

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

FORM 10-Q

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

For the Quarterly Period Ended April 30, 2014

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 000-49845

CDEX INC.

(Exact Name of Registrant as Specified in Its Charter)

Nevada

(State or other jurisdiction of  
incorporation or organization)

52-2336836

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

4555 South Palo Verde Road, Suite 123, Tucson, Arizona

(Address of Principal Executive Offices)

85714

(Zip Code)

Registrant's Telephone Number, Including Area Code 520-745-5172

Indicate by check 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

On June 11, 2014, 63,223,458 shares of the registrants Class A common stock, par value \$.005 per share, were outstanding.

CDEX, INC.  
QUARTERLY REPORT ON FORM 10-Q  
TABLE OF CONTENTS

Part I FINANCIAL INFORMATION

ITEM 1. Financial Statements	
Balance Sheets as of April 30, 2014 (unaudited) and October 31, 2013	1
Statements of Operations for the three months ended April 30, 2014 and 2013 (unaudited)	2
Statements of Operations for the six months ended April 30, 2014 and 2013 (unaudited)	3
Statements of Cash Flow for the three months ended April 30, 2014 and 2013 (unaudited)	4
Notes to Financial Statements (unaudited)	5
ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	9
ITEM 4. Controls and Procedures	12

Part II OTHER INFORMATION

ITEM 5. Other Information	14
ITEM 6. Exhibits	14
Signatures	15

PART I - FINANCIAL INFORMATION

ITEM 1. Financial Statements

CDEX INC.  
BALANCE SHEETS

	April 30, 2014 <u>Unaudited</u>	<u>October 31, 2013</u>
<b>Assets</b>		
Current assets		
Cash	\$ 117,883	\$ 98,967
Accounts receivable	16,225	23,573
Inventory - net	231,950	240,232
Prepaid expenses and deposits	6,606	9,108
Total current assets	<u>372,664</u>	<u>371,880</u>
Property and equipment, net	38,933	37,889
Patents, net	49,236	51,559
Other assets	1,399	1,504
Total assets	<u>\$ 462,232</u>	<u>\$ 462,832</u>
<b>Liabilities and stockholders' equity</b>		
Current liabilities		
Accounts payable and accrued expenses	\$ 121,181	\$ 8,140
Deferred revenue - current	69,326	72,985
Total current liabilities	<u>190,507</u>	<u>81,125</u>
Total liabilities	<u>190,507</u>	<u>81,125</u>
<b>Commitments and Contingencies</b>		
<b>Stockholders' equity</b>		
Preferred stock - undesignated - \$.005 par value per share, 350,000 shares authorized and none outstanding	-	-
Preferred stock - series A - \$.005 par value per share, 150,000 shares authorized and 6,250 outstanding at April 30, 2014 and at October 31, 2013	31	31
Class A common stock - \$.005 par value per share, 300,000,000 shares authorized and 60,223,458 outstanding at April 30, 2014 and 52,946,963 outstanding at October 31, 2013	301,115	264,732
Additional paid in capital	35,448,505	35,336,108
Accumulated (deficit)	(35,477,926)	(35,219,164)
Total stockholders' equity	<u>271,725</u>	<u>381,707</u>
Total liabilities and stockholders' equity	<u>\$ 462,232</u>	<u>\$ 462,832</u>

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

CDEX INC.  
STATEMENTS OF OPERATIONS  
(unaudited)

	For the three months ended April 30	
	2014	2013
Revenue	\$ 50,277	\$ 389,232
Cost of revenue	6,239	53,153
Gross profit	44,038	336,079
Operating Expenses		
Selling, general and administrative	152,769	220,039
Research and development	34,596	23,821
Total operating expenses	187,365	243,860
Income (loss) from operations	(143,327)	92,219
Other income (expense)		
Other income (expense)	-	29,885
Total other income (expense)	-	29,885
Net Income (loss)	\$ (143,327)	\$ 122,104
Basic net income (loss) per common share:	\$ (0.003)	\$ 0.002
Basic weighted average common shares outstanding	54,344,042	50,982,596

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

CDEX INC.  
STATEMENTS OF OPERATIONS  
(unaudited)

	For the six months ended April 30	
	2014	2013
Revenue	\$ 126,284	\$ 428,964
Cost of revenue	25,904	69,701
Gross profit	100,380	359,263
Operating Expenses		
Selling, general and administrative	274,796	767,165
Research and development	91,151	59,545
Total operating expenses	365,947	826,710
Loss from operations	(265,567)	(467,447)
Other income (expense)		
Other income (expense)	6,805	27,935
Total other income (expense)	6,805	27,935
Net loss	\$ (258,762)	\$ (439,512)
Basic net loss		
per common share:	\$ (0.005)	\$ (0.01)
Basic weighted average		
common shares outstanding	53,645,503	45,403,538

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

CDEX INC.  
STATEMENTS OF CASH FLOWS  
(unaudited)

	For the six months ended	
	April 30	
	2014	2013
<b>Cash Flows from Operating Activities</b>		
Net loss	\$ (258,762)	\$ (439,512)
Adjustments to reconcile net loss to cash used by operating activities		
Depreciation and amortization	11,491	15,621
Share-based compensation	8,780	397,125
Gain recognized on forgiveness of debt	-	(42,539)
Changes in operating assets and liabilities		
Accounts receivable	7,348	11,835
Inventory	8,282	(61,215)
Deferred costs and other assets	2,607	-
Current liabilities	109,382	(40,321)
Net cash used by operating activities	(110,872)	(159,006)
<b>Cash Flows from Investing Activities</b>		
Purchase of equipment	(10,212)	-
Net cash used by investing activities	(10,212)	-
<b>Cash Flows from Financing Activities</b>		
Proceeds from warrant exchange offer	140,000	-
Net cash used by financing activities	140,000	-
Net (decrease) in cash	18,916	(159,006)
Cash, beginning of the period	98,967	561,858
Cash, end of the period	\$ 117,883	\$ 402,852

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

CDEX Inc.  
NOTES TO FINANCIAL STATEMENTS  
January 31, 2014  
(Unaudited)

1. Basis of Presentation

The accompanying interim unaudited condensed financial statements include the accounts of CDEX Inc. as of April 30, 2014. In the opinion of management, all adjustments (which include normal recurring adjustments) necessary for a fair presentation of the results for the interim periods presented have been made. The results for the three-month and six month periods ended April 30, 2014, may not be indicative of the results for the entire year. The interim unaudited condensed financial statements should be read in conjunction with the Company's audited financial statements contained in our Annual Report on Form 10-K. Our lack of earnings history and continued future losses could adversely affect our financial position and if we are unable to generate funds or obtain funds on acceptable terms, we may not be able to continue operations.

The accompanying unaudited financial statements are presented pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and note disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading.

Recent Developments

We have experienced net losses since our inception and, as of April 30, 2014, had an accumulated deficit of approximately \$35 million. We do not expect to have positive cash flow from operations until we have deployed a sufficient number of our ValiMed G4 drug validation systems. As of April 30, 2014, we had approximately \$118,000 in cash provided primarily through proceeds from our Warrant Exchange Offer where we offered to all Warrant holders with an exercise price of \$0.10 per share an opportunity to exercise their warrants for \$0.02 a share in exchange for the number of shares of common stock issuable under the warrant and a warrant for half the number of shares of common stock issuable under the exercised warrant with an exercise price of \$0.15 a share.

Use of Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates, judgments and assumptions that affect the amounts reported in the financial statements and accompanying notes. Management bases its assumptions on historical experiences and on various other assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. In addition, management considers the basis and methodology used in developing and selecting these estimates, the trends in and amounts of these estimates, specific matters affecting the amount of and changes in these estimates, and any other relevant matters related to these estimates, including significant issues concerning accounting principles and financial statement presentation. Such estimates and assumptions could change in the future as more information becomes known which could impact the amounts reported and disclosed herein. Significant estimates include revenue recognition, the valuation of inventory and stock-based compensation expense.

Recent Accounting Pronouncements

The Company has reviewed, and continues to review, issued accounting pronouncements with the intent of adopting any that are applicable to it. The Company does not expect any recent pronouncements to have an impact on its results of operations or financial position.

2. Inventory - Net

Our inventories consisted of the following:

CDEX Inc.  
NOTES TO FINANCIAL STATEMENTS  
January 31, 2014  
(Unaudited)

	April 30, 2014	October 31, 2013
Raw materials	\$ 200,020	\$ 170,444
Finished goods	56,368	94,620
Subtotal	256,388	265,064
Obsolescence reserve	(24,438)	(24,832)
Total inventory	\$ 231,950	\$ 240,232

3 Property and equipment, net

Our property and equipment consisted of the following:

	April 30, 2014	October 31, 2013
Furniture, fixtures and leasehold improvements	\$ 2,931	\$ 2,931
Equipment	605,007	594,795
Leased equipment	70,654	70,654
Total	678,592	668,380
Less accumulated depreciation	(639,659)	(630,491)
Net property and equipment	\$ 38,933	\$ 37,889

4 Patents, net

Our patents consisted of the following:

	April 30, 2014	October 31, 2013
Patents	\$ 100,000	\$ 100,000
Less accumulated amortization	(50,764)	(48,441)
Net patents	\$ 49,236	\$ 51,559



CDEX Inc.  
NOTES TO FINANCIAL STATEMENTS  
January 31, 2014  
(Unaudited)

5 Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses consisted of the following:

	April 30, 2014	October 31, 2013
Legal fees	\$ 4,648	\$ 240
Accrued compensation	72,998	625
Accounts payable	41,160	4,900
Accrued payable to a distributor	2,375	2,375
	\$ 121,181	\$ 8,140

6. Share-Based Compensation

For the three and six months ended April 30, 2014, share-based compensation expense was approximately \$9,000, primarily attributable to restricted stock grants issued to our independent Directors under the CDEX Inc. Board Compensation Plan.

For the three months ended April 30, 2013, share-based compensation expense was approximately \$55,000, all of which was attributable to restricted stock grants issued for services. For the six months ended April 30, 2013, share-based compensation expense was approximately \$397,000, of which approximately \$223,000 was attributable to options, \$82,000 was attributable to warrants granted for services and \$92,000 was attributable to restricted stock grants issued for services.

During the six months ended April 30, 2014, 15,000 options were forfeited and approximately 276,000 shares of restricted stock were issued.

During the three months ended April 30, 2013, 8,350,000 options were granted and 800,000 options were forfeited. During the period, options to purchase 8,000,000 shares of Series A common stock were granted to Mr. Brumfield, the Company's CEO, with an exercise price of \$0.05 a share exercisable for five years from the date of issuance and Mr. Brumfield forfeited the existing 800,000 options granted under his employment agreement. Additionally, options to purchase 150,000 and 200,000 shares of Series A common stock were, respectively, granted to Mr. Stevenson, a director of the Company and to Mr. McCommon, the Company's CFO. These options have an exercise price of \$0.05 a share and are exercisable for five years from the date of issuance.

We determine the fair value of share-based awards at their grant date, using a Black-Scholes Option Pricing Model applying the assumptions in the following table. Actual compensation, if any, ultimately realized by option recipients may differ significantly from the amount estimated using an option valuation model.

	For the six months ended April 30,	
	2014	2013
Weighted average grant date fair value	\$0.00	\$0.06
Expected volatility	0%	75%
Expected dividends	0%	0%
Expected term (years)	-	5
Risk free rate	-	0.77% - 0.79%

As of April 30, 2014, there were no unrecognized compensation costs related to unvested restricted stock grants.

CDEX Inc.  
NOTES TO FINANCIAL STATEMENTS  
January 31, 2014  
(Unaudited)

7. Stockholders' Equity

In February 2014, we issued 92,165 shares to each of our independent Directors under the CDEX Inc. Board Compensation Plan. In April 2014, we issued 7,000,000 shares of common stock and 3,500,000 warrants to purchase common stock from our Warrant Exchange Offer where we offered to all Warrant holders with an exercise price of \$0.10 per share the opportunity to exercise their warrants for \$0.02 a share in exchange for the number of shares of common stock issuable under the warrant and a 5-year warrant for half the number of shares of common stock issuable under the exercised warrant with an exercise price of \$0.15 a share.

During the three months ended January 31, 2014, there was no stock activity. In the three months ended January 31, 2013, as a part of its Plan of Reorganization, the Company issued approximately 37.4 million shares of our Series A common stock and warrants to purchase 33.9 million shares of Series A common stock. Also, in the three months ended January 31, 2013, as compensation for his efforts as the Company's Medical Director, the Company issued Jason B. Terrell, 500,000 shares of its Series A common stock and a warrant to purchase 500,000 shares of Series A common stock for \$0.10 a share effective for five years.

In the three months ended April 30, 2013, as a part of its Plan of Reorganization, the Company issued approximately 3.9 million shares of our Series A common stock and warrants to purchase 6.3 million shares of Series A common stock. As a part of this issuance under the Plan of Reorganization, approximately 1.8 million warrants were issued to Mr. Brumfield, the Company's CEO, with an exercise price of \$0.10 a share exercisable for five years from the date of issuance.

8. Commitments and Contingencies

Litigation

We may from time to time be involved in legal proceedings arising from the normal course of business. As of the date of this report, we have not received notice of any other legal proceedings and the Company is not aware of any pending claims or assessments which may have a material adverse impact on the Company's financial position or results of operations.

9. Subsequent Events

The Company's management has evaluated subsequent events occurring after April 30, 2014, the date of our most recent balance sheet, through the date our financial statements were issued. In May 2014, we issued 3,000,000 shares of common stock and 1,500,000 warrants to purchase common stock from our Warrant Exchange Offer where we offered to all Warrant holder with an exercise price of \$0.10 per share to exercise their warrants for \$0.02 a share in exchange for the number of shares of common stock issuable under the warrant and a 5-year warrant for half the number of shares of common stock issuable under the exercised warrant with an exercise price of \$0.15 a share.

## ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operation

Our discussion and analysis of the financial condition and results of operations should be read in conjunction with the unaudited consolidated financial statements and the related disclosures included elsewhere herein and in Management's Discussion and Analysis of Financial Condition and Results of Operations included as part of our Annual Report on Form 10-K for the fiscal year ended October 31, 2013.

### Cautionary Note Regarding Forward-Looking Statements

Certain statements in this Quarterly Report on Form 10-Q constitute forward-looking statements within the meaning of the securities laws. Forward-looking statements include all statements that do not relate solely to the historical or current facts, and can be identified by the use of forward looking words such as "may", "believe", "expect", "expected", "project", "anticipate", "anticipated", "plans", "strategy", "target", "prospects", "should", "intends", "estimates" "continue" and other words of similar meaning. These forward-looking statements are based on the current plans and expectations of our management and are subject to a number of uncertainties and risks that could significantly affect our current plans and expectations, as well as future results of operations and financial condition and may cause our actual results, performances or achievements to be materially different from any future results, performances or achievements expressed or implied by such forward-looking statements.

Important factors that could cause our actual results to differ materially from our expectations are described as Risk Factors in our Annual Report on Form 10-K for the fiscal year ended October 31, 2013. Although we believe that the expectations reflected in such forward-looking statements are reasonable, there can be no assurance that such expectations will prove to have been correct. We do not assume any obligation to update these forward-looking statements to reflect actual results, changes in assumptions, or changes in other factors affecting such forward-looking statements.

### OVERVIEW

CDEX Inc. ("CDEX," "we," "us," "our" or the "Company") is a technology development company incorporated in the State of Nevada on July 6, 2001 with a corporate office and research and development facility in Tucson, Arizona. Our Class A common stock is currently being traded on the OTCBB under the symbol "CDEX.OB." Our long term strategic plans focus on applying our patented and patents pending chemical detection technologies to develop products in various markets including the healthcare, security and brand protection markets, as addressed below:

1. Healthcare - Validation of medications, training and quality assurance (e.g., validation of prescription and compounded medications to provide for patient safety, training of medical staff regarding compounding practices and detection of the diversion of narcotics and controlled substances);
2. Security and Public Safety - Identification of substances of concern (e.g., explosives, illegal drugs and the detection of counterfeit drugs and medications to assist in the protection of the nation's drug supply); and
3. Brand Protection - Detection of counterfeit or sub-par products for brand protection (e.g., inspection of incoming raw materials, outgoing final products and products in the distribution channel).

The Company is also exploring unique opportunities in select market verticals where its proprietary technology may provide low cost/real time solutions to a growing concern such as conducting urine, blood and saliva analysis for detecting illegal drugs and performance enhancement substances.

Virtually all CDEX product development has been based on applying the same underlying technologies. CDEX anticipates developing and/or acquiring other technologies in the future through partnering and investment. However, unless and until such time as we acquire or develop other technology assets, all of the Company's revenues will come from products developed from our current suite of patents and patents pending technologies, or through licensing arrangements with companies with related intellectual property.

## Our Technology

Our research and development efforts have centered on, but are not limited to, the use of excitation energy sources and patented/patents pending processing technology for substance verification, authentication and identification. When certain substances are exposed to excitation energy the substances produce photons at specific wavelengths that form unique spectral fingerprints, which can be used as signatures to validate and authenticate the substances.

CDEX creates reference signatures of substances of interest, such as selected narcotics, explosive compounds and medicines. CDEX software validates a substance of interest by comparing its signature against the known reference signature of the substance of interest in the database.

The CDEX advantage is that substances of interest are tested at the base levels and their signatures are compared to the known signatures of the substance of interest contained in the database. This provides rapid validation and authentication that the substance is genuine. CDEX technology is not centered on packaging schemes such as holograms, inks, ingredient taggants or Radio Frequency Identification (or RFID) tags, all of which can be defeated by determined counterfeiters.

## **Products**

We are currently focusing our resources on marketing and improving real-time (within seconds) chemical detection products using proprietary, patented and patents pending technologies. Our primary focus in 2013, which continued through the three months ended April 30, 2014, was the continued development and enhancement of our ValiMed G4 system ("VG4") for use in the pharmaceutical market and sales of our ID2 product for the security markets with our principal product lines noted below. The Company continues to explore unique opportunities where its proprietary technology may provide low cost/real time solutions to growing security or liability concerns such as conducting urine, blood and saliva analysis for detecting illegal drugs and performance enhancement substances in the work place or sporting environment.

## **Healthcare Market.**

ValiMed™ Medication Validation System (MVS) Product Line – Consists of two products: Our third generation ValiMed known as the ValiMed CCT and the ValiMed G4 system. Both Valimed systems help healthcare providers ensure patient safety and control costs by reducing medication errors, utilizing our patented and patent pending process known as Enhanced Photoemission Spectroscopy. The VG4 system uses a patented detection process providing a real time (within seconds), quantitative (strength/concentration) as well as qualitative (identification of known) analysis of high-risk single component compounded medications and treatment solutions. The Valimed CCT system that is operating in numerous hospital settings around the country, provides the healthcare industry with verification of a known substance, specifically a known drug with a known strength/concentration, in a known diluent. This current system also utilizes our proprietary cuvettes in the process. Both devices help healthcare facilities comply with Joint Commission on Accreditation of Healthcare Organizations compliance requirements and United States Pharmacopeia's General Chapter 797 Pharmaceutical Compounding—Sterile Preparations ("USP 797") guidelines for compounding sterile preparations. Both product lines provide a recurring revenue stream and address three problem areas in the healthcare market: (i) human error in the compounding of medications, with an emphasis on, but not limited to high risk medications; (ii) harmful counterfeit medications and (iii) diversion of hospital narcotics. In the near future, we expect the VG4 product line to address multi component compounded admixtures, such as total parenteral nutrition. We expect to add oncology drugs to our formulary in 2014 as well. One of the most significant improvements with the VG4 is the capability of analyzing through most containers that are currently being used in pharmaceutical settings. This provides our end users with a more streamlined application, with less labor, without compromising the sterility of the compounded admixtures.

## **Security Market.**

CDEX ID2™ Product Line – Provides products for real time detection of specified illegal drugs. This product line currently comprises two instruments. Both of the devices are hand held models that detect

methamphetamine. The ID2 Meth Scanner is a device that is used for the detection of methamphetamine in the home inspection industries, by housing authorities, hotel industry and most recently its use in our nation's prisons and jails. The Pocket ID2 is a pocket sized hand held device that currently detects visible and prosecutable quantities of methamphetamine, with other drugs such as cocaine, heroin, OxyContin and Ecstasy expected to come in the near future. We continue to explore the use of applying the ValiMed technology to a table top device that is expected to be portable and able to detect trace amounts of specified illegal drugs and explosives in virtually real time. Each of these products would most likely be of interest to all areas of law enforcement, such as police and sheriff departments, U.S. border patrol, port authorities, the TSA, the FBI, all of the U.S. military, and many other agencies.

## INTELLECTUAL PROPERTY RIGHTS

We rely on non-disclosure agreements, patent, trade secret and copyright laws to protect the intellectual property that we have and plan to develop, but such laws may provide insufficient protection. Moreover, other companies may develop products that are similar or superior to ours or may copy or otherwise obtain and use our proprietary information without authorization. In addition, certain of our know-how and proprietary technology may not be patentable. Policing unauthorized use of our proprietary and other intellectual property rights could entail significant expense and could be difficult or impossible to do. In addition, third parties may bring claims of copyright or trademark infringement against CDEX or claim that certain of our processes or features violate a patent, that we have misappropriated their technology or formats or otherwise infringed upon their proprietary rights. Any claims of infringement, with or without merit, could be time consuming to defend, result in costly litigation, divert management's attention, and/or require CDEX to enter into costly royalty or licensing arrangements to prevent further infringement, any of which could adversely affect our operating results. The Company makes business decisions regarding which inventions to patent, and in what countries.

Our competitive position also depends upon unpatented trade secrets. Trade secrets are difficult to protect. Our competitors may independently develop proprietary information and techniques that are substantially equivalent to ours or otherwise gain access to our trade secrets, such as through unauthorized or inadvertent disclosure of our trade secrets.

## RESULTS OF OPERATIONS

### COMPARISON OF OPERATIONS FOR THE THREE MONTHS ENDED APRIL 30, 2014 AND 2013:

	2014	2013
Revenue	\$ 50,277	\$ 389,232
Cost of revenue	6,239	53,153
Selling, general and administrative	152,769	220,039
Research and development	34,596	23,821
Other income (expense)	-	29,885
Net income (loss)	<u>\$ (143,327)</u>	<u>\$ 122,104</u>

## REVENUE

Revenue was approximately \$50,000 and \$389,000 during the three months ended April 30, 2014 and 2013, respectively. The decrease in revenue of approximately \$339,000 resulted primarily from the sale in the three months ended April 30, 2013 of Valimed CCTs to Al-Essa Medical & Scientific Equipment Company in Safat, Kuwait.

## COST OF REVENUE

Cost of revenue was approximately \$6,000 and \$53,000 during the three months ended April 30, 2014 and 2013, respectively, a decrease of approximately \$47,000. The gross margin percentage increased from approximately 86% to 88%.

#### SELLING, GENERAL AND ADMINISTRATIVE

Selling, general and administrative expenses were approximately \$153,000 during the three months ended April 30, 2014, compared with \$220,000 during the three months ended April 30, 2013. The decrease of approximately \$67,000 resulted primarily from the decrease in non-cash share-based expense and employee compensation of \$27,000, a decrease in professional and consulting expenses of \$22,000, a decrease in general expenses of \$10,000 including dues and subscriptions, depreciation, insurance and supplies expense, and a decrease in marketing and travel of \$8,000.

#### RESEARCH AND DEVELOPMENT

Research and development (R&D) costs were approximately \$35,000 during the three months ended April 30, 2014, compared with \$24,000 during the three months ended April 30, 2013, an increase of approximately \$11,000 which is primarily attributable to increases in R&D material of \$14,000 partially offset by a reduction in R&D compensation of \$3,000.

#### OTHER INCOME (EXPENSE)

Other income (net) for the three months ended April 30, 2014 was approximately \$-0- compared to \$29,000 other income (net) for the three months ended April 30, 2013. The net change of approximately \$29,000 reflects primarily the recognition in 2013 of the approximately \$43,000 of forgiveness of debt from those creditors opting out of our Plan of Reorganization, which was offset by approximately \$13,000 in fees paid to the United States Bankruptcy Trustee.

#### NET INCOME (LOSS)

The net loss was approximately \$143,000 during the three months ended April 30, 2014, compared with a net income of \$122,000 during the three months ended April 30, 2013, due to the foregoing factors.

#### COMPARISON OF OPERATIONS FOR THE SIX MONTHS ENDED APRIL 30, 2014 AND 2013:

	2014	2013
Revenue	\$ 126,284	\$ 428,964
Cost of revenue	25,904	69,701
Selling, general and administrative	274,796	767,165
Research and development	91,151	59,545
Other income (expense)	6,805	27,935
	<u>                    </u>	<u>                    </u>
Net income (loss)	<u>\$ (258,762)</u>	<u>\$ (439,512)</u>

#### REVENUE

Revenue was approximately \$126,000 and \$429,000 during the six months ended April 30, 2014 and 2013, respectively. The decrease in revenue of approximately \$303,000 resulted primarily from the sale in the six months ended April 30, 2013 of Valimed CCTs to Al-Essa Medical & Scientific Equipment Company in Safat, Kuwait offset by revenue from a client opting out of their supply contract in 2014 and electing to pay the contracted exit fee.

#### COST OF REVENUE

Cost of revenue was approximately \$26,000 and \$70,000 during the six months ended April 30, 2014 and 2013, respectively, a decrease of approximately \$44,000. The gross margin percentage decreased from approximately 84% to 79%.

#### SELLING, GENERAL AND ADMINISTRATIVE

Selling, general and administrative expenses were approximately \$275,000 during the six months ended April 30, 2014, compared with \$767,000 during the six months ended April 30, 2013. The decrease of approximately \$492,000 resulted primarily from the decrease in non-cash share-based expense and employee compensation of \$426,000, a decrease in professional and consulting expenses of \$34,000, a decrease in marketing and travel of \$16,000 and decreases in insurance premiums of \$10,000, depreciation of \$3,000 and shipping and supplies of \$6,000, offset by of an increase in allowance for doubtful accounts of \$6,000.

#### RESEARCH AND DEVELOPMENT

Research and development (R&D) costs were approximately \$91,000 during the six months ended April 30, 2014, compared with \$60,000 during the six months ended April 30, 2013, an increase of approximately \$32,000 which is primarily attributable to increases in R&D material of \$19,000, R&D Travel of \$8,000 and R&D compensation of \$5,000.

#### OTHER INCOME (EXPENSE)

Other income (net) for the six months ended April 30, 2014 was approximately \$7,000 compared to \$28,000 for the six months ended April 30, 2013. The net change of approximately \$21,000 reflects primarily the recognition in 2013 of the approximately \$43,000 of forgiveness of debt income from those creditors opting out of our Plan of Reorganization and the refund in 2014 of approximately \$7,000 of excess fees paid to the United States Bankruptcy Trustee, which was offset by approximately \$15,000 in fees paid to the United States Bankruptcy Trustee in 2013.

#### NET (LOSS)

The net loss was approximately \$259,000 during the six months ended April 30, 2014, compared with a net loss of \$440,000 during the six months ended April 30, 2013, due to the foregoing factors.

#### LIQUIDITY AND CAPITAL RESOURCES

The accompanying financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. We have experienced net losses since our inception and, as of April 30, 2014, had an accumulated deficit of approximately \$35 million. We do not expect to have positive cash flow from operations until we have deployed a sufficient number of our ValiMed G4 drug validation systems. As of April 30, 2014, we had approximately \$118,000 in cash.

We had a net increase in cash of approximately \$19,000 during the six months ended April 30, 2014 from the cash provided from our financing activities offset by the use of cash in operating and investing activities. This amount is comprised primarily of our net loss of approximately \$259,000 offset by an increase in our current liabilities of \$109,000, depreciation and amortization of \$11,000, share based compensation of \$9,000 a decrease in inventory of \$8,000, a reduction of our accounts receivable of \$7,000 and purchase of equipment of \$10,000 offset by \$140,000 from the proceeds from the warrant exchange offer.

#### ITEM 4. Controls and Procedures

Disclosure Controls and Procedures.

The Company's Chairman and Chief Executive Officer and its Vice President of Finance and Chief Financial Officer, after evaluating the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of April 30, 2014, have concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act, as amended, is recorded, processed and summarized and reported on a timely basis and is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

#### Changes in Internal Control over Financial Reporting.

There were no changes in the Company's internal control over financial reporting during the Company's fiscal quarter ended April 30, 2014 that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.



## PART II - OTHER INFORMATION

### ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

In April 2014, we issued 7,000,000 shares of common stock and 3,500,000 warrants to purchase common stock from our Warrant Exchange Offer where we offered to all Warrant holders with an exercise price of \$0.10 per share the opportunity to exercise their warrants for \$0.02 a share in exchange for the number of shares of common stock issuable under the warrant and a 5-year warrant for half the number of shares of common stock issuable under the exercised warrant with an exercise price of \$0.15 a share.

### ITEM 5. Other Information

(a) Not Applicable

(b) The Company has not adopted formal procedures for the nomination by stockholders of candidates to serve on its Board of Directors.

### ITEM 6. Exhibits

4.1 Form of Warrant for Exchange.

31.1 Certification of Chief Executive Officer.

31.2 Certification of Chief Financial Officer.

32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Executive Officer).

32.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Financial Officer).

101.INS XBRL Instance Document

101.SCH XBRL Schema Document

101.CAL XBRL Calculation Linkbase Document

101.DEF XBRL Definition Linkbase Document

101.LAB XBRL Label Linkbase Document

101.PRE XBRL Presentation Linkbase Document

## SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on June 12, 2014.

CDEX INC.

By: /s/ Jeffrey K. Brumfield  
Jeffrey K. Brumfield  
Chief Executive Officer

By: /s/ Stephen A. McCommon  
Stephen A. McCommon  
Chief Financial Officer and  
Vice President of Finance