MERIDIAN BIOSCIENCE INC
Form 10-Q
May 12, 2014
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

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

For the Quarterly Period Ended March 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 number 0-14902

MERIDIAN BIOSCIENCE, INC.

Incorporated under the laws of Ohio

31-0888197

(I.R.S. Employer Identification No.)

3471 River Hills Drive

Cincinnati, Ohio 45244

(513) 271-3700

Indicate by a 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 ¨

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 ¨

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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	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 x

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

Class	Outstanding April 30, 2014
Common Stock, no par value	41,555,911

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MERIDIAN BIOSCIENCE, INC. AND SUBSIDIARIES

TABLE OF CONTENTS TO QUARTERLY REPORT ON FORM 10-Q

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements. The Private Securities Litigation Reform Act of 1995 provides a safe harbor from civil litigation for forward-looking statements accompanied by meaningful cautionary statements. Except for historical information, this report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, which may be identified by words such as estimates , anticipates , projects , plans , seeks , may , will , expects , intends , believes , should and similar expressions or the negative versions thereof and which also may be identified by their context. Such statements, whether expressed or implied, are based upon current expectations of the Company and speak only as of the date made. The Company assumes no obligation to publicly update or revise any forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied therein will not be realized. These statements are subject to various risks, uncertainties and other factors that could cause actual results to differ materially, including, without limitation, the following: Meridian s continued growth depends, in part, on its ability to introduce into the marketplace enhancements of existing products or new products that incorporate technological advances, meet customer requirements and respond to products developed by Meridian s competition, and its ability to effectively sell such products. While Meridian has *introduced a number of internally developed products, there can be no assurance that it will be successful in the future in introducing such products on a timely basis. Meridian relies on proprietary, patented and licensed technologies, and the Company s ability to protect its intellectual property rights, as well as the potential for intellectual property litigation, would impact its results. Ongoing consolidations of reference laboratories and formation of multi-hospital alliances may cause adverse changes to pricing and distribution. Recessionary pressures on the economy and the markets in which our customers operate, as well as adverse trends in buying patterns from customers can change expected results. Costs and difficulties in complying with laws and regulations, including those administered by the United States Food and Drug Administration, can result in unanticipated expenses and delays and interruptions to the sale of new and existing products. The international scope of Meridian s operations, including changes in the relative strength or weakness of the U.S. dollar and general economic conditions in foreign countries, can impact results and make them difficult to predict. One of Meridian s growth strategies is the acquisition of companies and product lines. There can be no assurance that additional acquisitions will be consummated or that, if consummated, will be successful and the acquired businesses will be successfully integrated into Meridian s operations. There may be risks that acquisitions may disrupt operations and may pose potential difficulties in employee retention and there may be additional risks with respect to Meridian s ability to recognize the benefits of acquisitions, including potential synergies and cost savings or the failure of acquisitions to achieve their plans and objectives. The Company cannot predict the possible impact of U.S. healthcare legislation enacted in 2010 the Patient Protection and Affordable Care Act, as amended by the Healthcare and Education Reconciliation Act and any modification or repeal of any of the provisions thereof, and any similar initiatives in other countries on its results of operations. In addition to the factors described in this paragraph, Part I, Item 1A Risk Factors of our Form 10-K contains a list and description of uncertainties, risks and other matters that may affect the Company.*

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

MERIDIAN BIOSCIENCE, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Operations (Unaudited)

(in thousands, except per share data)

	Three Months Ended March 31,		Six Months Ended March 31,	
	2014	2013	2014	2013
NET REVENUES	$ 50,134	$ 47,265	$ 94,928	$ 92,616
COST OF SALES	18,541	16,522	35,328	33,077
GROSS PROFIT	31,593	30,743	59,600	59,539
OPERATING EXPENSES				
Research and development	3,186	2,811	6,039	5,328
Selling and marketing	6,461	5,471	12,538	11,164
General and administrative	6,280	7,208	13,731	14,703
Total operating expenses	15,927	15,490	32,308	31,195
OPERATING INCOME	15,666	15,253	27,292	28,344
OTHER INCOME (EXPENSE)				
Interest income	6	19	10	26
Other, net	(28)	257	(248)	385
Total other income (expense)	(22)	276	(238)	411
EARNINGS BEFORE INCOME TAXES	15,644	15,529	27,054	28,755
INCOME TAX PROVISION	5,344	5,280	9,328	10,032
NET EARNINGS	$ 10,300	$ 10,249	$ 17,726	$ 18,723
BASIC EARNINGS PER COMMON SHARE	$ 0.25	$ 0.25	$ 0.43	$ 0.45
DILUTED EARNINGS PER COMMON SHARE	$ 0.24	$ 0.24	$ 0.42	$ 0.45
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING - BASIC	41,471	41,266	41,434	41,188
EFFECT OF DILUTIVE STOCK OPTIONS AND RESTRICTED SHARES AND UNITS	676	681	686	642
	42,147	41,947	42,120	41,830

WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING - DILUTED								
ANTI-DILUTIVE SECURITIES:								
Common share options and restricted shares and units		168		262		137		295
DIVIDENDS DECLARED PER COMMON SHARE	$	0.20	$		$	0.39	$	0.38

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

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MERIDIAN BIOSCIENCE, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Comprehensive Income (Unaudited)

(in thousands)

	Three Months Ended March 31,		Six Months Ended March 31,	
	2014	2013	2014	2013
NET EARNINGS	$ 10,300	$ 10,249	$ 17,726	$ 18,723
Foreign currency translation adjustment	337	(1,217)	1,060	(971)
COMPREHENSIVE INCOME	$ 10,637	$ 9,032	$ 18,786	$ 17,752

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

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MERIDIAN BIOSCIENCE, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Cash Flows (Unaudited)

(in thousands)

Six Months Ended March 31,	**2014**	**2013**
CASH FLOWS FROM OPERATING ACTIVITIES		
Net earnings	$ 17,726	$ 18,723
Non-cash items included in net earnings:		
Depreciation of property, plant and equipment	1,756	1,666
Amortization of intangible assets	1,042	1,165
Amortization of deferred ***illumi****gene* instrument costs	864	746
Stock-based compensation	2,157	1,573
Deferred income taxes	(31)	(278)
Loss on disposition and write-down of fixed assets and other assets		10
Change in current assets	(6,656)	477
Change in current liabilities	(3,143)	(1,116)
Other, net	(159)	(586)
Net cash provided by operating activities	13,556	22,380
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property, plant and equipment	(2,573)	(1,408)
Purchases of intangible assets	(1,677)	(20)
Net cash used for investing activities	(4,250)	(1,428)
CASH FLOWS FROM FINANCING ACTIVITIES		
Dividends paid	(16,169)	(15,652)
Proceeds and tax benefits from exercises of stock options	540	2,055
Net cash used for financing activities	(15,629)	(13,597)
Effect of Exchange Rate Changes on Cash and Equivalents	254	(354)
Net (Decrease) Increase in Cash and Equivalents	(6,069)	7,001
Cash and Equivalents at Beginning of Period	44,282	31,593
Cash and Equivalents at End of Period	$ 38,213	$ 38,594

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

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MERIDIAN BIOSCIENCE, INC. AND SUBSIDIARIES

Condensed Consolidated Balance Sheets

(in thousands)

ASSETS

	March 31, 2014 (Unaudited)	September 30, 2013
CURRENT ASSETS		
Cash and equivalents	$ 38,213	$ 44,282
Accounts receivable, less allowances of $206 and $233	26,799	26,183
Inventories	38,133	34,835
Prepaid expenses and other current assets	6,454	4,643
Deferred income taxes	4,352	4,145
Total current assets	113,951	114,088
PROPERTY, PLANT AND EQUIPMENT, at Cost		
Land	1,186	1,183
Buildings and improvements	26,900	26,848
Machinery, equipment and furniture	39,315	38,502
Construction in progress	2,190	554
Subtotal	69,591	67,087
Less: accumulated depreciation and amortization	42,702	40,996
Net property, plant and equipment	26,889	26,091
OTHER ASSETS		
Goodwill	23,507	23,115
Other intangible assets, net	8,841	8,057
Restricted cash	1,000	1,000
Deferred ***illumi****gene* instrument costs, net	2,719	3,270
Deferred income taxes	930	823
Other assets	318	304
Total other assets	37,315	36,569
TOTAL ASSETS	$ 178,155	$ 176,748

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

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MERIDIAN BIOSCIENCE, INC. AND SUBSIDIARIES

Condensed Consolidated Balance Sheets

(dollars in thousands)

LIABILITIES AND SHAREHOLDERS EQUITY

	March 31, 2014 (Unaudited)	September 30, 2013
CURRENT LIABILITIES		
Accounts payable	$ 7,829	$ 5,592
Accrued employee compensation costs	3,586	9,670
Other accrued expenses	5,570	5,462
Income taxes payable	838	979
Total current liabilities	17,823	21,703
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS EQUITY		
Preferred stock, no par value, 1,000,000 shares authorized, none issued		
Common shares, no par value, 71,000,000 shares authorized, 41,555,653 and 41,517,839 shares issued, respectively		
Additional paid-in capital	110,082	107,412
Retained earnings	48,445	46,888
Accumulated other comprehensive income	1,805	745
Total shareholders equity	160,332	155,045
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	$ 178,155	$ 176,748

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

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MERIDIAN BIOSCIENCE, INC. AND SUBSIDIARIES

Condensed Consolidated Statement of Changes in Shareholders Equity (Unaudited)

(dollars and shares in thousands)

	Common Shares Issued	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders Equity
Balance at September 30, 2013	41,518	$ 107,412	$ 46,888	$ 745	$ 155,045
Cash dividends paid			(16,169)		(16,169)
Exercise of stock options	36	513			513
Conversion of restricted stock units	2				
Stock compensation expense		2,157			2,157
Net earnings			17,726		17,726
Foreign currency translation adjustment				1,060	1,060
Balance at March 31, 2014	41,556	$ 110,082	$ 48,445	$ 1,805	$ 160,332

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

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MERIDIAN BIOSCIENCE, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

Dollars in Thousands, Except Per Share Amounts

(Unaudited)

1. Basis of Presentation

The interim condensed consolidated financial statements are unaudited and are prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information, and the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, the interim financial statements include all normal adjustments and disclosures necessary to present fairly the Company s financial position as of March 31, 2014, the results of its operations for the three and six month periods ended March 31, 2014 and 2013, and its cash flows for the six month periods ended March 31, 2014 and 2013. These statements should be read in conjunction with the consolidated financial statements and footnotes thereto included in the Company s fiscal 2013 Annual Report on Form 10-K. Financial information as of September 30, 2013 has been derived from the Company s audited consolidated financial statements.

The results of operations for interim periods are not necessarily indicative of the results to be expected for the year.

2. Significant Accounting Policies

(a) *Revenue Recognition and Accounts Receivable*

Revenue is generally recognized from sales when product is shipped and title has passed to the customer. Revenue for the Diagnostics segment is reduced at the date of sale for product price adjustments due certain distributors under local contracts. Management estimates accruals for distributor price adjustments based on local contract terms, sales data provided by distributors, estimates of inventories of our products held by distributors, historical statistics, current trends, and other factors. Changes to the accruals are recorded in the period that they become known. Such accruals were $4,207 at March 31, 2014 and $3,866 at September 30, 2013, and have been netted against accounts receivable.

Revenue for our Diagnostics segment includes revenue for our ***illumi****gene*® molecular test system. This system includes an instrument, instrument accessories and test kits. In markets where the test system is sold via multiple deliverable arrangements (i.e., the United States, Australia, Belgium, France, Holland and Italy), the cost of the instrument and instrument accessories are deferred upon placement at a customer and amortized on a straight-line basis into cost of sales over the expected utilization period, generally three years.

We evaluate whether each deliverable in the arrangement is a separate unit of accounting. The significant deliverables are an instrument, instrument accessories (e.g., printer) and test kits. An instrument and instrument accessories are delivered to the customer prior to the start of the customer utilization period, in order to accommodate customer set-up and installation. There is *de minimis* consideration received from the customer at the time of instrument placement.

We have determined that the instrument and instrument accessories are not a separate unit of accounting because such equipment can only be used to process and read the results from our ***illumi****gene* diagnostic tests (i.e., our instrument and test kits function together to deliver a diagnostic test result), and therefore the instrument and instrument accessories do not have standalone value to the customer. Consequently, there is no revenue allocated to the placement of the instrument and instrument accessories. Test kits are delivered to the customer over the utilization period of the instrument, which we estimate has a useful life of three years. Our average customer contract period, including estimated renewals, is at least equal to the estimated three-year utilization period. Revenue for the sale of test kits is recognized upon shipment and transfer of title to the customers.

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In markets where the test system is not sold via multiple deliverable arrangements (i.e., countries other than the United States, Australia, Belgium, France, Holland and Italy), the cost of the instrument and instrument accessories is charged to cost of sales at the time of shipment and transfer of title to the customer. Revenue for the sales of instruments and instrument accessories and test kits is recognized upon shipment and transfer of title to the customers. In these markets, our ***illumi****gene* molecular test system is sold to independent distributors who inventory the instruments, instrument accessories and test kits for resale to end-users.

Our products are generally not subject to a customer right of return except for product recall events under the rules and regulations of the Food and Drug Administration or equivalent agencies outside the United States. In this circumstance, the costs to replace affected products would be accrued at the time a loss was probable and estimable.

Life Science revenue for contract services may come from research and development services or manufacturing services, including process development work, or a combination of both. Revenue is recognized based on each of the deliverables in a given arrangement having distinct and separate customer pricing. Depending on the nature of the arrangement, revenue is recognized as services are performed and billed, upon completion and acceptance by the customer, or upon delivery of product and acceptance by the customer.

Trade accounts receivable are recorded in the accompanying Condensed Consolidated Balance Sheets at invoiced amounts less provisions for distributor price adjustments under local contracts and doubtful accounts. The allowance for doubtful accounts represents our estimate of probable credit losses and is based on historical write-off experience. The allowance for doubtful accounts and related metrics, such as days sales outstanding, are reviewed monthly. Accounts with past due balances over 90 days are reviewed individually for collectibility. Customer invoices are charged off against the allowance when we believe it is probable that the invoices will not be paid.

(b) ***Comprehensive Income (Loss)***

As reflected in the accompanying Condensed Consolidated Statements of Comprehensive Income, our comprehensive income or loss is comprised of net earnings and foreign currency translation.

Assets and liabilities of foreign operations are translated using period-end exchange rates with gains or losses resulting from translation included as a separate component of comprehensive income or loss. Revenues and expenses are translated using exchange rates prevailing during the period. We also recognize foreign currency transaction gains and losses on certain assets and liabilities that are denominated in non-functional currencies. These gains and losses are included in other income and expense in the accompanying Condensed Consolidated Statements of Operations.

(c) ***Income Taxes***

The provision for income taxes includes federal, foreign, state and local income taxes currently payable and those deferred because of temporary differences between income for financial reporting and income for tax purposes. We prepare estimates of permanent and temporary differences between income for financial reporting purposes and income for tax purposes. These differences are adjusted to actual upon filing of our tax returns, typically occurring in the third and fourth quarters of the current fiscal year for the preceding fiscal year s estimates.

We account for uncertain tax positions using a benefit recognition model with a two-step approach: (i) a more-likely-than-not recognition criterion; and (ii) a measurement attribute that measures the position as the largest amount of tax benefit that is greater than 50% likely of being ultimately realized upon settlement. If it is not more likely than not that the benefit will be sustained on its technical merits, no benefit is recorded. We recognize accrued interest and penalties related to unrecognized tax benefits as a portion of our income tax provision in the Condensed Consolidated Statements of Operations.

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In September 2013, the Internal Revenue Service issued Treasury Decision 9636, which enacted final tax regulations regarding the capitalization and expensing of amounts paid to acquire, produce, or improve tangible property. The regulations also include guidance regarding the retirement of depreciable property. The regulations are required to be effective in taxable years beginning on or after January 1, 2014, although taxpayers may choose to apply them in taxable years beginning on or after January 1, 2012. The Company is currently assessing the impact of the final regulations on its financial statements.

(d) *Stock-based Compensation*

We recognize compensation expense for all share-based awards made to employees, based upon the fair value of the share-based award on the date of the grant. Awards are expensed over their requisite service periods.

(e) *Cash and Cash Equivalents*

Cash and cash equivalents include the following components:

	March 31, 2014		September 30, 2013	
	Cash and Equivalents	Other	Cash and Equivalents	Other
Overnight repurchase agreements	$ 23,791	$	$ 32,103	$
Cash on hand -				
Restricted		1,000		1,000
Unrestricted	14,422		12,179	
Total	$ 38,213	$ 1,000	$ 44,282	$ 1,000

(f) *Reclassifications*

Certain reclassifications have been made to the prior period financial statements to conform to the current fiscal period presentation. Such reclassifications had no impact on net earnings or shareholders equity.

3. Inventories

Inventories are comprised of the following:

	March 31, 2014	September 30, 2013

Raw materials	$ 6,591	$ 7,170
Work-in-process	5,989	8,585
Finished goods - ***illumi****gene* instruments	2,694	1,980
Finished goods - kits and reagents	22,859	17,100
Total	$ 38,133	$ 34,835

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4. Reportable Segment and Major Customers Information

Meridian was formed in 1976 and functions as a fully-integrated research, development, manufacturing, marketing and sales organization with primary emphasis in the fields of in vitro diagnostics and life science. Our principal businesses are (i) the development, manufacture and distribution of diagnostic test kits primarily for gastrointestinal, viral, respiratory and parasitic infectious diseases; and (ii) the manufacture and distribution of bulk antigens, antibodies, PCR/qPCR reagents, nucleotides, competent cells and bioresearch reagents used by researchers and other diagnostic manufacturers, and the contract development and manufacture of proteins and other biologicals for use by biopharmaceutical and biotechnology companies engaged in research for new drugs and vaccines.

In the fourth quarter of fiscal 2013, we aggregated our Diagnostics operating segments into a single reportable segment, thereby resulting in our reportable segments being Diagnostics and Life Science. The prior period information reflected herein has been conformed to the current period presentation.

The Diagnostics segment is headquartered in Cincinnati, Ohio, which also serves as the base of manufacturing operations and research and development. The Diagnostics segment has sales and distribution facilities in the United States, Europe and Australia. The Life Science segment consists of manufacturing operations in Memphis, Tennessee; Boca Raton, Florida; London, England; Luckenwalde, Germany; and Sydney, Australia, and the sale and distribution of bulk antigens, antibodies, PCR/qPCR reagents, nucleotides, competent cells and bioresearch reagents domestically and abroad, including a sales and business development location in Singapore. The Life Science segment also includes the contract development and manufacture of cGMP clinical grade proteins and other biologicals for use by biopharmaceutical and biotechnology companies engaged in research for new drugs and vaccines.

Amounts due from two Diagnostics distributor customers accounted for 15% and 17% of consolidated accounts receivable at March 31, 2014 and September 30, 2013, respectively. Revenue from these two distributor customers accounted for 35% and 42% of the Diagnostics segment third-party revenue during the three months ended March 31, 2014 and 2013, respectively, and 36% and 44% during the six months ended March 31, 2014 and 2013, respectively. In addition, approximately $3,500 of our accounts receivable at both March 31, 2014 and September 30, 2013 is due from Italian hospital customers whose funding ultimately comes from the Italian government, representing 13% of consolidated accounts receivable in each of the respective periods.

Within our Life Science segment, two diagnostic manufacturing customers accounted for 23% and 18% of the segment s third-party revenue during the three months ended March 31, 2014 and 2013, respectively, and 17% and 18% during the six months ended March 31, 2014 and 2013, respectively.

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Segment information for the interim periods is as follows:

	Diagnostics	Life Science	Eliminations(1)	Total
Three Months Ended March 31, 2014				
Net revenues -				
Third-party	$ 37,061	$ 13,073	$	$ 50,134
Inter-segment	154	225	(379)	
Operating income	12,301	3,306	59	15,666
Goodwill (March 31, 2014)	1,250	22,257		23,507
Other intangible assets, net (March 31, 2014)	2,968	5,873		8,841
Total assets (March 31, 2014)	111,319	115,444	(48,608)	178,155
Three Months Ended March 31, 2013				
Net revenues -				
Third-party	$ 36,403	$ 10,862	$	$ 47,265
Inter-segment	105	350	(455)	
Operating income	12,494	3,046	(287)	15,253
Goodwill (September 30, 2013)	1,250	21,865		23,115
Other intangible assets, net (September 30, 2013)	1,561	6,496		8,057
Total assets (September 30, 2013)	112,054	110,111	(45,417)	176,748
Six Months Ended March 31, 2014				
Net revenues -				
Third-party	$ 71,898	$ 23,030	$	$ 94,928
Inter-segment	263	484	(747)	
Operating income	21,685	5,567	40	27,292
Six Months Ended March 31, 2013				
Net revenues -				
Third-party	$ 72,072	$ 20,544	$	$ 92,616
Inter-segment	203	508	(711)	
Operating income	23,834	4,680	(170)	28,344

(1) Eliminations consist of inter-segment transactions.

Transactions between segments are accounted for at established intercompany prices for internal and management purposes, with all intercompany amounts eliminated in consolidation.

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5. Intangible Assets

A summary of our acquired intangible assets subject to amortization, as of March 31, 2014 and September 30, 2013 is as follows:

	March 31, 2014		September 30, 2013	
	Gross Carrying Value	Accumulated Amortization	Gross Carrying Value	Accumulated Amortization
Manufacturing technologies, core products and cell lines	$ 11,723	$ 10,375	$ 11,676	$ 10,097
Trademarks, licenses and patents	6,474	2,481	4,748	2,130
Customer lists and supply agreements	12,481	8,981	12,353	8,493
	$ 30,678	$ 21,837	$ 28,777	$ 20,720

During the first quarter of fiscal 2014, we acquired the remaining licensing rights related to our ***illumi**gene* molecular technology for $1,638. These rights are being amortized over a weighted average period of approximately 8.5 years.

The actual aggregate amortization expense for these intangible assets was $516 and $585 for the three months ended March 31, 2014 and 2013, respectively, and $1,042 and $1,165 for the six months ended March 31, 2014 and 2013, respectively. The estimated aggregate amortization expense for these intangible assets for each of the fiscal years through fiscal 2019 is as follows: remainder of fiscal 2014 $967, fiscal 2015 $1,777, fiscal 2016 $1,432, fiscal 2017 $1,163, fiscal 2018 $1,140 and fiscal 2019 $1,099.

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

Refer to Forward Looking Statements following the Table of Contents in front of this Form 10-Q. In the discussion that follows, all dollar amounts are in thousands (both tables and text), except per share data.

Following is a discussion and analysis of the financial statements and other statistical data that management believes will enhance the understanding of Meridian s financial condition, changes in financial condition and results of operations. This discussion should be read in conjunction with the financial statements and notes thereto beginning on page 1.

Results of Operations

Three Months Ended March 31, 2014

Net earnings for the second quarter of fiscal 2014 increased less than 1% to $10,300, or $0.24 per diluted share, from net earnings for the second quarter of fiscal 2013 of $10,249, or $0.24 per diluted share. This increase reflects the combined effects of increased revenues, slightly decreased gross profit margins and modestly increased operating expenses. Consolidated revenues increased 6% to $50,134 for the second quarter of fiscal 2014 compared to the same period of the prior year.

Included within the second quarter 2014 results were revenues from our ***illumi****gene*® molecular platform of products totaling $9,853, representing a 23% increase over the fiscal 2013 second quarter. Also contributing to the consolidated revenue increase were increased revenues in our *H. pylori* focus product family, as well as in both of our Life Science segment s product lines (i.e., molecular component and immunoassay component). Serving to partially offset these revenue increases were decreased revenues in our largest diagnostic focus product family (*C. difficile)* and our respiratory product family.

Revenues for the Diagnostics segment for the second quarter of fiscal 2014 increased 2% compared to the second quarter of fiscal 2013, reflecting the following for each of our focus product families: 6% decline in our *C. difficile* products, 11% growth in our *H. pylori* products, and 1% growth in our foodborne products. In addition, we experienced an 8% decline in revenues from our respiratory products, which include both molecular and immunoassay products, compared to the prior year fiscal second quarter. With 15% growth in its molecular component product sales and 24% growth in its immunoassay component product sales, revenues from our Life Science segment increased by 20% during the second quarter of fiscal 2014 compared to the second quarter of fiscal 2013, reflecting the effect of shipping certain orders during the fiscal 2014 second quarter that were delayed from the fiscal 2014 first quarter.

Six Months Ended March 31, 2014

For the six month period ended March 31, 2014, net earnings decreased 5% to $17,726, or $0.42 per diluted share, from net earnings for the comparable fiscal 2013 period of $18,723, or $0.45 per diluted share. This decrease reflects the combined effects of increased revenues, slightly decreased gross profit margins and modestly increased operating expenses, along with a $450 (pre-tax) negative effect from medical device tax that did not exist during the first quarter of fiscal 2013 (see discussion in Medical Device Tax below). Consolidated revenues increased 2% to $94,928 for the first six months of fiscal 2014 compared to the same period of the prior fiscal year.

Included within the six month year-to-date fiscal 2014 results were revenues from our ***illumi****gene* molecular platform of products totaling $18,348, representing a 19% increase over the first six months of fiscal 2013. Also contributing to the consolidated revenue increase were increased revenues in our *H. pylori* focus product family, as well as in both of our Life Science segment s business lines (i.e., molecular component and immunoassay component). Serving to substantially offset these revenue increases were decreased revenues in our largest diagnostic focus product family (*C. difficile)* and our respiratory product family.

During the first six months of fiscal 2014, revenues for the Diagnostics segment decreased less than 1% from the comparable fiscal 2013 period, reflecting the following for each of our focus product families: 8% decline in our *C. difficile* products, 10% growth in our *H. pylori* products, and 1% growth in our foodborne products. In addition, we experienced a 13% decline in revenues from our respiratory products from the comparable fiscal 2013 period. With 16% growth in its molecular component product sales and 10% growth in its immunoassay component product sales, revenues from our Life Science segment increased by 12% during the six months ended March 31, 2014 over the comparable fiscal 2013 period.

REVENUE OVERVIEW

Below are analyses of the Company s revenue, provided for each of the following:

- By Reportable Segment & Geographic Region

- By Product Platform/Type

- By Disease Family (Diagnostics only)

Revenue Overview- By Reportable Segment & Geographic Region

Our reportable segments are Diagnostics and Life Science. The Diagnostics segment is headquartered in Cincinnati, Ohio, which also serves as the base of manufacturing operations and research and development. The Diagnostics segment sells diagnostic test kits in the U.S. and Canada (North America); Europe, Middle East and Africa (EMEA);

and other countries outside of North America and EMEA (rest of the world, or ROW). The Life Science segment consists of manufacturing operations in Memphis, Tennessee; Boca Raton, Florida; London, England; Luckenwalde, Germany; and Sydney, Australia, and the sale and distribution of bulk antigens, antibodies, PCR/qPCR reagents, nucleotides, competent cells and bioresearch reagents domestically and abroad, including a sales and business development location in Singapore. The Life Science segment also includes the contract development and manufacture of cGMP clinical grade proteins and other biologicals for use by biopharmaceutical and biotechnology companies engaged in research for new drugs and vaccines.

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Revenues for the Diagnostics segment, in the normal course of business, may be affected from quarter to quarter by buying patterns of major distributors, seasonality and strength of certain diseases, and foreign currency exchange rates. Revenues for the Life Science segment, in the normal course of business, may be affected from quarter to quarter by the timing and nature of arrangements for contract services work, which may have longer production cycles than bioresearch reagents and bulk antigens and antibodies, as well as buying patterns of major customers, and foreign currency exchange rates. We believe that the overall breadth of our product lines serves to reduce the variability in consolidated revenues.

	Three Months Ended March 31,			Six Months Ended March 31,		
	2014	2013	Inc (Dec)	2014	2013	Inc (Dec)
Diagnostics -						
North America	$ 29,952	$ 28,882	4%	$ 57,895	$ 57,696	%
EMEA	5,919	5,958	(1)%	11,292	11,087	2 %
ROW	1,190	1,563	(24)%	2,711	3,289	(18)%
Total Diagnostics	37,061	36,403	2%	71,898	72,072	%
Life Science -						
North America	5,023	4,311	17%	9,329	8,562	9%
EMEA	6,199	4,471	39%	10,009	8,597	16%
ROW	1,851	2,080	(11)%	3,692	3,385	9%
Total Life Science	13,073	10,862	20%	23,030	20,544	12%
Consolidated	$ 50,134	$ 47,265	6%	$ 94,928	$ 92,616	2%
% of total revenues -						
Diagnostics	74%	77%		76%	78%	
Life Science	26%	23%		24%	22%	
Total	100%	100%		100%	100%	
Ex-North America	30%	30%		29%	28%	

Revenue Overview- By Product Platform/Type

The revenues generated by each of our reportable segments result primarily from the sale of the following segment-specific categories of products:

Diagnostics

1) Molecular tests that operate on our ***illumi****gene* platform

2) Immunoassay tests

Life Science

1) Molecular components

2) Immunoassay components

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Revenue for each product platform/type, as well as its relative percentage of segment revenue, is shown below.

	Three Months Ended March 31,			Six Months Ended March 31,		
	2014	**2013**	**Inc (Dec)**	**2014**	**2013**	**Inc (Dec)**
Diagnostics -						
Molecular	$ 9,853	$ 8,033	23%	$ 18,348	$ 15,427	19%
Immunoassay	27,208	28,370	(4)%	53,550	56,645	(5)%
Total Diagnostics	$ 37,061	$ 36,403	2%	$ 71,898	$ 72,072	%
Life Science -						
Molecular components	$ 5,023	$ 4,369	15%	$ 9,893	$ 8,565	16%
Immunoassay components	8,050	6,493	24%	13,137	11,979	10%
Total Life Science	$ 13,073	$ 10,862	20%	$ 23,030	$ 20,544	12%
% of Diagnostics revenues -						
Molecular	27%	22%		26%	21%	
Immunoassay	73%	78%		74%	79%	
Total Diagnostics	100%	100%		100%	100%	
% of Life Science revenues -						
Molecular components	38%	40%		43%	42%	
Immunoassay components	62%	60%		57%	58%	
Total Life Science	100%	100%		100%	100%	

Following is a discussion of the revenues generated by each of these product platforms/types:

Diagnostics Products

***illumi**gene Molecular Platform Products*

We have 1,235 customer account placements. Of these account placements, just under 1,100 accounts have completed evaluations and validations and are regularly purchasing product, with the balance of our account placements being in some stage of product evaluation and/or validation. Of our account placements, we have approximately 250 accounts that are regularly purchasing, evaluating and/or validating two or more assays. Upon receiving FDA clearance on March 25, 2014, we launched our *Bordetella pertussis* molecular diagnostic test in early April   the most recent test available on our ***illumi**gene* molecular testing platform.

We continue to invest in new product development for our ***illumi**gene* molecular testing platform, and with the launch of the *Bordetella pertussis* test, now have five commercialized tests on the platform and three additional tests expected to be available for sale in fiscal 2015:

1. ***illumi**gene*® *C. difficile* commercialized in August 2010

2. ***illumi***gene® Group B *Streptococcus* (Group B Strep or GBS) commercialized in December 2011

3. ***illumi***gene® Group A *Streptococcus* (Group A Strep) commercialized in September 2012

4. ***illumi***gene® Mycoplasma (M. *pneumonia*; walking pneumonia) commercialized in June 2013

5. ***illumi***gene® *Bordetella pertussis* (whooping cough) commercialized in March 2014

6. ***illumi***gene® *Chlamydia trachomatis* expected fiscal 2015

7. ***illumi***gene® *Neisseria gonorrhea* expected fiscal 2015

8. ***illumi**gene*® Herpes Simplex Virus I & II expected fiscal 2015

Additional ***illumi**gene* tests in early-stage research or development include enteric parasites such as Giardia, foodborne pathogens such as *E. coli*, and bloodborne pathogens such as malaria.

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We believe that the diagnostic testing market is continuing to move away from culture and immunoassay testing to molecular testing for diseases where there is a favorable cost/benefit position for the total cost of healthcare. While this market is competitive, with molecular companies such as Cepheid and Becton Dickinson and new entrants such as Quidel, Great Basin, Nanosphere, and others, we believe we are well positioned to capitalize on the migration to molecular testing. Our simple, easy-to-use, ***illumi**gene* platform, with its expanding menu, requires no expensive equipment purchase and little to no maintenance cost. These features, along with its small footprint and the performance of the ***illumi**gene* assays, make ***illumi**gene* an attractive molecular platform to any size hospital.

Immunoassay Products

Revenues from our Diagnostics segment s immunoassay products decreased 4% in the second quarter of fiscal 2014 and decreased 5% on a six month, year-to-date basis. These decreases result primarily from the decline in revenues from our *C. difficile* and respiratory products, partially offset by the revenue growth of our *H. pylori* products, as described below.

Life Science Products

During the second quarter of fiscal 2014, revenues from our Life Science segment increased 20%, with revenues from molecular component sales increasing 15% over the comparable fiscal 2013 quarter and revenues from immunoassay component sales increasing 24%. For the first six months of fiscal 2014, revenues from our Life Science segment increased 12%, with revenues from molecular component sales increasing 16% over the comparable prior year period and revenues from immunoassay component sales increasing 10%. Our molecular component revenues continue to benefit from new product launches and advancements most notably SensiFAST and MyTaq PCR components. The fiscal 2014 second quarter revenue level of our bulk immunoassay component business reflects the effect of shipping certain orders during the quarter that were delayed from the fiscal 2014 first quarter, which totaled approximately $1,100.

Diagnostic Revenue Overview- By Disease Family

Revenues from our focus families (*C. difficile*, foodborne and *H. pylori*) comprised 59% of our Diagnostics segment s revenue during both the second quarter of fiscal 2014 and first six months of the fiscal year, compared to 60% during both of the corresponding fiscal 2013 periods. Following is a discussion of the revenues generated by each product family:

C. difficile Products

Revenues for our *C. difficile* product family declined 6% to $9,300 for the fiscal 2014 second quarter, and declined 8% to $17,900 for the six month, year-to-date period. Revenues for our ***illumi**gene* product increased 3% and were flat during the three and six month periods ended March 31, 2014, respectively, while revenues for our immunoassay products declined as expected. The *C. difficile* market has become highly competitive, with over 10 suppliers in the United States. Certain of these suppliers choose to compete solely on price. We believe that two factors will help us respond to these challenging market conditions. First, our marketing programs emphasize that we are the only company that can offer a full range of high performing, FDA cleared, *C. difficile* testing formats, including toxin, GDH and molecular tests. Second, our ***illumi**gene* molecular platform, with its expanding menu, requires no expensive equipment purchase or maintenance contract, which makes it an attractive and affordable option for any size hospital.

Foodborne Products

Revenues for our foodborne products (Enterohemorrhagic *E. coli* (EHEC) and *Campylobacter*), all of which are immunoassay products, grew to $5,400 during the fiscal 2014 second quarter, or 1% growth over the fiscal 2013 second quarter; $11,100 of revenues, or 1% year over year growth, during the six months ended March 31, 2014. We are disappointed in these growth rates and have re-emphasized the benefits of increased sensitivity and faster turnaround time versus culture methods in our marketing programs. While historically the primary competition for our foodborne products has been laboratory culture methods, during 2012 one of our competitors cleared through the FDA a shiga toxin test that competes with our EHEC test. We believe that our test offers better workflow, less hands-on time and quicker results, in addition to being fully CDC-compliant.

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H. pylori Products

During the second quarter of fiscal 2014, revenues from our *H. pylori* products, all of which are immunoassay products, grew 11% to $7,100; and grew 10% to $13,600 during the first six months of fiscal 2014. These increases continue to reflect the benefits of our partnerships with managed care companies in promoting the health and economic benefits of a test and treat strategy, and the ongoing effects of such strategy moving physician behavior away from serology-based testing toward direct antigen testing. A significant amount of the *H. pylori* product revenues are to reference labs, whose buying patterns may not be consistent period to period.

Respiratory Products

Total respiratory revenues from our Diagnostics segment decreased 8% to $5,300 during the fiscal 2014 second quarter; and decreased 13% to $10,100 for the six month year-to-date period. Contributing to this decreased revenue volume were double digit revenue decreases from influenza products, which reflect a weak influenza season, coupled with a crowded influenza test market. Partially offsetting the impact of lower influenza product revenues was growth in our ***illumi****gene* Group A Strep and ***illumi****gene* Mycoplasma products, which received FDA approval in September 2012 and June 2013, respectively.

Foreign Currency

During the second quarter of fiscal 2014, currency exchange rates had a $200 favorable impact on revenue; $150 favorable within the Diagnostics segment and $50 favorable in the Life Science segment. On a six month year-to-date basis, currency exchange rates had a $350 favorable impact on revenue, all of which was within the Diagnostics segment.

Significant Customers

Two U.S. distributors accounted for 35% and 42% of our Diagnostics segment s total revenues for the second quarter of fiscal 2014 and 2013, respectively, and 36% and 44% during the six months ended March 31, 2014 and 2013, respectively. These revenues represented 26% and 32% of consolidated revenues for the fiscal 2014 and 2013 second quarters, respectively, and 27% and 34% for the respective year-to-date six month periods.

Within our Life Science segment, two diagnostic manufacturing customers accounted for 23% and 18% of the segment s total revenues for the second quarter of fiscal 2014 and 2013, respectively, and 17% and 18% during the six months ended March 31, 2014 and 2013, respectively.

Medical Device Tax

On January 1, 2013, the medical device tax established as part of the U.S. healthcare reform legislation became effective, and as a result, the Company made its first required tax deposit near the end of January 2013. The Company recorded approximately $450 of medical device tax expense during each of the fiscal 2014 and 2013 second quarters, which is reflected as a component of cost of sales in the accompanying Condensed Consolidated Statements of Operations. During the six month periods ended March 31, 2014 and 2013, medical device tax expense totaling approximately $900 and $450, respectively, was recorded.

Gross Profit

	Three Months Ended March 31,			Six Months Ended March 31,		
	2014	**2013**	**Change**	**2014**	**2013**	**Change**
Gross Profit	$ 31,593	$ 30,743	3%	$ 59,600	$ 59,539	%
Gross Profit Margin	63%	65%	-2 points	63%	64%	-1 point

The overall slight gross profit margin decrease for the three and six months ended March 31, 2014 primarily results from the combined effects of (i) mix of revenues from the Company s segments; (ii) mix of products sold; and for the six month period only (iii) the medical device tax, which did not exist during the first quarter of fiscal 2013 (see discussion in Medical Device Tax above).

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Our overall operations consist of the sale of diagnostic test kits for various disease states and in alternative test formats, as well as bioresearch reagents, bulk antigens and antibodies, PCR/qPCR reagents, nucleotides, competent cells, proficiency panels, and contract research and development, and contract manufacturing services. Product revenue mix shifts, in the normal course of business, can cause the consolidated gross profit margin to fluctuate by several points.

Operating Expenses

	Three Months Ended March 31, 2014			
	Research & Development	**Selling & Marketing**	**General & Administrative**	**Total Operating Expenses**
2013 Expenses	$ 2,811	$ 5,471	$ 7,208	$ 15,490
% of Revenues	6%	12%	15%	33%
Fiscal 2014 Increases (Decreases):				
Diagnostics	434	664	(710)	388
Life Science	(59)	326	(218)	49
2014 Expenses	$ 3,186	$ 6,461	$ 6,280	$ 15,927
% of Revenues	6%	13%	13%	32%
% Increase (Decrease)	13%	18%	(13)%	3%

	Six Months Ended March 31, 2014			
	Research & Development	**Selling & Marketing**	**General & Administrative**	**Total Operating Expenses**
2013 Expenses	$ 5,328	$ 11,164	$ 14,703	$ 31,195
% of Revenues	6%	12%	16%	34%
Fiscal 2014 Increases (Decreases):				
Diagnostics	715	883	(463)	1,135
Life Science	(4)	491	(509)	(22)
2014 Expenses	$ 6,039	$ 12,538	$ 13,731	$ 32,308
% of Revenues	6%	13%	14%	34%
% Increase (Decrease)	13%	12%	(7)%	4%

Overall, total operating expense increased during both the second quarter and first six months of fiscal 2014 relative to the comparable prior fiscal year periods, decreasing slightly as a percentage of quarterly consolidated revenues and remaining a consistent percentage of revenues on a year-to-date basis. These levels of operating expenses result in large part from the combined effects of our (i) ongoing efforts to control spending in each of our segments while investing the necessary resources in our strategic areas of growth, including increased investment in Research & Development for our molecular platform products; and (ii) overall decreased incentive compensation expense in light of the decline in corporate-wide operating profits.

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Operating expenses for the Diagnostics segment increased $388 for the second quarter of fiscal 2014 compared to the fiscal 2013 second quarter, and in the first six months of fiscal 2014, increased $1,135 over the comparable prior year period. These overall increases result largely from the combined effects of (i) currency exchange rates (increases of $50 and $100 for the quarter and year-to-date, respectively); and (ii) the following:

Research & Development

Overall increase in spending on new product development activities, related primarily to the previously noted products for our ***illumi**gene* molecular platform, as well as immunoassay products in development.

Selling & Marketing

Addition of field sales force personnel, including the filling of open territorial positions, since the prior year quarter, resulting in an approximate $400 increase in personnel-related expenses on a quarterly basis ($600 on a year-to-date basis), along with increased product sample expense of approximately $150 both quarterly and year-to-date.

General & Administrative

A decrease in bonus and profit sharing expenses as a result of the previously noted year-to-date decline in corporate-wide operating profits, partially offset by an approximate $100 and $600 increase in stock-based compensation during the second quarter and first six months of fiscal 2014, respectively, and other less significant general operating expense increases.

Operating expenses for the Life Science segment increased $49 and decreased $22 for the second quarter and first six months of fiscal 2014, respectively. This activity reflects in large part the net effects of (i) currency exchange rates (decreases of $10 and $50 for the quarter and year-to-date, respectively); (ii) ongoing increased sales and marketing investments; and (iii) decreased bonus expenses resulting from the decline in corporate-wide operating profits.

Operating Income

Operating income increased 3% to $15,666 for the second quarter of fiscal 2014, and decreased 4% to $27,292 for the first six months of fiscal 2014, as a result of the factors discussed above.

Income Taxes

The effective rate for income taxes was 34% for the second quarters of both fiscal 2014 and fiscal 2013, and 34% and 35% for the six month year-to-date periods ended March 31, 2014 and 2013, respectively. For the fiscal year ending September 30, 2014, we expect the effective tax rate to approximate 34%-35%.

In September 2013, the Internal Revenue Service issued Treasury Decision 9636, which enacted final tax regulations regarding the capitalization and expensing of amounts paid to acquire, produce, or improve tangible property. The regulations also include guidance regarding the retirement of depreciable property. The regulations are required to be effective in taxable years beginning on or after January 1, 2014, although taxpayers may choose to apply them in taxable years beginning on or after January 1, 2012. The Company is currently assessing the impact of the final regulations on its financial statements.

Liquidity and Capital Resources

Comparative Cash Flow Analysis

Our cash flow and financing requirements are determined by analyses of operating and capital spending budgets, consideration of acquisition plans, and consideration of common share dividends. We have historically maintained a credit facility to augment working capital requirements and to respond quickly to acquisition opportunities. Our investment portfolio presently consists of overnight repurchase agreements.

We have an investment policy that guides the holdings of our investment portfolio. Our objectives in managing the investment portfolio are to (i) preserve capital; (ii) provide sufficient liquidity to meet working capital requirements and fund strategic objectives such as acquisitions; and (iii) capture a market rate of return commensurate with market conditions and our policy s investment eligibility criteria. As we look forward, we will continue to manage the holdings of our investment portfolio with preservation of capital being the primary objective.

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We do not expect current conditions in the financial markets, or overall economic conditions, to have a significant impact on our liquidity needs, financial condition, or results of operations, although no assurances can be made in this regard. We intend to continue to fund our working capital requirements and dividends from current cash flows from operating activities and cash on hand. If needed, we also have an additional source of liquidity through our $30,000 bank credit facility. Approximately $3,500 of our accounts receivable at March 31, 2014 is due from Italian hospital customers whose funding ultimately comes from the Italian government, an amount which is consistent with the balance due on such accounts at September 30, 2013. Our liquidity needs may change if overall economic conditions change and/or liquidity and credit within the financial markets tightens for an extended period of time, and such conditions impact the collectibility of our customer accounts receivable or impact credit terms with our vendors, or disrupt the supply of raw materials and services.

Net cash provided by operating activities decreased 39% for the first six months of fiscal 2014 to $13,556, reflecting the 5% decrease in net earnings, along with the effects of the payment of incentive bonus payments related to fiscal 2013, the timing of federal income tax payments, inventory purchases, and the timing of payments from and to customers and suppliers, respectively. Net cash flows from operating activities and cash on hand are anticipated to be adequate to fund working capital requirements, capital expenditures and dividends during the next 12 months.

Capital Resources

We have a $30,000 credit facility with a commercial bank that expires on September 15, 2015. As of April 30, 2014, there were no borrowings outstanding on this facility and we had 100% borrowing capacity available to us. We have had no borrowings outstanding under this facility during the first six months of fiscal 2014 or during the full year of fiscal 2013.

Our capital expenditures are estimated to range between approximately $5,000 to $7,000 for fiscal 2014, with the actual amount depending upon actual operating results and the phasing of certain projects. Such expenditures may be funded with cash and equivalents on hand, operating cash flows, and/or availability under the $30,000 credit facility discussed above. This range of capital expenditures includes approximately $4,000 related to an expansion of our molecular diagnostic manufacturing capacity in Cincinnati, Ohio.

We do not utilize any special-purpose financing vehicles or have any undisclosed off-balance sheet arrangements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in the Company s exposure to market risk since September 30, 2013.

ITEM 4. CONTROLS AND PROCEDURES

As of March 31, 2014, an evaluation was completed under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15(b) and 15d-15(b) promulgated under the Securities Exchange Act of 1934, as amended. Based on that evaluation, our management, including the CEO and CFO, concluded that our disclosure controls and procedures were effective as of March 31, 2014. There have been no changes in our internal control over financial reporting identified in connection with the evaluation of internal control that occurred during the second fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting, or in other factors that could materially affect internal control subsequent to March 31, 2014.

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PART II. OTHER INFORMATION

ITEM 1A. RISK FACTORS

There have been no material changes from risk factors as previously disclosed in the Registrant s Form 10-K in response to Item 1A to Part I of Form 10-K.

ITEM 6. EXHIBITS

The following exhibits are being filed or furnished as a part of this Quarterly Report on Form 10-Q.

31.1 Certification of Principal Executive Officer Pursuant to Securities Exchange Act Rule 13a-14(a)/15d-14(a)

31.2 Certification of Principal Financial Officer Pursuant to Securities Exchange Act Rule 13a-14(a)/15d-14(a)

32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

101 The following financial information from Meridian Bioscience Inc. s Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 filed with the SEC on May 12, 2014, formatted in XBRL includes: (i) Condensed Consolidated Statements of Operations for the three and six months ended March 31, 2014 and 2013, (ii) Condensed Consolidated Statements of Comprehensive Income for the three and six months ended March 31, 2014 and 2013, (iii) Condensed Consolidated Statements of Cash Flows for the six months ended March 31, 2014 and 2013, (iv) Condensed Consolidated Balance Sheets as of March 31, 2014 and September 30, 2013, (v) Condensed Consolidated Statement of Shareholders Equity for the six months ended March 31, 2014, and (vi) the Notes to Condensed Consolidated Financial Statements

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SIGNATURE

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.

MERIDIAN BIOSCIENCE, INC.

Date: May 12, 2014

By: /s/ Melissa A. Lueke
Melissa A. Lueke
Executive Vice President and

Chief Financial Officer

(Principal Financial and Accounting Officer)