because the Company’s Brazil entity is a disregarded entity for U.S. income tax purposes. In all cases, we will continue to make and refine our calculations as additional analysis is completed. In addition, our estimates may also be affected as we gain a more thorough understanding of the tax law.

PSYCHEMEDICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollar and share amounts (except per share) in thousands, unless otherwise indicated)
December 31, 2017

5. Income Taxes (continued)

The components of the net deferred tax liabilities included in the accompanying balance sheets are as follows:

	Year Ended December 31,	
	2017	2016
Net deferred tax liability:		
Excess of tax over book depreciation and amortization	\$ (1,980)	\$ (3,321)
Prepaid expenses	(39)	(55)
Allowance for doubtful accounts	14	18
Accrued expenses	105	133
Stock-based compensation	79	135
R&D tax credits	578	397
Net deferred tax liabilities	<u>\$ (1,243)</u>	<u>\$ (2,693)</u>

ASC 740 contains a two-step approach to recognizing and measuring uncertain tax positions (tax contingencies). The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not that the position will be sustained on an audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount which is more than 50% likely of being realized upon ultimate settlement. The Company considers many factors when evaluating and estimating the Company's tax positions and tax benefits, which may require periodic adjustments and which may not accurately forecast actual outcomes. In 2016, the Company elected to adopt ASU No 2015-17, *Income Taxes - Balance Sheet Classification of Deferred Taxes*, that simplifies the presentation of deferred taxes by requiring deferred tax assets and liabilities be classified as noncurrent on the balance sheet.

The Company operates within multiple taxing jurisdictions and could be subject to audit in these jurisdictions. These audits may involve complex issues, which may require an extended period of time to resolve. The Company has provided for its estimated taxes payable in the accompanying financial statements. Interest and penalties related to income tax matters are recognized as a general and administrative expense. The Company did not have any interest or penalties accrued as of December 31, 2017 and 2016. The tax years ended December 31, 2014 through December 31, 2017 remain subject to examination by all major taxing authorities.

6. Preferred Stock

The Board of Directors has the authority to designate authorized preferred shares in one or more series and to fix the relative rights and preferences without vote or action by the stockholders. The Board of Directors has no present plans to designate or issue any shares of preferred stock.

7. Stock-Based Awards

The 2006 Incentive Plan initially adopted in 2006, and amended and restated in 2011, provides for grants of options with terms of up to ten years, grants of restricted stock or stock unit awards (SUAs), issuances of stock bonuses or grants other stock-based awards plus cash based awards, to officers, directors, employees, and consultants. Such shares are issuable out of the Company's authorized but unissued common stock. In 2016, the 2006 Incentive Plan was amended to increase the total number of shares issuable there under from 500 thousand to 850 thousand shares. As of December 31, 2017, 199 thousand shares remained available for future grant under the 2006 Incentive Plan.

The fair value of the SUAs is determined by the closing price on the date of grant. The fair value of options is determined using a Black-Scholes model. The SUAs vest over a period of two to four years and are convertible into an equivalent number of shares of the Company's common stock provided that the employee receiving the award remains continuously employed throughout the vesting period. The Company records compensation expense related to the SUAs and options on a straight-line basis over the vesting term. Employees are issued shares upon vesting, net of tax withholdings. As a result of our adoption of ASU 2016-09 in 2016, we recognize the impact of forfeitures when they occur with no adjustment for estimated forfeitures and recognize excess tax benefits as a reduction of income tax expense regardless of whether the benefit reduces income taxes payable.

On May 4, 2017, the Company granted SUAs covering 12.5 thousand shares of common stock and options to acquire up to 121 thousand shares of common stock. The SUAs vest over a period of two years for non-employee board members and four years for employees and are convertible into an equivalent number of shares of the Company's common stock provided that the director or employee receiving the award remains employed throughout the vesting period. The stock options become exercisable over two years for non-employee board members and four years for employees (the September 15, 2015 options become exercisable over five years) and have a term of 10 years. The Company records compensation expense related to the SUAs and options on a straight-line basis over the vesting term. Employees are issued shares upon vesting, in the case of SUA's or upon exercise of options, net of tax withholdings, unless the employee chooses to receive all shares and pay for the associated employment taxes. No other types of equity-based awards have been granted or issued under the 2006 Incentive Plan.

PSYCHEMEDICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollar and share amounts (except per share) in thousands, unless otherwise indicated)
December 31, 2017

7. Stock-Based Awards (continued)

The following table represents all shares granted by the Company under the 2006 Incentive Plan for the last three years:

Grant Date	Type	Shares	Fair Value Per Share ⁽¹⁾
May 4, 2017	Options	121	\$ 4.46
May 4, 2017	SUA	13	\$ 18.87
May 12, 2016	Options	121	\$ 2.34
May 12, 2016	SUA	17	\$ 13.82
September 15, 2015	Options	47	\$ 1.91
September 15, 2015	SUA	1	\$ 10.21
April 29, 2015	SUA	44	\$ 16.10

- (1) The fair value for the SUA's is the closing price of the Company's stock on that date. The fair value for options represents the fair value calculated using the Black-Scholes model. Options have contractual lives of 10 years and the fair value calculated using a Black-Scholes model. The options granted on September 15, 2015 have a fair value of \$1.91 per share based on the \$10.21 grant date and exercise prices and assuming a 6.5 year estimated term, 36% volatility, 2.2% interest rate and a 6.0% dividend yield rate. The options granted on May 12, 2016 have a fair value of \$2.34 per share based on the \$13.82 grant date and exercise prices and assuming a 6.25 year estimated term, 33% volatility, 1.75% interest rate and a 5.6% dividend yield rate. The options granted on May 4, 2017 have a fair value of \$4.46 per share based on the \$18.87 grant date and exercise prices and assuming a 6.25 year estimated term, 37% volatility, 2.75% interest rate and a 4.7% dividend yield rate.

A summary of the Company's stock option activity is as follows:

	Number of Shares	Weighted Ave. Exercise Price per Share	Aggregate Intrinsic Value ⁽²⁾
Outstanding, December 31, 2016	160	\$ 12.76	\$ 1,907
Granted	121	\$ 18.87	
Exercised	(2)	\$ 13.82	
Forfeited	-	\$ -	
Outstanding, December 31, 2017	279	\$ 15.40	\$ 1,436
Exercisable, December 31, 2017	56		\$ 446

- (2) The aggregate intrinsic value on this table was calculated based on the amount, if any, by which the closing market price of the Company's stock on December 31 of the applicable year exceeded the exercise price of any of the underlying options, multiplied by the number of shares subject to each such option. The closing stock price as of December 31, 2017 and 2016 was \$20.56 and \$24.68, respectively.

There were 2.5 thousand options exercised under the 2006 Incentive Plan during the year ended December 31, 2017. There were no options exercised under the 2006 Incentive Plan during the years ended December 31, 2016 or 2015. The Company had options exercised under our expired stock option plan of 134 thousand and 41 thousand for the years ended December 31, 2016 and 2015, respectively. There were 56 thousand options exercisable as of December 31, 2017 and 9 thousand options exercisable as of December 31, 2016.

A summary of the Company's stock unit award activity is as follows:

	Number of Shares	Weighted Average Price per Share ⁽³⁾	Weighted Average Fair Value ⁽³⁾
Outstanding & Unvested, December 31, 2016	74	\$ 14.62	\$ 1,077
Granted	13	\$ 18.87	\$ 236
Converted to common stock	(10)	\$ 13.84	\$ (138)
Cancelled	(15)	\$ 16.15	\$ (241)
Forfeited	(29)	\$ 14.25	\$ (418)
Outstanding & Unvested, December 31, 2017	33	\$ 16.08	\$ 516

- (3) Weighted average price per share is the weighted grant price based on the closing market price of each of the stock grants related to each transaction type. The Weighted average fair value is the weighted average share price times the number of shares.

The fair value of stock unit award vesting was \$677 thousand, \$691 thousand and \$641 thousand for the years ended December 31, 2017, 2016 and 2015, respectively. The intrinsic value of stock unit awards converted to common stock was based on the stock price on the vesting date and amounted to \$776 thousand, \$727 thousand and \$824 thousand for the years ended December 31, 2017, 2016 and 2015, respectively.

As of December 31, 2017, a total of 508 thousand shares of common stock were reserved for issuance under 2006 Incentive Plan. As of December 31, 2017, the unamortized fair value of outstanding options and awards was \$938 thousand to be amortized over a weighted average period of approximately 2.8 years.

PSYCHEMEDICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollar and share amounts (except per share) in thousands, unless otherwise indicated)
December 31, 2017

8. Employee Benefit Plan

The Psychemedics Corporation 401(k) Savings and Retirement Plan (the 401(k) Plan) is a qualified defined contribution plan in accordance with Section 401(k) of the Internal Revenue Code. All employees over the age of 21 are eligible to make pre-tax contributions up to a specified percentage of their compensation. Under the 401(k) Plan, the Company may, but is not obligated to, match a portion of the employees' contributions up to a defined maximum. Matching contributions of \$246 thousand, \$246 thousand and \$242 thousand were made in the years ended December 31, 2017, 2016 and 2015, respectively.

9. Commitments and Contingencies

Commitments

The Company leases certain of its facilities and equipment under operating lease agreements expiring on various dates through February 2023. Total minimum lease payments, including scheduled increases, are charged to operations on the straight-line basis over the life of the respective lease. Rent expense was approximately \$0.9 million, \$0.9 million and \$1.0 million in 2017, 2016 and 2015, respectively.

At December 31, 2017, minimum commitments remaining under lease agreements were approximately as follows:

<u>Years Ending December 31:</u>	
2018	\$ 928
2019	574
2020	485
2021	108
2022	108
2023	18
Total	<u>\$ 2,221</u>

Contingencies

The Company is subject legal proceedings and claims in the ordinary course of its business. The Company believes that although there can be no assurance as to the disposition of these proceedings, based upon information available to the Company as of the timing of filing of this report, the expected outcome of these matters would not have a material impact on the Company's results of operations or financial condition.

10. Debt and Other Financing Arrangements

On March 20, 2014, the Company entered into an equipment financing arrangement with Banc of America Leasing & Capital, LLC (the "Lender"), which it amended on August 8, 2014, September 15, 2015 and October 30, 2017, including a Master Loan and Security Agreement and related documentation (collectively the "Equipment Loan Arrangement") which provided the Company with the ability to finance, at its option, up to \$12.8 million of new and used equipment purchases. Each such purchase financed under the Equipment Loan Arrangement is documented by the execution of an equipment note. Each note has a maturity date of 60 months from the applicable loan date, and bears interest at the then current 30-day LIBOR rate + 2.00% for loans made prior to October 2017 and the 30-day LIBOR rate + 1.75% for loans made after October 2017. Principal and interest are payable over the 60-month repayment period and principal is repayable without premium or penalty. Borrowings under the Equipment Loan Arrangement are secured by a first priority security interest in the equipment acquired with the proceeds of the equipment notes. Under the Equipment Loan Arrangement, the Company is subject to a maximum quarterly funded debt to EBITDA ratio and a minimum fixed charge coverage ratio. The Company was in compliance with all loan covenants as of December 31, 2017. The total book value pledged as collateral for these loans as of December 31, 2017 was \$6.9 Million.

PSYCHEMEDICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollar and share amounts (except per share) in thousands, unless otherwise indicated)
December 31, 2017

10. Debt and Other Financing Arrangements (continued)

Under the Equipment Loan Arrangement, the Company executed notes on March 24, 2014, May 22, 2014, June 13, 2014, August 8, 2014, September 15, 2015, March 23, 2016 and November 10, 2017 in the amounts of \$1.1 million, \$1.9 million, \$3.0 million, \$1.0 million, \$1.1 million, \$610 thousand and \$2.1 million, respectively, for total borrowings of \$10.8 million, of which \$2.1 million and \$3.1 million was repaid in 2017 and 2016, respectively. As of December 31, 2017, the Company had equipment financing line of credit availability of \$1.9 million. The weighted average interest rate for these notes for the year ended December 31, 2017 was 3.0% and represented \$72 thousand of interest expense. As of December 31, 2017, weighted average interest rate was 3.3%.

The annual principal repayment requirements for debt obligations as of December 31, 2017 are as follows:

2018	\$	957
2019		891
2020		702
2021		446
2022		381
Total long-term debt		3,377
Less current portion of long-term debt		(957)
Total long-term debt, net of current portion	\$	<u>2,420</u>

11. Selected Quarterly Financial Data (Unaudited)

The following are selected quarterly financial data for the years ended December 31, 2017 and 2016:

	Quarter Ended - 2017			
	MAR 31	JUN 30	SEP 30	DEC 31
Revenues	\$ 10,209	\$ 9,684	\$ 10,049	\$ 9,760
Gross profit	5,316	4,609	5,121	4,777
Income from operations	2,268	1,710	2,232	1,947
Net income	1,500	907	1,364	2,350
Basic net income per share	\$ 0.27	\$ 0.17	\$ 0.25	\$ 0.43
Diluted net income per share	\$ 0.27	\$ 0.16	\$ 0.25	\$ 0.42

	Quarter Ended - 2016			
	MAR 31	JUN 30	SEP 30	DEC 31
Revenues	\$ 6,667	\$ 9,700	\$ 11,849	\$ 10,764
Gross profit	2,738	5,209	7,105	6,398
Income (loss) from operations	(2)	2,371	4,104	3,637
Net income (loss)	(23)	1,633	2,708	2,360
Basic net income per share	\$ 0.00	\$ 0.30	\$ 0.49	\$ 0.44
Diluted net income per share	\$ 0.00	\$ 0.30	\$ 0.49	\$ 0.43

12. Business Segment Reporting

The Company manages its operations as one segment, drug testing services. As a result, the financial information disclosed herein materially represents all of the financial information related to the Company's principal operating segment. All Brazil sales are through one independent distributor, which is the only customer greater than 10% of sales. The Company's revenues by geographic region are as follows:

	Year Ended December 31,		
	2017	2016	2015
Consolidated Revenue:			
United States	\$ 26,327	\$ 25,608	\$ 25,836
Brazil	13,069	13,083	746
Other Foreign Countries	305	289	393
Total Revenue	<u>\$ 39,701</u>	<u>\$ 38,980</u>	<u>\$ 26,975</u>

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Explanatory Note

On June 30, 2017, the Company's status as an accelerated filer commenced with respect to its 2017 annual report on the 10-K. This is the first year that the Company's internal controls as an accelerated filer were attested to by the Company's registered public accounting firm.

a) Evaluation of Disclosure Controls and Procedures

The Company carried out an evaluation as of December 31, 2017, under the supervision and with the participation of our management, including our Chief Executive Officer and Vice President of Finance, as well as a third party internal control firm, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act. Based upon that evaluation, our Chief Executive Officer and Vice President of Finance have concluded that our disclosure controls and procedures were not effective as of December 31, 2017, based upon the definition of material weaknesses.

Notwithstanding the foregoing, the Company's management, including the CEO and Vice President of Finance, has concluded that the company's financial statements included in this Form 10-K present fairly, in all material respects, the company's financial position, results of operations and cash flows for the periods presented in conformity with U.S. generally accepted accounting principles.

b) Management's Report on Internal Control over Financial Reporting

Procedures were undertaken in order that management could conclude that reasonable assurance exists regarding the reliability of financial reporting and the preparation of the consolidated financial statements contained in this filing.

As of December 31, 2017, management including the CEO and VP of Finance, assessed the effectiveness of the Company's internal control over financial reporting based on the criteria established in "Internal Control-Integrated Framework 2013" issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in 2013. Our management determined that, as of December 31, 2017, a material weakness existed in our internal control over financial reporting. Specifically, a failure to perform a timely and effective risk assessment over the financial reporting process and a failure to maintain adequate documentation of how control activities address the financial statement risks, including the identification of key reports and design of controls in validating the completeness and accuracy of reports utilized in the revenue controls cycle.

The material weakness did not result in any material misstatement in the financial statements included in this Annual Report on Form 10-K or previously issued financial statements.

The effectiveness of internal control over financial reporting as of December 31, 2017, has been audited by BDO USA, LLP, an independent registered public accounting firm, as stated in its attestation report, which is included on the following page.

c) Plan for Remediation of Material Weakness that Existed as of December 31, 2017

Management will remediate this material weakness by evaluating our control environment and our risk assessment process, including the implementation and documentation of the control process and identification and testing of key revenue reports.

d) Changes in Internal Control over Financial Reporting

Except as relating to the material weaknesses identified in the current period noted above, there have been no changes in our internal control over financial reporting identified in connection with the evaluation of our controls performed during the year ended December 31, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Shareholders and Board of Directors
Psychomedics Corporation
Acton, Massachusetts

Opinion on Internal Control over Financial Reporting

We have audited Psychomedics Corporation and its subsidiaries' (the "Company's") internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO criteria"). In our opinion, the Company did not maintain, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated balance sheets of the Company as of December 31, 2017 and 2016, the related consolidated statements of income and comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2017, and the related notes (collectively referred to as "the financial statements") and our report dated March 16, 2018 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Item 9A, Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit of internal control over financial reporting in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weakness has been identified and included in management's assessment: failure to perform a timely and effective risk assessment over the financial reporting process and a failure to maintain adequate documentation of how control activities address the financial statement risks, including the identification of key reports and design of controls in validating the completeness and accuracy of reports utilized in the revenue controls cycle. This material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the 2017 consolidated financial statements, and this report does not affect our report dated March 16, 2018 on those consolidated financial statements.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ BDO USA, LLP
Boston, Massachusetts
March 16, 2018

Item 9B. Other Information

None

PART III**Item 10. Directors, Executive Officers and Corporate Governance**

Following is a list that sets forth as of March 16, 2018 the names, ages and positions within the Company of all of the Executive Officers of the Company and the Directors of the Company. Each such director has been nominated for reelection at the Company's 2018 Annual Meeting, to be held on May 3, 2018 at 2:00 P.M. at the Seaport Hotel, 200 Seaport Boulevard, Boston, Massachusetts.

Name	Age	Position
Raymond C. Kubacki	73	Chairman, Chief Executive Officer, President, Director
Neil Lerner	50	Vice President, Finance
Michael I. Schaffer, Ph.D.	73	Vice President, Laboratory Operations
Harry Connick	92	Director, Audit Committee Member, Compensation Committee Member, Nominating Committee Member
Walter S. Tomenson, Jr.	71	Director, Audit Committee Member, Compensation Committee Member, Nominating Committee Member
A. Clinton Allen	74	Director, Audit Committee Member, Nominating Committee Member
Fred J. Weinert	70	Director, Audit Committee Member, Compensation Committee Member, Nominating Committee Member, Brazil Oversight Committee Member

All Directors hold office until the next annual meeting of stockholders or until their successors are elected. Officers serve at the discretion of the Board of Directors.

Mr. Kubacki has been the Company's President and Chief Executive Officer since 1991. He has also served as Chairman of the Board of the Company since 2003. From March 2011 until June 2016, he served as a director of Integrated Environmental Technologies, Ltd. From 2007 until 2010, he served as a director of Protection One, Inc. and from 2004 to 2007 he served as a director of Integrated Alarm Services Group, Inc. He is also a trustee of the Center for Excellence in Education based in Washington, D.C. and holds an Executive Masters Professional Director Certification, their highest level award, from the American College of Corporate Directors, a public company director education and credentialing organization. Mr. Kubacki has been a director of the Company since 1991.

Mr. Lerner has served as Vice President, Finance and Treasurer since May 2011. From October 2010 until May 2011, he served as Vice President, Controller. Prior to joining the Company, he served as Director of Operational Accounting at Beacon Roofing Supply, Inc., Corporate Controller with Atlas TMS, Divisional Controller with Mastec, Inc. and multiple financial management roles with Johnson & Johnson. Mr. Lerner is a Certified Public Accountant and has a Masters degree in International Management.

Dr. Schaffer has served as Vice President of Laboratory Operations since 1999. Since December 2016, he has served as a member of the Drug Testing Advisory Board (DTAB) which advises the administrator of Substance Abuse and Mental Health Services Administration (SAMHSA) on drug testing activities and laboratory certification. From 1990 to 1999, he served as Director of Toxicology, Technical Manager and Responsible Person for the Leesburg, Florida laboratory of SmithKline Beecham Clinical Laboratories. From 1990 to 1999, he was also a member of the Board of Directors of the American Board of Forensic Toxicologists. Dr. Schaffer has also served as an inspector for the College of American Pathologists since 1990.

Mr. Connick served as District Attorney for Orleans Parish (New Orleans, LA) from 1974 to 2003. In 2002, Mr. Connick received from Drug Czar, John P. Walters, the Director's Award for Distinguished Service in recognition of exemplary accomplishment and distinguished service in the fight against illegal drugs. Mr. Connick has been a director of the Company since 2003.

Mr. Tomenson was a senior advisor to Integro Ltd., having retired in 2011. Mr. Tomenson was Managing Director and Chairman of Client Development of Marsh, Inc. from 1998 until 2004. From 1983 to 1998 he was Chairman of FINPRO, the financial/professional services division of Marsh, Inc. Mr. Tomenson is a Trustee of Trinity College School Fund, Inc. He also serves on the Executive Council of Inner-City Scholarship Fund. He serves on the board of the Country Club of Florida and on the board of the Misquamicut Club (Watch Hill, RI) and is a board member and Vice-Chairman of the Achievement Centers for Children and Families (Delray Beach, FL). Mr. Tomenson holds an Executive Masters Professional Director Certification, the highest level award, from the American College of Corporate Directors, a public company director education and credentialing organization. Mr. Tomenson has been a director of the Company since 1999.

Mr. Allen is the Founder and President of the American College of Corporate Directors, a public company director education and credentialing organization. Mr. Allen also serves as a member of the board of Collectors Universe (CLCT : NASDAQ), a member of the board of Brooks Automation (BRKS : NASDAQ), and is Lead Director of LKQ Corporation (LKQ:NASDAQ), a Fortune 500 Company. Mr. Allen had previously served as Vice-Chairman of the Company from 1990 to 2000 and Chairman from 2000 to 2003. He rejoined the Board as an independent member in 2015.

Mr. Weinert is an entrepreneur whose current activities are concentrated in commercial real estate, international business development and environmental consulting. He served on the Business Advisory Council for the University of Dayton for over 20 years from 1984 until 2005. From 1973 until 1989, Mr. Weinert held various executive positions in the Finance and Operations groups of Waste Management, Inc. and its subsidiaries, including 6 years as the President of Waste Management International, Inc. Mr. Weinert has been a director of the Company since 1991.

The information required by Item 405 of Regulation S-K will be set forth in the Proxy Statement of the Company relating to the 2018 Annual Meeting of Stockholders to be held on May 3, 2018 and is incorporated herein by reference.

The Company has a code of ethics that applies to all employees and non-employee directors. This code satisfies the requirements set forth in Item 406 of Regulation S-K and applies to all relevant persons set forth therein. The Company will mail to interested parties a copy of the Code of Ethics upon written request and without charge. Such request shall be made to our General Counsel, 289 Great Road, Acton, Massachusetts 01720.

The information required by Item 407 of Regulation S-K will be set forth in the Proxy Statement of the Company relating to the 2018 Annual Meeting of Stockholders to be held on May 3, 2018 and is incorporated herein by reference.

Item 11. Executive Compensation

The information required by this item will be set forth in the Proxy Statement of the Company relating to the 2018 Annual Meeting of Stockholders to be held on May 3, 2018 and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item will be set forth in the Proxy Statement of the Company relating to the 2018 Annual Meeting of Stockholders to be held on May 3, 2018 and is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions and Director Independence

The information required by this item will be set forth in the Proxy Statement of the Company relating to the 2018 Annual Meeting of Stockholders to be held on May 3, 2018 and is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services

The information required by this item will be set forth in the Proxy Statement of the Company relating to the 2018 Annual Meeting of Stockholders to be held on May 3, 2018 and is incorporated herein by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) (1) Financial Statements required by Item 15 are included and indexed in Part II, Item 8

(a) (2) Financial Statement Schedules included in Part IV of this report. Schedule II is omitted because information is included in Notes to Financial Statements. All other schedules under the accounting regulations of the SEC are not required under the related instructions and are inapplicable and, thus have been omitted.

(a) (3) See "Exhibit Index" included elsewhere in this Report.

Item 16. Form 10-K Summary

None

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

PSYCHEMEDICS CORPORATION

Date: March 16, 2018

By: /s/ RAYMOND C. KUBACKI
Raymond C. Kubacki
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>/s/ RAYMOND C. KUBACKI</u> Raymond C. Kubacki	Chairman, President and Chief Executive Officer, Director (Principal Executive Officer)	March 16, 2018
<u>/s/ NEIL LERNER</u> Neil Lerner	Vice President, Finance (Principal Financial and Accounting Officer)	March 16, 2018
<u>HARRY CONNICK*</u> Harry Connick	Director	
<u>WALTER S. TOMENSON, JR*</u> Walter S. Tomenson, Jr.	Director	
<u>FRED J. WEINERT*</u> Fred J. Weinert	Director	
<u>A. CLINTON ALLEN*</u> A. Clinton Allen	Director	
*By: <u>/s/ RAYMOND C. KUBACKI</u> Raymond C. Kubacki	Attorney-in-Fact	March 16, 2018

EXHIBIT INDEX

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation filed with the State of Delaware on August 1, 2002 — (Incorporated by reference from the Registrant’s Quarterly Report on Form 10-Q for the Quarter ended September 30, 2002).
3.2	Amended and Restated By-Laws of the Company — (Incorporated by reference from the Registrant’s Current Report on Form 8-K filed on July 31, 2015).
4.1	Specimen Stock Certificate — (Incorporated by reference from the Registrant’s Registration Statement on Form 8-A filed on July 31, 2002).
10.2.1 P	Lease dated October 6, 1992 with Mitchell H. Hersch, et. al with respect to premises in Culver City, California — (Incorporated by reference from the Registrant’s Annual Report on Form 10-KSB for the fiscal year ended December 31, 1992).
10.2.2 P	Security Agreement dated October 6, 1992 with Mitchell H. Hersch et. al — (Incorporated by reference from the Registrant’s Annual Report on Form 10-KSB for the fiscal year ended December 31, 1992).
10.2.3	First Amendment to Lease dated with Mitchell H. Hersch, et.al California — (Incorporated by reference from the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 1997).
10.2.4	Second Amendment to Lease dated with Mitchell H. Hersch, et.al. California — (Incorporated by reference from the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 1997).
10.2.5	Third Amendment to Lease dated December 31, 1997 with Mitchell H. Hersch, et.al. California — (Incorporated by reference from the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 1997).
10.2.6	Fourth Amendment to Lease dated May 24, 2005 with Mitchell H. Hersch, et.al. California — (Incorporated by reference from the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2005).
10.2.7	Sixth Amendment to Lease dated October 13, 2015 with Mitchell H. Hersch, et.al. California — Supersedes the Fifth amendment in its entirety (Incorporated by reference from the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2015)
10.3*	2006 Incentive Plan, as amended — (Incorporated by reference from the Registrant’s Current Report on Form 8-K filed on May 19, 2016).

Exhibit Number	Description
<u>10.4*</u>	<u>Form of Stock Unit Award used with employees and consultants under the 2006 Incentive Plan — (Incorporated by reference from the Registrant’s Current Report on Form 8-K filed on May 19, 2016).</u>
<u>10.5*</u>	<u>Form of Stock Unit Award used with non-employee directors under the 2006 Equity Incentive Plan — (Incorporated by reference from the Registrant’s Current Report on Form 8-K filed on May 19, 2016).</u>
<u>10.6*</u>	<u>Form of Incentive Stock Option Agreement used with employees under the 2006 Incentive Plan (Incorporated by reference from the Registrant’s Current Report on Form 8-K filed on May19, 2016)</u>
<u>10.7*</u>	<u>Form of Non Qualified Stock Option Agreement used with employees, non-employee directors and consultants under the 2006 Incentive Plan (Incorporated by reference from the Registrant’s Current Report on Form 8-K filed on May 19, 2016).</u>
<u>10.8*</u>	<u>Change in control severance agreement with Ray Kubacki dated February 20, 2018</u>
<u>10.9*</u>	<u>Change in control severance agreement with Michael Schaffer dated February 20, 2018</u>
<u>10.10*</u>	<u>Employment offer letter dated October 25, 2010 with Neil Lerner (incorporated by reference from Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2010)</u>
<u>10.11</u>	<u>Lease dated March 12, 2014 with Bristol-Culver Associates, LLC and Mountain Organic Farms, LLC with respect to 6100 Bristol parkway premises in Culver City, CA — (Incorporated by reference from the Quarterly Report on Form 10-Q for the quarter ended March 31, 2014)</u>
<u>10.12.1</u>	<u>Loan agreement dated March 20, 2014 with Banc of America Leasing and Capital, LLC — (Incorporated by reference from the Quarterly Report on Form 10-Q for the quarter ended March 31, 2014)</u>
<u>10.12.2</u>	<u>Letter Agreement dated September 15, 2015 with Banc of America Leasing and Capital, LLC, together with Equipment Security Note dated September 15, 2015 and Proposal Letter dated August 19, 2015 — (Incorporated by reference from the Quarterly Report on Form 10-Q for the quarter ended September 30, 2015)</u>
<u>10.12.3</u>	<u>Letter Agreement dated October 30, 2017 with Banc of America Leasing and Capital, LLC, together with Equipment Security Note dated November 10, 2017</u>
<u>21.1</u>	<u>Subsidiaries of the Registrant</u>
<u>23.1</u>	<u>Consent of BDO USA, LLP, Independent Registered Public Accounting Firm</u>
<u>24</u>	<u>Power of Attorney</u>
<u>31.1</u>	<u>Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
<u>31.2</u>	<u>Certification of Vice President - Finance Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
<u>32.1</u>	<u>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</u>
<u>32.2</u>	<u>Certification of Vice President - Finance Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>

P Indicates a filing submitted in paper

* Management compensation plan or arrangement

SUMMARY OF TERMS AND CONDITIONS

- Date:** October 30, 2017.
- Borrower:** Psychemedics Corporation ("Borrower").
- Guarantor(s):** N/A.
- Secured Party:** Banc of America Leasing & Capital, LLC ("BAL") or its designee ("Secured Party").
- Collateral:** New and used equipment acceptable to Secured Party (individually, an "item of Equipment" and collectively, the "Collateral").
- Loan Amount:** \$4,000,000 but in no event greater than 100% of the cost of new Collateral (the "Loan Amount").
- Security Interest:** Secured Party shall have a first priority security interest in the Collateral.
- Base Date:** No later than November 1, 2018 (the "Base Date").
- Loan Term:** 60 months from the Base Date (the "Loan Term").
- Terms of Payment:** Borrower shall make 60 equal monthly payments, payable in arrears.
- Interest Rate:** The Indicative Rate in effect at the time of this Proposal is 30 day Libor + 1.75% (2.99% all-in as of today) for 60 months.
- Prepayment:** The outstanding principal balance of the Loan may be prepaid in whole or in part at any time, together with all interest and late charges accrued through the date of prepayment. There will be no prepayment charge for a Libor Rate Loan. Partial prepayments shall be applied against principal installments in their inverse order of maturity.
- Market Disruption:** Notwithstanding anything contained herein to the contrary, in the event any material change shall occur in the financial markets after the date of this Proposal, including but not limited to any governmental action or other event which materially adversely affects the extension of credit by banks, leasing companies or other lending institutions, Secured Party may modify the indicative pricing described above.
- Expenses:** Borrower shall be responsible for all of its own costs and expenses incurred in connection with this Proposal or the transaction contemplated hereby. Borrower shall reimburse Secured Party for all out-of-pocket costs and expenses incurred by Secured Party in connection with this Proposal or the transaction contemplated hereby, including legal fees and appraisal fees. An invoice in the amount of \$250 to cover the cost of UCC filings and searches will be included in Borrower's initial document package, and an invoice in the amount of \$50 will be included on each additional funding under the loan.
- Documentation:** All documentation for the Proposal must be acceptable to Secured Party, and will contain such terms, conditions, representations, warranties and indemnities as are customary for transactions of this type.
- Covenants:**
1. Borrower shall maintain a Funded Debt to EBITDA Ratio of less than or equal to 3.00, measured as of each quarter end based upon the prior 12 months' results. "Funded Debt" means all outstanding liabilities for borrowed money and other interest-bearing liabilities, including current and long term debt. "EBITDA" means net income, less income or plus loss from discontinued operations and extraordinary items, plus cash income taxes, interest expense, depreciation, depletion, amortization and other non-cash charges.
 2. Borrower shall maintain a Fixed Charge Coverage Ratio greater than or equal to 1.50, measured as of each quarter end based upon the prior 12 months' results, and is defined as A) EBITDA plus lease/rent expense, minus cash income taxes, minus unfinanced capital expenditures and other distributions, to B) Interest expense plus lease/rent expense, plus the current portion of long term debt actually paid or scheduled to be paid during the measurement period, plus current portion of capitalized lease obligations.

Confidentiality: This Proposal is delivered to Borrower with the understanding that neither it nor any of its terms and conditions will be disclosed to any persons or entities, except those having a confidential relationship with Borrower in relation to the Proposal or where disclosure is required by law.

Syndication: The transaction contemplated by this Proposal may be syndicated or assigned in whole or in part to one or more institutions. Borrower agrees not to engage any other capital providers for the same or similar financing for a period of 90 days from the date of acceptance of the Proposal. BAL is authorized to disclose to any prospective participant or assignee any information it has or may receive regarding the Borrower, any Guarantor(s), the Equipment or the Proposal. By accepting the Proposal, each of the Borrower and any Guarantor(s) acknowledges and agrees that: (a) in connection with all aspects of the transaction contemplated by the Proposal, the Borrower and any Guarantor(s) and BAL and any affiliate through which it or they may be acting (the "BA Parties" and each a "BA Party"), have an arm's-length business relationship that creates no fiduciary, advisory or agency duty on the part of any BA Party and each expressly disclaims any fiduciary, advisory or agency relationship; and (b) conflicts of interest may arise among any BA Party, Borrower, any Guarantor(s) and other participants in the Proposal due to their role(s) in the Proposal and the differing interests and relationships among themselves and other parties, and the BA Parties are under no duty to disclose such conflicts or interests; and (c) the BA Parties may receive compensation from other parties to the Proposal. To the fullest extent permitted by law, Borrower and any Guarantor(s) hereby waive and release any claims that they may have against the BA Parties with respect to any breach or alleged breach of agency or fiduciary duty in connection with any aspect of any transaction contemplated by the Proposal.

USA Patriot Act

Compliance: Borrower acknowledges that pursuant to the requirements of the USA Patriot Act (Title III of Pub. L. 107-56 (signed into law October 26, 2001)) (the "Patriot Act"), BAL is required to obtain, verify and record information that identifies Borrower, which information includes the name and address of Borrower and other information that will allow BAL to identify Borrower in accordance with the Patriot Act.

Sharing of Information:

Borrower and Guarantor acknowledge and agree that any information regarding the Borrower and the Guarantor or their respective partners, members or affiliates provided to any affiliate of the Secured Party by Borrower or the Guarantor may be shared by said affiliate with the Secured Party. In addition, Borrower and Guarantor acknowledges and agrees that any information regarding the Borrower and the Guarantor or their respective partners, members or affiliates, the loan and the Collateral provided to the Secured Party by the Borrower, the Guarantor or any affiliate of Borrower may be shared by the Secured Party with its affiliates, agents and any potential or actual assignees. Borrower and Guarantor further acknowledges and agrees that the terms of this provision apply to all such information notwithstanding the fact that certain information may be confidential or subject to an agreement that would otherwise prohibit or limit the disclosure of such information in accordance with this provision.

Proposal Fee: Fee Waived.

The undersigned, by its authorized representative below, accepts the above Proposal, agrees to furnish BAL, its successors and assigns, any information relating to the business or financial condition of Borrower or its affiliates, and authorizes BAL, Bank of America, N.A. and their affiliates to disclose to, discuss with and distribute such information (and any information they may already have) to any other affiliates or proposed assignees or successors of BAL.

Borrower

Psychemedics Corporation

BY: 
TITLE: VP Finance

DATE: 11/17/17

Federal Tax I.D. Number: 58-1701987

Bank of America



Neil Lerner

Banc of America Leasing & Capital, LLC

**Acceptance Notice/
Pay Proceeds Authorization**

Master Loan and Security Agreement Number: 26928-70000

Equipment Security Note Number: 007 (the "Transaction")

To: **Banc of America Leasing & Capital, LLC**

The undersigned hereby certifies that all property described in the above-referenced Transaction by and between **Banc of America Leasing & Capital, LLC**, and the undersigned has been furnished, that delivery and installation has been fully completed as required, and that such property has been irrevocably accepted and is satisfactory in all respects to the undersigned for purposes of the Transaction.

We hereby authorize you to disburse the proceeds of this Transaction as follows:

Disburse To:	Amount:
Psychomedics Corporation (reimbursement)	\$2,078,470.86

TOTAL	\$2,078,470.86
--------------	-----------------------

Psychomedics Corporation
Borrower

By: *Neil Lerner* / Neil Lerner

Title: VP Finance

Date: 11/10/17



This Equipment Security Note No. 007, dated as November 8, 2017, (this "Equipment Note"), is entered into pursuant to and incorporates by this reference all of the terms and provisions of that certain Master Loan and Security Agreement No. 26928-70000 dated as of March 19, 2014 (the "Master Agreement"), by and between Banc of America Leasing & Capital, LLC ("Lender") and Psychemedics Corporation ("Borrower"). All capitalized terms used herein and not defined herein shall have the respective meanings assigned to such terms in the Master Agreement. If any provision of this Equipment Note conflicts with any provision of the Master Agreement, the provisions contained in this Equipment Note shall prevail. Borrower hereby authorizes Lender to insert the serial numbers and other identification data of the Equipment, dates, and other omitted factual matters or descriptions in this Equipment Note.

The occurrence of an "Event of Default," as defined in the Master Agreement, shall entitle Lender to accelerate the maturity of this Equipment Note and to declare the Prepayment Amount to be immediately due and payable, and to proceed at once to exercise each and every one of the remedies provided in the Master Agreement or otherwise available at law or in equity. All of Borrower's Obligations under this Equipment Note are absolute and unconditional, and shall not be subject to any offset or deduction whatsoever. Borrower waives any right to assert, by way of counterclaim or affirmative defense in any action to enforce Borrower's Obligations hereunder, any claim whatsoever against Lender.

1. **Equipment Financed; Equipment Location; Grant of Security Interest.** Subject to the terms and provisions of the Master Agreement and as provided herein, Lender is providing financing in the principal amount described in Section 2 below to Borrower in connection with the acquisition or financing of the following described Equipment:

<u>Quantity</u>	<u>Description</u>	<u>Serial Number</u>	<u>Cost</u>
	See Schedule A made apart hereto		\$2,078,470.86

Location of Equipment. The Equipment will be located or (in the case of over-the-road vehicles) based at the following locations:

<u>Location</u>	<u>Address</u>	<u>City</u>	<u>County</u>	<u>State</u>	<u>ZIP</u>
	6100 Bristol PKWY	Culver City	Los Angeles	CA	90230

Borrower has agreed and does hereby grant a security interest in and to the Equipment and the Collateral related thereto, whether now owned or hereafter acquired and wherever located, in order to secure the payment and performance of all Obligations owing to Lender, including but not limited to this Equipment Note, all as more particularly provided in the Master Agreement. Lender's agreement to provide the financing contemplated herein shall be subject to the satisfaction of all conditions established by Lender and Lender's prior receipt of all required documentation in form and substance satisfactory to Lender in its sole discretion.

2. **Payments.** For value received, Borrower promises to pay to the order of Lender, the principal amount of \$2,078,470.86 together with interest thereon as provided herein. This Equipment Note shall be payable by Borrower to Lender in 60 consecutive monthly installments of principal and interest (the "Payments") commencing on December 10, 2017 (the "Initial Payment") and continuing thereafter through and including the Maturity Date (as defined below) (collectively, the "Equipment Note Term"). Each Payment shall be in the amount provided below, and due and payable on the same day of the month as the Initial Payment set forth above in each succeeding payment period (each, a "Payment Date" and the final such scheduled Payment Date, the "Maturity Date") during Equipment Note Term. All interest hereunder shall be calculated on the basis of a year of 360 days comprised of 12 months of 30 days each. The final Payment due and payable on the Maturity Date shall in any event be equal to the entire outstanding and unpaid principal amount of this Equipment Note, together with all accrued and unpaid interest, charges and other amounts owing hereunder and under the Master Agreement.

(a) **Interest Rate.**

Interest shall accrue on the entire principal amount of this Equipment Note outstanding for any calendar month or portion thereof, at a per annum rate of interest equal to (i) one and 75/100 percent (1.75%) plus the rate of interest equal to the "average of interbank offered rates for dollar deposits in the London Market based on quotations of sixteen (16) major banks" for a term of 30 days as published in the Wall Street Journal under a heading entitled "Money Rates, London Interbank Offered Rates (LIBOR)" or any future or substitute heading, on the first day of the month (if the Payments are due on the 1st through the 15th of the month) or the fifteenth day of the month (if the Payments are due on the 16th through the 30th day of the month) preceding the Payment Date for the applicable Payment, or (ii) if less, the highest rate of interest permitted by applicable law (the "Interest Rate") from the Advance Date set forth below until the principal amount of this Equipment Note is paid in full, and shall be due and payable on each Payment Date.

(b) **Payment Amount.**

The amount of each Payment shall consist of \$34,641.18 of principal, plus all interest accrued at the Interest Rate.

3. **Prepayment.** Borrower may prepay all (but not less than all) of the outstanding principal balance of this Equipment Note on a scheduled Payment Date upon 30 days prior written notice from Borrower to Lender, provided that any such prepayment shall be made together with all accrued interest and other charges and amounts owing hereunder through the date of prepayment.

4. **Borrower Acknowledgements.** Upon delivery and acceptance of the Equipment, Borrower shall execute this Equipment Note evidencing the amounts financed by Lender in respect of such Equipment and the Payments of principal and interest hereunder. By its execution and delivery of this Equipment Note, Borrower:

- (a) reaffirms of all of Borrower's representations, warranties and covenants as set forth in the Master Agreement and represents and warrants that no Default or Event of Default under the Master Agreement exists as of the date hereof;
- (b) represents, warrants and agrees that: (i) the Equipment has been delivered and is in an operating condition and performing the operation for which it is intended to the satisfaction of Borrower; (ii) each item of Equipment has been unconditionally accepted by Borrower for all purposes under the Master Agreement and this Equipment Note; and (iii) there has been no material adverse change in the operations, business, properties or condition, financial or otherwise, of Borrower or any Guarantor since December 31, 2016;
- (c) authorizes and directs Lender (i) to advance the principal amount of this Equipment Note to reimburse Borrower or pay Vendors all or a portion of the purchase price of Equipment in accordance with Vendors' invoices therefor, receipt and approval of which are hereby reaffirmed by Borrower, and (ii) to enter the date of such advance below Lender's signature as the "Advance Date" for all purposes hereof; and
- (d) agrees that Borrower is absolutely and unconditionally obligated to pay Lender all Payments at the times and in the manner set forth herein.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: 

Printed Name: Alison R. Hook

Title: Vice President

Advance Date: Nov 10, 2017

Borrower: Psychomedics Corporation

By: 

Printed Name: Nail Lerner

Title: VP Finance

PSYCHEMEDICS CORPORATION

Subsidiaries

Psychemedics Corporation wholly-owns the following companies:

<u>Name</u>	<u>Country of Incorporation</u>
1. Psychemedics International, LLC	Delaware, USA
2. Psychemedics Laboratórios Ltda (owned jointly by Psychemedics Corporation and Psychemedics International, LLC)	Brazil

Consent of Independent Registered Public Accounting Firm

Psychemedics Corporation
Acton, Massachusetts

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-134974, 333-174531 and 333-211745) of Psychemedics Corporation of our reports dated March 16, 2018, relating to the consolidated financial statements and the effectiveness of Psychemedics Corporation's internal control over financial reporting as of December 31, 2017 (which report expresses an adverse opinion on the effectiveness of Psychemedics Corporation's internal control over financial reporting because of a material weakness), which appear in this Form 10-K.

/s/ BDO USA, LLP

Boston, Massachusetts
March 16, 2018

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned, being a director or officer, or both, of Psychemedics Corporation, a Delaware corporation (hereinafter called the "Corporation"), does hereby constitute and appoint Raymond C. Kubacki and Neil L. Lerner, with full power to each of them to act alone, as the true and lawful attorneys and agents of the undersigned, with full power of substitution and resubstitution to each of said attorneys, to execute, file or deliver any and all instruments and to do all acts and things which said attorneys and agents, or any of them, deem advisable to enable the Corporation to comply with the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, and any requirements of the Securities and Exchange Commission in respect thereof, in connection with the filing under said Securities Exchange Act of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2017, including specifically, but without limitation of the general authority hereby granted, the power and authority to sign his or her name as a director or officer, or both, of the Corporation, as indicated below opposite his or her signature, to the Annual Report on Form 10-K, or any amendment, post-effective amendment, or papers supplemental thereto to be filed in respect of said Annual Report on Form 10-K; and each of the undersigned does hereby fully ratify and confirm all that said attorneys and agents, or any of them, or the substitute of any of them, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has subscribed these presents, as of the 7th day of March, 2018.

Signature

Title

<u>/s/ RAYMOND C. KUBACKI</u> Raymond C. Kubacki	Chairman, President and Chief Executive Officer, Director (Principal Executive Officer)
<u>/s/ NEIL LERNER</u> Neil Lerner	Vice President, Finance (Principal Financial and Accounting Officer)
<u>/s/ HARRY CONNICK</u> Harry Connick	Director
<u>/s/ WALTER S. TOMENSON, JR.</u> Walter S. Tomenson, Jr.	Director
<u>/s/ A. CLINTON ALLEN</u> A. Clinton Allen	Director
<u>/s/ FRED J. WEINERT</u> Fred J. Weinert	Director

**CERTIFICATION PURSUANT TO
SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Raymond C. Kubacki, certify that:

1. I have reviewed this annual report on Form 10-K of Psychomedics Corporation (the “registrant”);
2. Based on my knowledge, this annual 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 annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual 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 annual report;
4. The registrant's other certifying officer and I am 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 we 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 annual 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;
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: March 16, 2018

By: /s/ Raymond C. Kubacki

Raymond C. Kubacki
President and Chief Executive Officer
(principal executive officer)

**CERTIFICATION PURSUANT TO
SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Neil Lerner, certify that:

1. I have reviewed this annual report on Form 10-K of Psychemedics Corporation (the “registrant”);
2. Based on my knowledge, this annual 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 annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual 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 annual report;
4. The registrant's other certifying officer and I am 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 we 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 annual 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;
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: March 16, 2018

By: /s/ Neil Lerner

Neil Lerner
Vice President, Finance
(principal financial and accounting officer)

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

I, Raymond C. Kubacki, President and Chief Executive Officer of Psychemedics Corporation (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 Company's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 16, 2018 (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: March 16, 2018

By: /s/ Raymond C. Kubacki

Raymond C. Kubacki
President and Chief Executive Officer
(principal executive officer)

This certification accompanies this Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

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

I, Neil Lerner, Vice President, Finance of Psychomedics Corporation (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 Company's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 16, 2018 (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: March 16, 2018

By: /s/ Neil Lerner

Neil Lerner
Vice President, Finance
(principal financial and accounting officer)

This certification accompanies this Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.