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

FORM 10-Q/A

(Mark one)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended August 31, 2014

or

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

For the transition period from _______ to _______

Commission File No. 001-04978

SOLITRON DEVICES, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	22-1684144
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

3301 Electronics Way, West Palm Beach, Florida	33407
(Address of Principal Executive Offices)	(Zip Code)

(561) 848-4311
(Registrant's Telephone Number, Including Area Code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

Large accelerated filer ☐ Accelerated filer ☐

Non-accelerated filer ☐ Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares of the registrant's common stock, $0.01 par value, outstanding as of September 30, 2014 was 2,185,832.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A (the "Form 10-Q/A") amends the Quarterly Report on Form 10-Q of Solitron Devices, Inc. (the "Company" or "Solitron") for the quarterly period ended August 31, 2014, which was originally filed with the Securities and Exchange Commission (the "SEC") on October 15, 2014 (the "Original Form 10-Q"). This Form 10-Q/A is being filed: to restate the financial statements to correct an error of approximately $449,000 in the recorded value of one device in the Company's work in process inventory; to make corresponding adjustments, including to the Company's total assets, cost of sales and net income; and to amend related disclosures, including its disclosure controls and procedures. For more information on the restatement, please refer to Note 2 of the Notes to Condensed Financial Statements and Part I, Item 4 – Controls and Procedures.

In connection with a review of the Company's work in process inventory for the quarterly period ended November 30, 2014, the Company identified the error. The error resulted from an undetected data entry error and was not the result of any misconduct by any Company employee or management.

On January 9, 2015, the Audit Committee of the Board of Directors concluded that the Company would restate its financial statements for the quarterly period ended August 31, 2014, by filing an amendment to the Original Form 10-Q. The Audit Committee discussed these matters with management and Goldstein, Schechter, Koch, the Company's independent registered public accounting firm.

For the convenience of the reader, this Form 10-Q/A sets forth the Company's original Form 10-Q as filed with the SEC on October 15, 2014 in its entirety, as amended by, and to reflect, the restatement. No attempt has been made in this Form 10-Q/A to update other disclosures presented in the Original Form 10-Q, except as required to reflect the effects of the restatement. Accordingly, this Form 10-Q/A should be read in conjunction with the Company's filings made with the SEC subsequent to the filing of the Original Form 10-Q.

The following items have been amended as a result of this restatement:

- Part I, Item 1, Financial Statements
- Part I, Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations
- Part I, Item 4, Controls and Procedures
- Part II, Item 6, Exhibits

The Company has also restated the signature page, the certifications of our Chief Executive Officer and Chief Financial Officer in Exhibits 31 and 32 and the financial statements formatted in Extensible Business Reporting Language (XBRL) in Exhibits 101. No other sections were affected.

SOLITRON DEVICES, INC.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

SOLITRON DEVICES, INC.
CONDENSED BALANCE SHEETS
AS OF AUGUST 31, 2014 AND FEBRUARY 28, 2014

	(unaudited) August 31, 2014 As Restated	February 28, 2014
	(in thousands, except for share and per share amounts)	
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 698	$ 625
Treasury bills and certificates of deposit	6,720	6,261
Accounts receivable, less allowance for doubtful accounts of $2	385	785
Inventories, net (Note 6)	4,480	4,316
Prepaid expenses and other current assets	141	155
TOTAL CURRENT ASSETS	12,424	12,142
PROPERTY, PLANT AND EQUIPMENT, net	493	558
OTHER ASSETS	10	7
TOTAL ASSETS	$ 12,927	$ 12,707
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable – Post-petition	$ 385	$ 307
Accounts payable – Pre-petition	-	8
Customer deposits	97	94
Accrued expenses and other liabilities (Note 9)	440	605
TOTAL CURRENT LIABILITIES	922	1,014
TOTAL LIABILITIES	922	1,014
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY		
Preferred stock, $.01 par value, authorized 500,000 shares, none issued	-	-
Common stock, $.01 par value, authorized 10,000,000 shares, 2,185,832 shares issued and outstanding, net of 273,230 shares of treasury stock at Aug 31, 2014 2,177,832 shares issued and outstanding, net of 273,230 shares of treasury stock at Feb 28, 2014	23	23
Additional paid-in capital	2,749	2,743
Accumulated other comprehensive income	14	14
Retained earnings	9,494	9,188
Less treasury stock	(275)	(275)
TOTAL STOCKHOLDERS' EQUITY	12,005	11,693
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 12,927	$ 12,707

The accompanying notes are an integral part of the unaudited condensed financial statements.

SOLITRON DEVICES, INC.

CONDENSED STATEMENTS OF INCOME

FOR THE THREE AND SIX MONTHS ENDED AUGUST 31, 2014 AND AUGUST 31, 2013

(Unaudited, in thousands except for share and per share amounts)

	Three months		Six Months	
	2014 As Restated	2013	2014 As Restated	2013
Net Sales	$ 2,305	$ 2,041	$ 4,610	$ 4,317
Cost of Sales	1,667	1,547	3,481	3,217
Gross Profit	638	494	1,129	1,100
Selling, General and Administrative Expenses	386	322	722	767
Operating Income	252	172	407	333
Other income (Note 8)				
Other income	-	-	8	86
Interest Income	2	7	6	16
Total other income	2	7	14	102
Income before provision for income taxes	254	179	421	435
Provision for income taxes	(3)	(2)	(7)	(6)
Net Income	$ 251	$ 177	$ 414	$ 429
Other comprehensive income:				
Unrealized (loss)/gain on investments	1	(8)	-	2
Total comprehensive income	$ 252	$ 169	$ 414	$ 431
Income Per Share from operating income-Basic	$ .12	$ .08	$ .19	$ .15
Income Per Share from operating income-Diluted	$ .10	$ .07	$ .17	$ .14
Net Income Per Share-Basic	$ .12	$ .08	$ .19	$ .20
Net Income Per Share-Diluted	$ .10	$ .07	$ .17	$ .18
Weighted average shares outstanding-Basic	2,185,832	2,177,832	2,181,920	2,177,832
Weighted average shares outstanding-Diluted	2,410,081	2,402,491	2,406,110	2,403,041

The accompanying notes are an integral part of the unaudited condensed financial statements.

SOLITRON DEVICES, INC.

CONDENSED STATEMENTS OF CASH FLOWS
SIX MONTHS ENDED AUGUST 31, 2014 AND AUGUST 31, 2013
(Unaudited)

	2014 As Restated	2013
	(in thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 414	$ 431
Adjustments to reconcile net income to net cash provided by and (used in) operating activities:		
Depreciation and amortization	113	117
Decrease (increase) in operating assets:		
Accounts receivable	400	425
Inventories, net	(164)	(236)
Prepaid expenses and other current assets	14	17
Other assets	(3)	6
Increase (decrease) in operating liabilities:		
Accounts payable – Post-petition	78	50
Accounts payable – Pre-petition	(8)	(198)
Customer deposits	3	25
Accrued expenses	(165)	(253)
Total adjustments	268	(47)
NET CASH PROVIDED BY OPERATING ACTIVITIES	682	384
CASH FLOWS FROM INVESTING ACTIVITIES:		
Sales of Treasury Bills and Certificates of Deposit	2,777	2,340
Purchases of Treasury Bills and Certificates of Deposit	(3,236)	(3,182)
Purchases of property, plant and equipment	(47)	(128)
NET CASH (USED IN) INVESTING ACTIVITIES	(506)	(970)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Cash from exercise of employee stock options	6	-
Payment of Dividends	(109)	-
NET CASH (USED IN) FINANCING ACTIVITIES	(103)	-
Net increase/(decrease) in cash and cash equivalents	73	(586)
Cash and cash equivalents – beginning of the period	625	1,297
Cash and cash equivalents - end of the period	$ 698	$ 711

The accompanying notes are an integral part of the unaudited condensed financial statements.

SOLITRON DEVICES, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations and Activities

Solitron Devices, Inc., a Delaware corporation (the "Company" or "Solitron"), designs, develops, manufactures, and markets solid-state semiconductor components and related devices primarily for the military and aerospace markets. The Company was incorporated under the laws of the State of New York in 1959 and reincorporated under the laws of the State of Delaware in August 1987.

Basis of Presentation

The unaudited condensed financial statements have been prepared in accordance with United States generally accepted accounting principles ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements.

The unaudited condensed financial information furnished herein reflects all adjustments, consisting of normal recurring items that, in the opinion of management, are necessary for a fair presentation of the Company's financial position, results of operations and cash flows for the interim periods. The results of operations for the six months ended August 31, 2014 are not necessarily indicative of the results to be expected for the year ending February 28, 2015.

The information included in this Form 10-Q/A should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended February 28, 2014.

Cash and Cash Equivalents

Cash and cash equivalents include demand deposits and money market accounts.

Investment in Treasury Bills and Certificates of Deposit

For the quarter ended August 31, 2014, investment in treasury bills and certificates of deposit include certificates of deposit with maturities of one year or less, and is stated at market value.

All of the Company's investments are classified as available-for-sale. As they are available for current operations, they are classified as current on the balance sheets. Investments in available-for-sale securities are reported at fair value with unrecognized gains or losses, net of tax, as a component of accumulated other comprehensive income and is included as a separate component of stockholders' equity. The Company monitors its investments for impairment periodically and records appropriate reductions in carrying values when the declines are determined to be other-than-temporary.

Total Face Value as of 08/31/14 (in thousands)	
Certificates of deposit	6,720

As of August 31, 2014, contractual maturities of the Company's available-for-sale non-equity investments were as follows:

		Face value		Fair Value
		(In thousands)		
Maturing within one year	$	6,720	$	6,720

Fair Value of Financial Instruments

ASC Topic 820, “Fair Value Measurements and Disclosures”, defines “fair value” as the 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. ASC 820 also sets forth a valuation hierarchy of the inputs (assumptions that market participants would use in pricing an asset or liability) used to measure fair value. This hierarchy prioritizes the inputs into the following three levels:

Level 1. Observable inputs that reflect unadjusted quoted prices for identical assets or liabilities traded in active markets.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs that are generally unobservable. These inputs may be used with internally developed methodologies that results in management’s best estimate of fair value.

The Company’s brokered Treasury bills and certificates of deposits are subject to level 1 fair value measurement.

The carrying amounts of the Company’s short-term financial instruments, including accounts receivable, accounts payable, accrued expenses and other liabilities approximate their fair value due to the relatively short period to maturity for these instruments. The fair value of long-term debt is based on current rates at which the Company could borrow funds with similar remaining maturities, and the carrying amount of the long-term debt approximates fair value.

Accounts Receivable

Accounts receivable consists of unsecured credit extended to the Company’s customers in the ordinary course of business. The Company reserves for any amounts deemed to be uncollectible based on past collection experiences and an analysis of outstanding balances, using an allowance account. The allowance amount was $2,000 as of August 31, 2014 and February 28, 2014.

Shipping and Handling

Shipping and handling costs billed to customers are recorded in net sales. Shipping costs incurred by the Company are recorded in cost of sales.

Inventories

Inventories are stated at the lower of cost or market. Cost is determined using the "first-in, first-out" (FIFO) method. The Company buys raw material only to fill customer orders. Excess raw material is created only when a vendor imposes a minimum buy in excess of actual requirements. Such excess material will usually be utilized to meet the requirements of the customer's subsequent orders. If excess material is not utilized after two fiscal years, it is fully reserved. Any inventory item once designated as reserved is carried at zero value in all subsequent valuation activities.

The Company's inventory valuation policy is as follows:

Raw material /Work in process:	All material purchased, processed, and/or used in the last two fiscal years is valued at the lower of its acquisition cost or market. All material not purchased/used in the last two fiscal years is fully reserved.
Finished goods:	All finished goods with firm orders for later delivery are valued (material and overhead) at the lower of cost or market. All finished goods with no orders are fully reserved.
Direct labor costs:	Direct labor costs are allocated to finished goods and work in process inventory based on engineering estimates of the amount of man-hours required from the different direct labor departments to bring each device to its particular level of completion.

Revenue Recognition

Revenue is recognized in accordance with SEC Staff Accounting Bulletin No. 104, *Revenue Recognition*. This pronouncement requires that four basic criteria be met before revenue can be recognized: 1) there is evidence that an arrangement exists; 2) delivery has occurred; 3) the fee is fixed or determinable; and 4) collectability is reasonably assured. We recognize revenue upon determination that all criteria for revenue recognition have been met. The criteria are usually met at the time of product shipment. Shipping terms are generally FCA (Free Carrier) shipping point.

Financial Statement Estimates

The preparation of condensed financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates, and the differences could be material. Such estimates include depreciable life, valuation allowance, and allowance for inventory obsolescence.

Recent Accounting Pronouncements

No recent accounting pronouncements affecting the Company were issued by the Financial Accounting Standards Board or other standards-setting bodies.

2. RESTATEMENT OF FINANCIAL STATEMENTS

In connection with a review of the Company's work in process inventory for the quarterly period ended November 30, 2014, the Company identified an error of approximately $449,000 in the recorded value of one device in the Company's work in process inventory as of August 31, 2014. The error resulted from an undetected data entry error and was not the result of any misconduct by any Company employee or management. To correct this error and make the corresponding adjustments to other items in the Company's financial statements and the corresponding revisions to related disclosure, the Company determined that it must file this Form 10-Q/A to restate its previously issued condensed financial statements for the quarterly period ended August 31, 2014.

The following summarizes the impact of the restatement on the affected line items in the Condensed Balance Sheet as of August 31, 2014 (Unaudited, in thousands):

	Condensed Balance Sheet as of August 31, 2014		
	As Previously Reported	Adjustments	As Restated
Inventories, net	$ 4,929	$ (449)	$ 4,480
Total Current Assets	12,873	(449)	12,424
Total Assets	13,376	(449)	12,927
Retained Earnings	9,943	(449)	9,494
Total Stockholders' Equity	12,454	(449)	12,005
Total Liabilities and Stockholders' Equity	13,376	(449)	12,927

The following summarizes the impact of the restatement on the affected line items in the Condensed Statements of Income for the three and six months ended August 31, 2014 (Unaudited, in thousands except for per share amounts):

	Condensed Statement of Income for the Three Months Ended August 31, 2014		
	As Previously Reported	Adjustments	As Restated
Cost of Sales	$ 1,218	$ 449	$ 1,667
Gross Profit	1,087	(449)	638
Operating Income	701	(449)	252
Income before provision for income taxes	703	(449)	254
Net income	700	(449)	251
Total comprehensive income	701	(449)	252
Income Per Share from operating income - Basic	.32	(.20)	.12
Income Per Share from operating income - Diluted	.29	(.19)	.10
Net Income Per Share - Basic	.32	(.20)	.12
Net Income Per Share - Diluted	.29	(.19)	.10

	Condensed Statement of Income for the Six Months Ended August 31, 2014		
	As Previously Reported	Adjustments	As Restated
Cost of Sales	$ 3,032	$ 449	$ 3,481
Gross Profit	1,578	(449)	1,129
Operating Income	856	(449)	407
Income before provision for income taxes	870	(449)	421
Net income	863	(449)	414
Total comprehensive income	863	(449)	414
Income Per Share from operating income - Basic	.39	(.20)	.19
Income Per Share from operating income - Diluted	.36	(.19)	.17
Net Income Per Share - Basic	.40	(.21)	.19
Net Income Per Share - Diluted	.36	(.19)	.17

The following summarizes the impact of the restatement on the affected line items in the Condensed Statements of Cash Flows for the six months ended August 31, 2014 (Unaudited, in thousands):

	Condensed Statements of Cash Flow for Six Months Ended August 31, 2014		
	As Previously Reported	Adjustments	As Restated
Cash Flows from Operating Activities:			
Net income	$ 863	$ (449)	$ 414
Inventories, net	(613)	449	(164)
Total Adjustments	(181)	449	268

3. ENVIRONMENTAL REGULATION

While the Company believes that it has the environmental permits necessary to conduct its business and that its operations conform to present environmental regulations, increased public attention has been focused on the environmental impact of semiconductor manufacturing operations. The Company, in the conduct of its manufacturing operations, has handled and does handle materials that are considered hazardous, toxic or volatile under federal, state and local laws and, therefore, is subject to regulations related to their use, storage, discharge and disposal. No assurance can be made that the risk of accidental release of such materials can be completely eliminated. In the event of a violation of environmental laws, the Company could be held liable for damages and the costs of remediation. In addition, the Company, along with the rest of the semiconductor industry, is subject to variable interpretations and governmental priorities concerning environmental laws and regulations.

Environmental statutes have been interpreted to provide for joint and several liability and strict liability regardless of actual fault. There can be no assurance that the Company will not be required to incur costs to comply with, or that the operations, business or financial condition of the Company will not be materially adversely affected by current or future environmental laws or regulations.

4. ENVIRONMENTAL LIABILITIES

In November 2013, the Company was named as a defendant in a Third Party Complaint filed in the United States District Court for the Northern District of New York. The Plaintiff in the lawsuit, the Clarkstown Landfill Joint Defense Group ("JDG"), alleged that the Company was liable for an equitable share of the JDG's settlement payment to the New York State Department of Environmental Conservation ("NYSDEC") in connection with response costs incurred by NYSDEC to remediate the Clarkstown Landfill Site, located in Clarkstown, New York. On May 23, 2014, the Company obtained an order from the United States Bankruptcy Court for the Southern District of Florida ("Court") finding that the JDG's claim against the Company was derivative of NYSDEC's claim, and that NYSDEC's claim had been discharged in the Court's Final Order Confirming Debtor's Fourth Amended Plan of Reorganization, entered on August 19, 1993. On June 2, 2014, the JDG filed a Notice of Voluntary Dismissal of its lawsuit against the Company.

5. EARNINGS PER SHARE

The shares used in the computation of the Company's basic and diluted earnings per common share were as follows:

	For the three months ended August 31,		For the six months ended August 31,	
	2014	2013	2014	2013
Weighted average common shares outstanding	2,185,832	2,177,832	2,181,920	2,177,832
Dilutive effect of employee stock options	224,249	224,659	224,190	225,209
Weighted average common shares outstanding, assuming dilution	2,410,081	2,402,491	2,406,110	2,403,041

Weighted average common shares outstanding, assuming dilution, include the incremental shares that would be issued upon the assumed exercise of stock options. For the three-month and six month periods ended August 31, 2014 and August 31, 2013 respectively, 0 and 12,300 shares underlying the Company's stock options were excluded from the calculation of diluted earnings per share because the exercise prices of the stock options were greater than or equal to the average price of the common shares, and therefore their inclusion would have been anti-dilutive.

These options could be dilutive in the future if the average share price increases and is greater than the exercise price of these options.

6. INVENTORIES

As of August 31, 2014, inventories consist of the following:

	Gross As Restated	Reserve	Net As Restated
Raw Materials	$ 2,060,000	$ (447,000)	$ 1,613,000
Work-In-Process	3,645,000	(1,299,000)	2,346,000
Finished Goods	1,232,000	(711,000)	521,000
Totals	$ 6,937,000	$(2,457,000)	$ 4,480,000

As of February 28, 2014, inventories consist of the following:

	Gross	Reserve	Net
Raw Materials	$ 1,878,000	$ (447,000)	$ 1,431,000
Work-In-Process	3,103,000	(1,292,000)	1,811,000
Finished Goods	1,782,000	(708,000)	1,074,000
Totals	$ 6,763,000	$(2,447,000)	$ 4,316,000

7. INCOME TAXES

At August 31, 2014, the Company has net operating loss carryforwards of approximately $13,380,000 that expire through 2031. Such net operating losses are available to offset future taxable income, if any. As the utilization of such net operating losses for tax purposes is not assured, the deferred tax asset has been fully reserved through the recording of a 100% valuation allowance. Should a cumulative change in the ownership of more than 50% occur within a three-year period, there could be an annual limitation on the use of the net operating loss carryforwards.

Total net deferred taxes are comprised of the following at August 31, 2014 and February 28, 2014:

Deferred Tax Asset (Liability):	8/31/14	2/28/14
Current		
Allowance for doubtful accounts	$ 1,000	$ 1,000
Inventory allowance	934,000	930,000
Section 263A capitalized costs	246,000	246,000
Total current deferred tax assets	1,181,000	1,177,000
Valuation allowance	(1,181,000)	(1,177,000)
	$ 0	$ 0
Long-term		
Loss carryforwards	$ 4,978,000	$ 5,309,000
Depreciation	(32,000)	(46,000)
Total long-term deferred tax assets	4,946,000	5,263,000
Valuation allowance	(4,946,000)	(5,263,000)
	$ 0	$ 0

The change in the valuation allowance on deferred tax assets is due principally to the utilization of the net operating loss for the period ended August 31, 2014 and the year ended February 28, 2014. A reconciliation of the U.S. federal statutory tax rate to the Company's effective tax rate for the quarter ended August 31, 2014 and for the year ended February 28, 2014 is as follows:

	8/31/14	2/28/14
U.S. federal statutory rate	34.0%	34.0%
Change in valuation allowance	(34.0)	(34.0)
Alternative minimum taxes	1.0	1.0
Effective income tax rate	1.0%	1.0%

8. OTHER INCOME

The $2,000 of other income reflected in the unaudited condensed statements of income for the quarter ended August 31, 2014 consists of interest income on investment in treasury bills and certificates of deposit. The $7,000 of other income reflected in the unaudited condensed statements of income for the quarter ended August 31, 2013 consists of $7,000 of interest income on investment in treasury bills and certificates of deposit.

9. ACCRUED EXPENSES AND OTHER LIABILITIES

As of August 31, 2014 and February 28, 2014, accrued expenses and other liabilities consisted of the following:

	8/31/14	2/28/14
Payroll and related employee benefits	$387,000	$539,000
Income taxes	13,000	15,000
Property taxes	29,000	7,000
Other liabilities	11,000	44,000
	$440,000	$605,000

10. EXPORT SALES AND MAJOR CUSTOMERS

Revenues from domestic and export sales to unaffiliated customers for the three months ended August 31, 2014 are as follows:

Geographic Region	Power Transistors	Hybrids	Field Effect Transistors	Power MOSFETS	Totals
Europe and Australia	$0	$453,000	$0	$0	$453,000
Far East and Middle East	4,000	0	3,000	194,000	201,000
United States	337,000	788,000	51,000	475,000	1,651,000
Totals	$341,000	$1,241,000	$54,000	$669,000	$2,305,000

Revenues from domestic and export sales to unaffiliated customers for the three months ended August 31, 2013 are as follows:

Geographic Region	Power Transistors	Hybrids	Field Effect Transistors	Power MOSFETS	Totals
Europe and Australia	$7,000	$63,000	$0	$18,000	$88,000
Canada and Latin America	7,000	0	3,000	0	10,000
Far East and Middle East	6,000	0	1,000	98,000	105,000
United States	389,000	873,000	99,000	477,000	1,838,000
Totals	$409,000	$936,000	$103,000	$593,000	$2,041,000

Revenues from domestic and export sales are attributed to global geographic region according to the location of the customer's primary manufacturing or operating facilities.

For the quarter ended August 31, 2014, sales to the Company's top two customers consisted of the following:

Customer	% of Sales
Raytheon Company	46%
BAE Systems Australia	20%
	66%

For the quarter ended August 31, 2013, sales to the Company's top two customers consisted of the following:

Customer	% of Sales
Raytheon Company	49%
Lockheed Martin Corporation	11%
	60%

11. MAJOR SUPPLIERS

For the quarter ended August 31, 2014, purchases from the Company's top two vendors consisted of the following:

Vendor	% of Purchases
Egide, USA	29%
Wuxi Streamtek Ltd.	12%
	41%

For the quarter ended August 31, 2013, purchases from the Company's top two vendors consisted of the following:

Vendor	% of Purchases
Egide, USA	44%
Air Products, Inc.	9%
	53%

12. COMMITMENTS AND CONTINGENCIES

Future minimum lease payments for the Company's manufacturing facility are as follows:

Fiscal Year Ending February 28/29	Amount
2015	203,000
2016	415,000
2017	428,000
2018	441,000
2019	454,000
2020	468,000
2021	482,000
2022	411,000
	$3,302,000

13. PAYMENT OF DIVIDEND

On June 24, 2014, the Company paid a cash dividend of $.05 per share of common stock to stockholders of record as of the close of business on June 9, 2014. The Company had previously recorded a $109,000 liability for dividends payable on its May 31, 2014 balance sheet.

14. SUBSEQUENT EVENT

Lease of Manufacturing Facility

On October 6, 2014, the Company extended its lease for the occupancy and use of its 47,000 square foot facility located at 3301 Electronics Way, West Palm Beach, Florida 33407. The lease extension is for five years beginning on January 1, 2017 and ending on December 31, 2021. The Company has the option to extend the term of the lease for an additional five years beginning on January 1, 2022 and ending on December 31, 2026. Also, in connection with the extension, the landlord waived the rent for the month of October 2014.

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

Overview:

Solitron Devices, Inc., a Delaware corporation (the "Company" or "Solitron"), designs, develops, manufactures and markets solid-state semiconductor components and related devices primarily for the military and aerospace markets. The Company manufactures a large variety of bipolar and metal oxide semiconductor ("MOS") power transistors, power and control hybrids, junction and power MOS field effect transistors and other related products. Most of the Company's products are custom made pursuant to contracts with customers whose end products are sold to the United States government. Other products, such as Joint Army/Navy transistors, diodes and Standard Military Drawings voltage regulators, are sold as standard or catalog items.

The following discussion and analysis of factors which have affected the Company's financial position and operating results during the periods included in the accompanying unaudited condensed financial statements should be read in conjunction with the Financial Statements and the related Notes to Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations included in the Company's Annual Report on Form 10-K for the year ended February 28, 2014 and the unaudited Condensed Financial Statements and the related Notes to Condensed Financial Statements included in Item 1 of this Quarterly Report on Form 10-Q/A.

Significant Accounting Policies:

The discussion and analysis of our financial condition and results of operations are based upon the unaudited condensed financial statements included in Item 1 of this Quarterly Report on Form 10-Q/A, which are prepared in accordance with accounting principles generally accepted in the United States. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management's application of accounting policies. Our critical accounting policies include cash and cash equivalents, investment in Treasury bills and certificates of deposit, accounts receivable, shipping and handling, and inventories. A discussion of all of these critical accounting policies can be found in Note 1 of the "Notes To Financial Statements" in Item 8 of our Annual Report on Form 10-K for the fiscal year ended February 28, 2014.

Trends and Uncertainties:

During the three months ended August 31, 2014, the Company's book-to-bill ratio was approximately .43 as compared to approximately 1.14 for the three months ended August 31, 2013, reflecting a decrease in the volume of orders booked. The Company does not believe that, in most years, the year-to-year change in the book-to-bill ratio indicates a specific trend in the demand for the Company's products. Generally, the intake of orders over the last twenty four months has varied greatly as a result of the fluctuations in the general economy, variations in defense spending on programs the Company supports, and the timing of contract awards by the Department of Defense and subsequently by its prime contractors, which is expected to continue over the next twelve to twenty four months. These fluctuations are best demonstrated by the fact that during October 2014, the Company received an order increase of $1,355,000. The Company continues to identify means intended to reduce its variable manufacturing costs to offset the potential impact of low volume of orders to be shipped. However, should order intake fall drastically in the coming periods, the Company might be required to implement further cost cutting or other downsizing measures to continue profitable business operations.

Inventories

Inventories are stated at the lower of cost or market. Cost is determined using the "first-in, first-out" (FIFO) method. The Company buys raw material only to fill customer orders. Excess raw material is created only when a vendor imposes a minimum buy in excess of actual requirements. Such excess material will usually be utilized to meet the requirements of the customer's subsequent orders. If excess material is not utilized after two fiscal years it is fully reserved. Any inventory item once designated as reserved is carried at zero value in all subsequent valuation activities.

The Company's inventory valuation policy is as follows:

Raw material /Work in process:	All material purchased, processed and/or used in the last two fiscal years is valued at the lower of its acquisition cost or market. All material not purchased/used in the last two fiscal years is fully reserved for.
Finished goods:	All finished goods with firm orders for later delivery are valued (material and overhead) at the lower of cost or market. All finished goods with no orders are fully reserved.
Direct labor costs:	Direct labor costs are allocated to finished goods and work in process inventory based on engineering estimates of the amount of man hours required from the different direct labor departments to bring each device to its particular level of completion.

Results of Operations

As discussed in Note 2 to the interim Unaudited Condensed Financial Statements, we have restated our previously issued financial statements as of and for the three and six months ended August 31, 2014. Accordingly, this Management's Discussion and Analysis of Financial Condition and Results of Operations has been revised for the effects of the restatement.

Results of Operations-Three Months Ended August 31, 2014 Compared to Three Months Ended August 31, 2013:

Net sales for the three months ended August 31, 2014 increased 13% to $2,305,000 as compared to $2,041,000 for the three months ended August 31, 2013. This increase was primarily attributable to an increase in the value of orders that were shipped in accordance with customer requirements.

Cost of sales for the three months ended August 31, 2014 increased to $1,667,000 from $1,547,000 for the three months ended August 31, 2013, due primarily to higher net sales. Expressed as a percentage of sales, cost of sales decreased to 72% as compared to 76% for the three months ended August 31, 2013 due primarily to lower raw material costs as a result of precious metal recovery and increased efficiency in manufacturing.

Gross profit for the three months ended August 31, 2014 increased to $638,000 from $494,000 for the three months ended August 31, 2013, due primarily to higher net sales and lower raw material costs as a result of precious metal recovery and increased efficiency in manufacturing. Accordingly, gross margins on the Company's sales increased to 28% for the three months ended August 31, 2014 in comparison to 24% for the three months ended August 31, 2013.

For the three months ended August 31, 2014, the Company shipped 21,294 units as compared to 30,191 units shipped during the same period of the prior year. It should be noted that since the Company manufactures a wide variety of products with an average sales price ranging from less than one dollar to several hundred dollars, such periodic variations in the Company's volume of units shipped should not be regarded as a reliable indicator of the Company's performance.

For the three months ended August 31, 2014, the Company's backlog of open orders increased 10% to $6,749,000 as compared to the backlog of open orders of $6,127,000 as of August 31, 2013. Changes in backlog reflect changes in the intake of orders and in the delivery requirements of customers.

The Company has experienced a decrease of 57% to $996,000 in the level of bookings during the three months ended August 31, 2014 as compared to the same period in the prior year. The decrease in bookings for the three months ended August 31, 2014 is principally a result of a decrease in the placement of orders by key customers, resulting in a decrease in the monetary value of, and timing differences in, the placement of contracts by the Department of Defense and its prime contractors.

Selling, general, and administrative expenses increased to $386,000 for the three months ended August 31, 2014 from $322,000 for the same period in the prior year. The increase reflects higher sales wages, sales travel, sales commissions and professional fees. During the three months ended August 31, 2014, selling, general, and administrative expenses as a percentage of net sales increased to 17% as compared to 16% for the three months ended August 31, 2013.

Operating income for the three months ended August 31, 2014 increased to $252,000 as compared to $172,000 for the three months ended August 31, 2013. This increase is due primarily to higher net sales and to lower raw material costs due to precious metal recovery and increased efficiency in manufacturing.

The Company recorded other income of $2,000 for the three months ended August 31, 2014 as compared to $7,000 for the three months ended August 31, 2013. Other income for the three months ended August 31, 2014 represents $2,000 of interest income on investment in treasury bills and certificates of deposit. Other income for the three months ended August 31, 2013 represents $7,000 of interest income on investment in treasury bills and certificates of deposit.

Net income for the three months ended August 31, 2014 increased to $251,000 as compared to $177,000 for the same period in 2013. This increase is due primarily to higher net sales, lower raw material costs due to precious metal recovery, and increased efficiency in manufacturing as described above.

<u>Results of Operations-Six Months Ended August 31, 2014 Compared to Six Months Ended August 31, 2013</u>:

Net sales for the six months ended August 31, 2014 increased 7% to $4,610,000 as compared to $4,317,000 for the six months ended August 31, 2013. This increase was primarily attributable to an increase in the value of orders that were shipped in accordance with customer requirements.

Cost of sales for the six months ended August 31, 2014 increased to $3,481,000 from $3,217,000 for the six months ended August 31, 2013 due primarily to higher net sales. Expressed as a percentage of sales, cost of sales increased to 76% as compared to 75% for the three months ended August 31, 2013 due primarily to higher raw material costs.

Gross profit for the six months ended August 31, 2014 increased to $1,129,000 from $1,100,000 for the six months ended August 31, 2013, due primarily to higher net sales. Gross margins on the Company’s sales decreased to 24% as compared to 25% for the same period in 2013.

For the six months ended August 31, 2014, the Company shipped 44,876 units as compared to 56,021 units shipped during the same period of the prior year. It should be noted that since the Company manufactures a wide variety of products with an average sales price ranging from less than one dollar to several hundred dollars, such periodic variations in the Company’s volume of units shipped should not be regarded as a reliable indicator of the Company’s performance.

For the six months ended August 31, 2014, the Company’s backlog of open orders decreased 17% to $6,749,000 as compared to the backlog of open orders of $8,170,000 as of February 28, 2014. The Company’s backlog of $6,749,000 as of August 31, 2014 was 10% higher as compared to the backlog of open orders of $6,127,000 as of August 31, 2013. Changes in backlog resulted from changes in the intake of orders and in the delivery dates required by customers.

The Company has experienced an increase of 15% to $3,190,000 in the level of bookings during the six months ended August 31, 2014 when compared with the six months ended August 31, 2013. The increase occurred principally as a result of an increase in the placement of orders by key customers, resulting in an increase in the monetary value of, and timing differences in, the placement of contracts by the Department of Defense and its prime contractors.

Selling, general, and administrative expenses decreased to $722,000 for the six months ended August 31, 2014 from $767,000 for the same period in the prior year, primarily due to lower legal fees associated with a shareholder lawsuit and lower expenses associated with our annual meeting offset by increased sales wages, sales travel and sales commissions. During the six months ended August 31, 2014, selling, general, and administrative expenses as a percentage of net sales decreased to 16% as compared to 18% for the six months ended August 31, 2013.

Operating income for the six months ended August 31, 2014 increased to $407,000 from $333,000 for the six months ended August 31, 2013. This increase is due primarily to higher net sales and lower selling, general and administrative expenses.

The Company recorded other income of $14,000 for the six months ended August 31, 2014 as compared to other income of $102,000 for the six months ended August 31, 2013. Included in other income for the six months ended August 31, 2014 was $8,000 of income from relief of obligation related to the Company’s 1992 bankruptcy proceedings and $6,000 of interest income on investment in treasury bills and certificates of deposit. Included in other income for the six months ended August 31, 2013 was $90,000 of income from cancellation of debt and $16,000 of interest income on investment in treasury bills and certificates of deposit partially offset by $4,000 of other expense.

Net income for the six months ended August 31, 2014 decreased to $414,000 from $429,000 for the same period in 2013. This decrease is due primarily to a decrease in other income offset by higher net sales.

Liquidity and Capital Resources:

Operating Activities:
Net cash provided by operating activities was $682,000 for the six months ended August 31, 2014 primarily reflecting net income of $414,000, depreciation of $113,000, and accounts receivables of $400,000 offset by an increase in inventory of $164,000.

Net cash provided by operating activities was $384,000 for the six months ended August 31, 2013 primarily reflecting net income of $431,000, depreciation of $117,000, and accounts receivables of $425,000 offset by an increase in inventory of $236,000.

Investing Activities:
Net cash used in investing activities was $506,000 for the six months ended August 31, 2014 primarily reflecting $2,777,000 in sales of treasury bills and certificates of deposit, $3,236,000 in investments in certificates of deposit and $47,000 in purchases of property, plant and equipment.

Net cash used in investing activities was $970,000 for the six months ended August 31, 2013 primarily reflecting $2,340,000 in sales of treasury bills and certificates of deposit, $3,182,000 in investments in certificates of deposit and $128,000 in purchases of property, plant and equipment.

Financing Activities:
Net cash used in financing activities was $103,000 for the six months ended August 31, 2014 primarily reflecting a $109,000 dividend paid to shareholders offset by $6,000 from stock option exercises by the Company's employees.

There was no net cash used in financing activities for the six months ended August 31, 2013.

Subject to the following discussion, the Company expects its sole source of liquidity over the next twelve months to be cash from operations. The Company anticipates that its capital expenditures required to sustain operations will be approximately $300,000 during the next twelve months and will be funded from operations.

Based upon (i) management's best information as to current national defense priorities, future defense programs, as well as management's expectations as to future defense spending, (ii) the market trends signaling a declining level of bookings, but with an increase in the cost of raw materials, if precious metal recovery cannot be utilized, an increase in the cost of operations that will result in the potential erosion of profit levels and continued price pressures due to more intense competition, and (iii) the continued competition in the defense and aerospace market, the Company believes that it will have sufficient cash on hand to satisfy its operating needs during the next twelve months with cash from operations. However, due to the level of current backlog, projected new order intake, the status of the general economy and the shift to Commercial Off –The-Shelf (COTS) by the defense industry, the Company might be required to take cost cutting and productivity enhancing activity to assure its continued profitability.

Over the long-term, based on these factors and at the current level of bookings, costs of raw materials and services, profit margins and sales levels, the Company believes that it will generate sufficient cash from operations to satisfy its operating needs over the next twelve months. In the event that bookings in the long-term decline significantly below the level experienced during the previous two fiscal years, the Company may be required to implement further cost-cutting or other downsizing measures to continue its business operations. Such cost-cutting measures could inhibit future growth prospects. In appropriate situations, the Company may seek strategic alliances, joint ventures with others or acquisitions in order to maximize marketing potential and utilization of existing resources to provide further opportunities for growth.

At August 31, 2014, February 28, 2014 and August 31, 2013, the Company had cash of approximately $698,000, $625,000 and $711,000, respectively. The cash increase for the six months ended August 31, 2014 was primarily due to net income.

At August 31, 2014, February 28, 2014 and August 31, 2013, the Company had investments in treasury bills and certificates of deposit of approximately $6,720,000, $6,261,000 and $6,015,000, respectively.

At August 31, 2014, the Company had working capital of $11,502,000 as compared with a working capital at August 31, 2013 of $10,594,000. At February 28, 2014, the Company had a working capital of $11,128,000. The $374,000 increase for the six months ended August 31, 2014 was due primarily to the $414,000 of net income for the period.

Off-Balance Sheet Arrangements:

The Company has not engaged in any off-balance sheet arrangements.

Forward Looking Statements:

Some of the statements in this Quarterly Report on Form 10-Q/A are "forward-looking statements," as that term is defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements include statements regarding our business, financial condition, results of operations, strategies or prospects. You can identify forward-looking statements by the fact that these statements do not relate strictly to historical or current matters. Rather, forward-looking statements relate to anticipated or expected events, activities, trends or results. Because forward-looking statements relate to matters that have not yet occurred, these statements are inherently subject to risks and uncertainties. Many factors could cause our actual activities or results to differ materially from the activities and results anticipated in forward-looking statements. These factors include those described under the caption "Risk Factors" in our Annual Report on Form 10-K for the year ended February 28, 2014, including those identified below. We do not undertake any obligation to update forward-looking statements, except as required by law.

Some of the factors that may impact our business, financial condition, results of operations, strategies or prospects include:

- Our complex manufacturing processes may lower yields and reduce our revenues.
- Our business could be materially and adversely affected if we are unable to obtain qualified supplies of raw materials, parts and finished components on a timely basis and at a cost-effective price.
- We are dependent on government contracts, which are subject to termination, price renegotiations and regulatory compliance, which can increase the cost of doing business and negatively impact our revenues.
- Changes in government policy or economic conditions could negatively impact our results.
- Our inventories may become obsolete and other assets may be subject to risks.
- Environmental regulations could require us to incur significant costs.
- Our business is highly competitive, and increased competition could reduce gross profit margins and the value of an investment in our Company.
- Downturns in the business cycle could reduce the revenues and profitability of our business.
- Our operating results may decrease due to the decline of profitability in the semiconductor industry.
- Uncertainty of current economic conditions, domestically and globally, could continue to affect demand for our products and negatively impact our business.
- Cost reduction efforts may be unsuccessful or insufficient to improve our profitability and may adversely impact productivity.
- We may not achieve the intended effects of our new business strategy, which could adversely impact our business, financial condition and results of operations.
- Our inability to introduce new products could result in decreased revenues and loss of market share to competitors; new technologies could also reduce the demand for our products.
- Loss of, or reduction of business from, substantial clients could hurt our business by reducing our revenues, profitability and cash flow.
- A shortage of three-inch silicon wafers could result in lost revenues due to an inability to build our products.
- The nature of our products exposes us to potentially significant product liability risk.
- Our failure to remediate the material weakness in our internal control over financial reporting or our identification of any other material weaknesses in the future may adversely affect the accuracy and timing of our financial reporting.
- We depend on the recruitment and retention of qualified personnel, and our failure to attract and retain such personnel could seriously harm our business.

- Provisions in our charter documents and rights agreement could make it more difficult to acquire our Company and may reduce the market price of our stock.
- Natural disasters, like hurricanes, or occurrences of other natural disasters whether in the United States or internationally may affect the markets in which our common stock trades, the markets in which we operate and our profitability.

- Failure to protect our proprietary technologies or maintain the right to use certain technologies may negatively affect our ability to compete.
- We cannot promise that we will have sufficient capital resources to make necessary investments in manufacturing technology and equipment.
- We may make substantial investments in plant and equipment that may become impaired.
- While we attempt to monitor the credit worthiness of our customers, we may be at risk due to the adverse financial condition of one or more customers.
- Our international operations expose us to material risks, including risks under U.S. export laws.
- Security breaches and other disruptions could compromise the integrity of our information and expose us to liability, which could cause our business and reputation to suffer.
- The price of our common stock has fluctuated widely in the past and may fluctuate widely in the future.
- Compliance with new regulations regarding the use of “conflict minerals” could limit the supply and increase the cost of certain metals used in manufacturing our products.

ITEM 4. CONTROLS AND PROCEDURES

Our Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") that are designed to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management was required to apply its judgment in evaluating and implementing possible controls and procedures.

At the time that the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 31, 2014 was originally filed, the Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of the Company's disclosure controls and procedures and concluded that as of the end of such period, the Company's disclosure controls and procedures were effective.

In connection with the restatement of the financial statements discussed above in Note 2 of the Notes to Condensed Financial Statements in Item 1 of this Form 10-Q/A, the Company's Chief Executive Officer and Chief Financial Officer reevaluated the Company's disclosure controls and procedures. Based on that reevaluation and solely as a result of the material weakness in the Company's internal control over financial reporting described below, the Company's Chief Executive Officer and Chief Financial Officer have now concluded that the Company's disclosure controls and procedures were not effective as of August 31, 2014.

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.

Notwithstanding the material weakness that existed at August 31, 2014, management believes that the Company's restated condensed financial statements and other financial information included in this report, fairly represent, in all material respects in accordance with GAAP, the Company's financial condition, results of operations and cash flows as of and for the periods presented in this report.

Material Weakness

In connection with the matters described above, the Company's management identified and reported to the Audit Committee the following control deficiency in the Company's internal control over financial reporting as of August 31, 2014:

- The Company concluded that certain controls over period-end inventory accounting did not operate with sufficient precision. Specifically, a misstatement was detected relating to inventory valuation as a result of an undetected data entry error with respect to the cost per unit of one device that was manually entered and applied to all the units of such device in work in process inventory as of August 31, 2014. The manual input of the quantity of units on hand and the cost entry per unit was not verified by a second person. This control deficiency resulted in misstatements of the Company's work in process inventory and as a result of other items, including total assets, cost of sales and net income. This control deficiency could result in further misstatement to the valuation of work in process inventory that would result in material misstatement to future annual or interim condensed financial statements that would not be prevented or detected. Accordingly, management has concluded that this control efficiency constitutes a material weakness.

Remediation Plan

Management and the Board of Directors are committed to the continued improvement of the Company's overall system of internal control over financial reporting. Management believes the remediation measure described below will remediate the identified control deficiency and strengthen the Company's internal control over financial reporting.

Management has implemented the following measures to remediate the internal control deficiency:

- The review and verification of all manually entered data with respect to the valuation of work in process inventory by second person with an appropriate level of accounting knowledge, experience and training; and
- Automatic data/price verification procedures such as the lower of cost or market value testing.

Management is also in the process of identifying any additional measures that may result in additional remediation measures that will be implemented, including measures relating to the Company's training and oversight policies.

Changes in Internal Control over Financial Reporting

Other than as noted above in this Item 4, there has been no change in the Company's internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) that occurred during the quarter covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II– OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We may from time to time become a party to various legal proceedings arising in the ordinary course of business.

As previously discussed in this Form 10-Q/A (Note 4), in November 2013, the Company was named as a defendant in a Third Party Complaint filed in the United States District Court for the Northern District of New York. The Plaintiff in the lawsuit, the Clarkstown Landfill Joint Defense Group ("JDG"), alleged that the Company was liable for an equitable share of the JDG's settlement payment to the New York State Department of Environmental Conservation ("NYSDEC") in connection with response costs incurred by NYSDEC to remediate the Clarkstown Landfill Site, located in Clarkstown, New York. On May 23, 2014, the Company obtained an order from the United States Bankruptcy Court for the Southern District of Florida ("Court") finding that the JDG's claim against the Company was derivative of NYSDEC's claim, and that NYSDEC's claim had been discharged in the Court's Final Order Confirming Debtor's Fourth Amended Plan of Reorganization, entered on August 19, 1993. On June 2, 2014, the JDG filed a Notice of Voluntary Dismissal of its lawsuit against the Company.

As of the filing date of this report, we had no known material current, pending, or threatened litigation.

ITEM 6. <u>EXHIBITS</u>

Exhibits

31 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*

32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**

101.INS* XBRL Instance Document

101.SCH* XBRL Taxonomy Extension Schema

101.CAL* XBRL Taxonomy Extension Calculation Linkbase

101.DEF* XBRL Taxonomy Extension Definition Linkbase

101.LAB* XBRL Taxonomy Label Linkbase

101.PRE* XBRL Taxonomy Presentation Linkbase

* Filed herewith

** Furnished herewith

SIGNATURES

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

SOLITRON DEVICES, INC.

Date: January 9, 2015

/s/ Shevach Saraf

Shevach Saraf
Chairman, President,
Chief Executive Officer,
Treasurer and
Chief Financial Officer
(Principal Executive and
Financial Officer)

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
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101.LAB*	XBRL Taxonomy Label Linkbase
101.PRE*	XBRL Taxonomy Presentation Linkbase

*	Filed herewith

**	Furnished herewith

Exhibit 31

CERTIFICATION

I, Shevach Saraf, Chairman, President, Chief Executive Officer, Treasurer and Chief Financial Officer of Solitron Devices, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Solitron Devices, Inc.;

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

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

4. 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 have:

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

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my 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 my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

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

5. I have disclosed, based on my 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: January 9, 2015

/s/ Shevach Saraf

Shevach Saraf
Chairman, President,
Chief Executive Officer,
Treasurer and
Chief Financial Officer
(Principal Executive and
Financial Officer)

Exhibit 32

Certification Required by 18 U.S.C. Section 1350
(as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Quarterly Report of Solitron Devices, Inc. (the “Company”) on Form 10-Q/A for the period ended August 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Shevach Saraf, as Chairman, President, Chief Executive Officer, Treasurer and Chief Financial Officer of Solitron Devices, Inc., certify, pursuant to 18 U.S.C. Section 1350 (as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002), that to my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; 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: January 9, 2015

/s/ Shevach Saraf
Shevach Saraf
Chairman, President,
Chief Executive Officer,
Treasurer and Chief Financial Officer
(Principal Executive and
Financial Officer)