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

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# FORM 10-K

**(Mark one)**

☒ **ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITES EXCHANGE ACT OF 1934**

**For the fiscal year ended March 31, 2011**

☐ **TRANSITION REPORT UNDER SECTION 13 OR 15 (D) OF THE SECURITES EXCHANGE ACT OF 1934**

**For the transition period from ____ to ____**

**Commission File No: 0-11740**

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# MESA LABORATORIES, INC.
(Exact name of registrant as specified in its charter)

| **Colorado** | **84-0872291** |
|---|---|
| (State or other jurisdiction of Incorporation or organization) | (I.R.S. Employer Identification number) |
| **12100 West Sixth Avenue Lakewood, Colorado** | **80228** |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: **(303) 987-8000**

Securities registered under Section 12(b) of the Act:

| **Title of each class** | **Name of each exchange on which registered** |
|---|---|
| Common Stock, no par value | NASDAQ |

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
**YES** ☐ **NO** ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
**YES** ☐ **NO** ☒

Indicate by check mark whether the registrant (1) has filed all reports to be filed by Section13 or 15(d) of the Securities Exchange Act of 1934 during the proceeding 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 (Section 232.405 of the 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, and 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. (check one):

| Large accelerated filer ☐ | Accelerated filer ☐ | Non-accelerated filer ☐ (Do not check if a smaller reporting company) | Smaller reporting company ☒ |
|---|---|---|---|

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

The aggregate market value, as of September 30, 2010, (the last business day of the registrant's second quarter) of the common stock of Mesa Laboratories Inc. held by non-affiliates (assuming, for this purpose, that all directors, officers and owners of 5% or more of the registrant's common stock are deemed affiliates) was approximately $42,251,000.

The number of outstanding shares of the common stock as of May 31, 2011 was 3,281,193.

DOCUMENTS INCORPORATED BY REFERENCE
Proxy Statement for the 2011 Annual Meeting of Shareholders
Part III information is incorporated by reference from the Proxy Statement

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## CAUTIONARY STATEMENT

All statements other than statements of historical fact included in this annual report regarding the Company's financial position and operating and strategic initiatives and addressing industry developments are forward-looking statements. Where, in any forward-looking statement, the Company, or its management, expresses an expectation or belief as to future results, such expectation or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the statement of expectation or belief will result or be achieved or accomplished. Factors which could cause actual results to differ materially from those anticipated, include but are not limited to general economic, financial and business conditions; competition in the Company's markets; the business abilities and judgment of personnel; the impacts of unusual items resulting from ongoing evaluations of business strategies; and changes in business strategy.

Mesa's executive offices are located at 12100 West Sixth Avenue, Lakewood, Colorado 80228, telephone (303) 987-8000.

# PART I

## ITEM 1. DESCRIPTION OF BUSINESS

### Introduction

Mesa Laboratories, Inc. (hereinafter referred to as the "Company" or "Mesa") was incorporated as a Colorado corporation on March 26, 1982. Mesa is comprised of two (2) product divisions across three (3) physical locations. The Lakewood, Colorado facility manufactures all of the Instrument Division products – the DataTrace®, Medical, Torqo®, and Nusonics® brands. The Omaha, Nebraska and Bozeman, Montana locations manufacture all of the Biological Indicator Division products – the Mesa, Apex™, SGM Biotech™ and Raven™ brands.

On April, 27, 2010, the Company completed the purchase of SGM Biotech, Inc. located in Bozeman, MT. Under the terms of this acquisition the Company acquired all of the stock of SGM Biotech for a cash payment of $11,722,000. After the completion of the acquisition the Company repaid $278,000 of loans owed to the shareholders of SGM Biotech and paid an additional $361,000 to the sellers for a final working capital adjustment. On April 30, 2010, the Company also completed the acquisition of the facility that houses the SGM Biotech operations for $2,150,000.

On December 21, 2010, the Company purchased the assets associated with the biological indicator products of Apex Laboratories, Inc., a North Carolina company. The products acquired by Mesa included biological indicators for use in vapor hydrogen peroxide disinfection processes. The purchase price consisted of a $5,890,000 cash payment at closing and a $600,000 holdback amount to be paid in two equal payments on the six month and one year anniversary of closing.

To help finance these acquisitions, the Company entered into a credit facility consisting of a 36 month reducing line of credit for $3,000,000 and maturing at April 27, 2013, which had a remaining principal balance of $2,500,000 at March 31, 2011. In addition, there is also a revolving line of credit for $4,000,000, of which $4,000,000 was utilized at March 31, 2011. Both of these lines of credit are subject to a variable rate of interest and a rate floor, and at March 31, 2011, the rate of interest on both loans was 3.25%. In December 2010, the bank agreed to suspend the January 27, 2011 payment for $250,000 until the end of the loan term to provide the company with additional capital for the acquisition of Apex Laboratories, Inc.

The Company's strategic goals involve continuing to grow revenue and profits through three key strategies involving improving our distribution channels, introducing new products to the market, and seeking out companies or product lines to acquire. Our principal executive offices and worldwide headquarters are located at 12100 West

Sixth Ave., Lakewood, Colorado 80228, and our telephone number is (303) 987-8000. Our website address is www.mesalabs.com. The information contained on our website or connected to our website is not incorporated by reference into this annual report on Form 10-K and should not be considered part of this report.

**Instrument Division**

The Instrument Division designs, manufactures and markets quality control instruments and disposable products utilized in connection with the healthcare, pharmaceutical, food and beverage, medical device, and petrochemical industries. The Company presently manufactures and markets several brands in the Instrument Division, including DataTrace data loggers which are used in critical manufacturing and quality control processes in the food, pharmaceutical and medical device industries, Torqo torque testing systems which are used to measure bottle cap tightness in the beverage and pharmaceutical industries, Medical meters which are used for quality control in dialysis clinics and dialysis machine manufacturing operations, and Nusonics concentration analyzers, pipeline interface detectors and flow meter products used in the chemical, food, pharmaceutical and plastics industries.

The Company's data logger products are self-contained, wireless, high precision instruments that are used in critical manufacturing, quality control, and validation applications. They are used to measure temperature, humidity and pressure inside a process or inside a product during manufacturing. In addition, data loggers can be used to validate the proper operation of laboratory or manufacturing equipment, either during its installation or for annual re-certifications. The products consist of individual data loggers, a PC interface, software, and various accessories. A customer typically purchases a large number of data loggers along with a single PC interface and the software package. In practice, using the PC interface, the user programs the loggers to collect environmental data at a pre-determined interval, places the data loggers in the product or process, and then collects stored process data from the data logger either through the PC interface or wirelessly via a radio link. After this, the user can prepare tabular and graphical reports using the software. Unique aspects of the Company's data loggers are their ability to operate at elevated temperatures, and in explosive environments. These are important differentiating factors for the Company's data logger products in the marketplace, and consequently, they are used by companies to control their most critical processes, such as sterilization, one of the most important applications. A sample of markets utilizing the data loggers include food processing, pharmaceutical manufacturing, medical device companies, and contract sterilizers.

The Company's medical meters are instruments that are used to test various parameters of the dialysis fluid (dialysate), and the proper calibration and operation of the dialysis machine. Each measures some combination of temperature, pressure, pH and conductivity to ensure that the dialysate has the proper composition to promote the transfer of waste products from the blood to the dialysate. The meters provide a digital readout that the patient, physician or technician uses to verify that the dialysis machine is working within prescribed limits and delivering the properly prepared dialysate. The Company manufactures two styles of medical meters; those designed for use by dialysis machine manufacturers and biomedical technicians and those used primarily by dialysis nurses. The meters for technicians are characterized by exceptional accuracy, stability, and flexibility and are used by the industry as the primary standard for the calibration of dialysis machines. The meters designed for use by dialysis nurses are known primarily for their ease of use and incorporate a patented, built-in syringe sampling system. These meters are used as the final quality control check on the dialysate just prior to starting a treatment. In addition to the dialysate meters, the Company markets a line of calibration standard solutions for use in dialysis clinics for calibration and testing. These standard solutions are regularly consumed by the dialysis clinics and this, along with calibration services, represents a recurring revenue stream for the Medical product line. Markets that utilize these products include dialysis facilities, medical device manufacturers and biomedical service companies.

The Company's torque testing system is a durable and reliable motorized cap torque analyzer, which is setting a new standard for torque measurement throughout the packaging industry. With its on-board microprocessor, the torque system is easy to use, easy to set up, and mostly maintenance free. The primary advantages of the Company's torque instruments are its high accuracy and long term consistency of measurement. Unlike manual torque testing instruments, a motorized torque system, such as the Company's, eliminates the effects on the measurement results of different operators and different cap removal speeds. With a motorized torque testing

system, the force applied to a cap is precisely the same in each testing cycle, regardless of who may be operating the machine, or how strong they may be. The Company's torque system provides the information that helps the packaging operation track events - and potential problems - during the manufacturing process so that corrections can be performed in a timely fashion. Industries utilizing these instruments include food processors, beverage companies, pharmaceutical, and consumer product manufacturers.

The Company's primary Nusonics brand ultrasonic fluid measurement products include flow meters and concentration monitors. While the total market for flow meters is very large, the Company's flow meters best serve applications where cleanliness and resistance to corrosives are required, such as water treatment, chemical processing and heating, ventilation and air conditioning (HVAC) applications. The concentration monitor component of the product line consists of pipeline interface detectors for petrochemical applications and concentration analyzers for a wider variety of industry application, such as chemical, food, pharmaceutical and plastics processes. The ultrasonic products have been subject to strong competition in the marketplace in recent years primarily from larger, well established process control companies. Consequently, sales of these products have decreased and currently represent approximately 2% of the Company's total revenue. Today, most sales are made to existing customers who are replacing or adding to their current infrastructure, and it is not expected that the Company will make significant investments in these products in the future.

**Biological Indicator Division**

The Biological Indicator Division manufactures and markets Biological Indicators (BI) and distributes Chemical Indicators (CI) used to assess the effectiveness of sterilization processes, including steam, gas (such as Ethylene Oxide or Chlorine Dioxide), hydrogen peroxide and radiation, in the hospital, dental, medical device and pharmaceutical industries. Mesa BIs are registered medical devices manufactured under ISO 13485 controlled processes. They are developed and used according to the Association for the Advancement of Medical Instrumentation (AAMI) guidelines, which are adopted as the worldwide standard under the International Standards Organization (ISO). The Company presently manufactures and markets several brands in the Biological Indicators Division, including, Mesa, Raven, SGM Biotech, and Apex, but is evaluating a strategy of brand consolidation.

BI's consist of resistant spores of certain microorganisms which are applied on a convenient substrate, such as a small piece of filter paper. The spores are well characterized in terms of numbers and resistance to sterilization. In use, the BI is exposed to a sterilization process and then tested to determine the presence of surviving organisms. The Company's BIs includes both spore strips, which require post-processing transfer to a growth media, self-contained products which have the growth media already pre-packaged in crushable ampoules, industrial use BIs, and culture media. CIs are similar to BIs, except that a chemical change (generally determined by color) is used to assess the exposure to sterilization conditions. BIs and CIs are often used together to monitor processes. BIs are used to validate equipment and monitor the effectiveness of a process in any industrial or healthcare setting which uses sterilization. Key markets include healthcare such as dental offices and hospitals, and industrial such as medical device and pharmaceutical manufacturing.

The Company's BIs are distinguished in the marketplace by their high level of quality, consistency and flexibility. A variety of different formats allows the BIs to be used in many different types of processes and products. For instance, the simple spore strips are used most often in the small table-top steam sterilizers in dental offices, while a more complex self-contained BI may be used by a medical device manufacturer to assure the sterility in a complex ethylene oxide sterilization process. In either case, the number of spores contained on the carrier and the resistance of the spores to the sterilization process must be well characterized in order to accurately assess the effectiveness of sterilization. During manufacturing, extensive quality control steps are used to insure that the microorganism spores are well characterized and their resistance is known following placement on the target carrier.

**Manufacturing**

The Company conducts research, manufactures, and supports the Instrument Division products from its facilities in Lakewood, Colorado, while facilities in Bozeman, Montana and Omaha, Nebraska are used for the products from the

Biological Indicators division. The Torqo brand instruments products were manufactured in Amherst, New Hampshire until December 2010 when they were permanently moved to the Lakewood facility. The Apex brand Biological Indicator products were manufactured at the Apex Laboratories facility in Sanford, NC until April 2011 when manufacturing commenced at Mesa's Bozeman, MT operations. The Company's instrument products are manufactured primarily by assembling the products from purchased components and calibrating the final products prior to release. The biological indicator products are manufactured by growing microbiological spores from raw materials, assembling the finished products through a series of process steps, and testing the finished biological indicators using established quality control tests.

Most of the materials and components used in the Company's product lines are available from a number of different suppliers. Mesa generally maintains multiple sources of supply for most items but is dependent on a single source for certain items. Mesa believes that alternative sources could be developed, if required, for present single supply sources. Although the Company's dependence on these single supply sources may involve a degree of risk, to date, Mesa has been able to acquire sufficient stock to meet its production requirements.

**Marketing and Distribution**

The Company's domestic sales of its medical meters and data logger products are generated by its direct sales and marketing staff, while outside the U.S., a number of distributors are utilized. The Company's remaining instruments and its biological indicator products are distributed both directly to end users, through a sales and marketing staff, and through a number of distributors both domestically and outside the U.S. International sales for all products are conducted through approximately 185 distributors in countries throughout Europe, Africa, Australia, Asia and South America, as well as Canada and Mexico. The Company's marketing staff serves all of the Company's brands and numerous international distributors sell products from both of the Company's business segments.

Sales promotions include attendance by Mesa representatives at trade shows, direct mail campaigns, internet and other digital forms of advertising.

Customers of the Company's Instrument Division products primarily include dialysis clinics, along with manufacturers of foods, beverages, pharmaceutical products, contract sterilizing services, and medical devices. The primary emphasis of the Company's marketing effort is to offer high quality products to its customers that will aid them in containing cost, improving the quality of their products and services, and helping them to meet their regulatory requirements.

Customers of the Company's Biological Indicators Division products include various companies providing sterility assurance testing to the dental office market, hospitals, contract sterilizing services and various industrial users involved in pharmaceutical and medical device manufacturing. The Company's marketing focuses on providing high quality test products in a variety of different formats, which minimize incubation and test result time.

During the fiscal year ended March 31, 2011, no individual customer represented more than 10% of the Company's revenues. During the fiscal year ended March 31, 2010, one customer represented approximately 14% of the Company's revenues and approximately 10% of the Company's accounts receivable balance.

**Competition**

Mesa products compete with a variety of companies across several industries, many of which are well established, with substantially greater capital resources and larger research and development capabilities. Furthermore, many of these companies have established product lines and a significant operating history. Accordingly, the Company may be at a competitive disadvantage with some competitors due to their respective size and market presence.

Companies with which Mesa's Instruments Division products compete include the Myron L Company, IBP Medical GmbH, GE Kaye, Ellab, TMI Orion, Controlotron, Badger Meter, Rosemount, GE Panametrics, SureTorque,

Mecmesin and Steinfurth. Companies with which Mesa's Biological Indicators Division products compete include 3M, Terragene, NAMSA and Steris.

**Research and Development**

Mesa is committed to an active research and development program dedicated to innovating new products and improving the quality and performance of our existing products. The company incurred expenses for the fiscal years ended March 31, 2011 and 2010, of $1,441,000 and $669,000, respectively, on research and development activities.

**Government Regulation**

Several products in both the Instrument and Biological Indicator Divisions are medical devices subject to the provisions of the Federal Food, Drug and Cosmetic Act, as amended by the Medical Device Amendments of 1976 (hereinafter referred to as the "Act"). The Act requires any company proposing to market a medical device to notify the FDA of its intention at least ninety days before doing so, and in such notification must advise the FDA as to whether the device is substantially equivalent to a device marketed prior to May 28, 1976. As of the date hereof, the Company has received permission from the FDA to market all of its products requiring such permission.

Some of Mesa's products are subject to FDA regulations and inspections, which may be time-consuming and costly. This includes on-going compliance with the FDA's current Good Manufacturing Practices regulations which require, among other things, the systematic control of manufacture, packaging and storage of products intended for human use. Failure to comply with these practices renders the product adulterated and could subject the Company to an interruption of manufacture and sale of these products and possible regulatory action by the FDA.

The manufacture and sale of medical devices is also regulated by some states. Although there is substantial overlap between state regulations and the regulations of the FDA, some state laws may apply. Mesa, however, does not anticipate that complying with state regulations will create any significant problems. Foreign countries also have laws regulating medical devices sold in those countries, which may cause us to expend additional resources on compliance.

**Employees**

On March 31, 2011, the Company had a total of 177 employees, of which 177 were full-time employees. Currently, 28 persons are employed for marketing and sales, 12 for research and development, 119 for manufacturing and quality assurance and 18 for administration.

## ITEM 1A. RISK FACTORS

**We face intense competition**.

The markets for some of our current and potential products are intensely competitive. We face competition from companies that possess both larger sales forces and more capital resources. In addition, there are growing numbers of competitors for certain of our products.

**Technological change could render our products obsolete or non-competitive.**

The market for the Company's products and services are characterized by rapid and substantial technological changes and swiftly evolving industry standards. As industry standards evolve rapidly, the Company may be required to develop new and competitive products to maintain or increase revenue. A competitive product requires substantial planning, design, development, and testing at the technological, product and manufacturing process stages. The Company can provide no assurance that its products will remain competitive in a rapidly changing environment. In addition, regulations and industry acceptance of new technologies may decelerate or eliminate meaningful revenue.

**Acquisition of businesses could potentially decrease profit margins and decrease net income.**

The Company maintains its growth strategy through product development and business and technology acquisition. Businesses acquired by the Company may provide marginal profitability or prove to be unprofitable. Additional risks include the competition among prospective buyers, the potential loss of key employees or clients of the acquired company, and the reallocation of capital from ongoing operating processes.

**The Company may need additional capital to finance acquisitions.**

The Company has generated significant growth through acquisitions in recent years. To maintain this rate of growth, the Company may require access to additional sources of capital through debt or equity markets for which there can be no assurance.

**We are utilizing variable rate financing.**

We have initiated a credit facility of $7,000,000 which is split between a 36 month reducing line of credit of $3,000,000 and a one year revolving line of credit of $4,000,000. Both of these lines of credits have variable interest rates which are calculated daily at one percent under the national prime rate of the Bank of Oklahoma and are subject to a 3.25 percent floor. A change in interest rate market conditions could increase the Company's interest costs in the future.

**We may be unable to effectively protect our intellectual property.**

Our ability to compete effectively depends in part on developing and maintaining the proprietary aspects of our technology and processes. We cannot assure you that the patents we have obtained, or any patents we may obtain, will provide any competitive advantages for our products. We also cannot assure you that those patents will not be successfully challenged, invalidated or circumvented in the future. In addition, we cannot assure you that competitors, many of which have substantial resources and have made substantial investments in competing technologies, have not already applied for or obtained, or will not seek to apply for or obtain, patents that will prevent, limit or interfere with our ability to make, use and sell our products either in the United States or in international markets.

**We may have product liability claims.**

Our products involve a risk of product liability claims. Although we maintain product liability insurance at coverage levels which we believe are adequate, there is no assurance that, if we were to incur substantial liability for product liability claims, insurance would provide adequate coverage against such liability.

**Our company faces challenges in complying with certain sections of the Sarbanes-Oxley Act.**

Like many smaller public companies, our Company faces challenges in complying with the internal control requirements (Section 404) of the Sarbanes-Oxley Act. Under current frameworks, compliance in areas such as separation of duties, information system controls, etc. may prove problematic for a smaller company with limited human resources. Our Company may also be forced to incur significant expense in order to comply with the law under current control frameworks for implementation.

**Changing accounting regulations may affect operating results**.

Our operating results may be adversely affected by new laws and accounting regulations that have either been recently enacted or which are under consideration, including costs associated with implementation of Section 404 of the Sarbanes-Oxley Act.

**Our operating results may fluctuate**.

Our results of operations may fluctuate significantly from quarter to quarter based on numerous factors including the following:

- the introduction of new products
- the level of market acceptance of our products
- achievement of research and development milestones
- timing of the receipt of orders from, and product shipment to major customers
- timing of expenditures
- variation in capital spending trends of our customers
- timing of the expensing of employee stock options
- delays in educating and training our distributors and representatives sales forces
- manufacturing or supply delays
- product returns
- receipt of necessary regulatory approval
- costs associated with implementing and maintaining compliance with the Sarbanes-Oxley Act
- costs associated with expansion of the Company's direct sales capabilities
- changes in key components by our vendors
- cost and timing of acquisitions.

**Changing industry trends may affect operating results.**

Various changes within the industries we serve may limit future demand for our products and may include the following:

- changes in dialysis reimbursements
- mergers within the dialysis provider industry have made the Company more dependent upon fewer large customers for its sales in this industry
- price competition for key products
- increased competition.

**Our growth depends on introducing new products and the efforts of third party distributors.**

Our growth depends on the acceptance of our products in the marketplace, the penetration achieved by the companies which we sell to, and rely on, to distribute and represent our products, and our ability to introduce new and innovative products that meet the needs of the various markets we serve. There can be no assurance that we will be able to continue to introduce new and innovative products or that the products we introduce, or have introduced, will be widely accepted by the marketplace, or that the companies which we contract with to distribute and represent our products will continue to successfully penetrate our various markets. Our failure to continue to introduce new products or gain wide spread acceptance of our products would adversely affect our operations.

**We depend on attracting new distributors and representatives for our products**.

In order to successfully commercialize our products in new markets, we will need to enter into distribution arrangements with companies that can successfully distribute and represent our products into various markets.

**Our products are extensively regulated which could delay product introduction or halt sales.**

The process of obtaining and maintaining required regulatory approvals is lengthy, expensive and uncertain. Although we have not experienced any substantial regulatory delays to date, there is no assurance that delays will not occur in the future, which could have a significant adverse effect on our ability to introduce new products on a timely basis. Regulatory agencies periodically inspect our manufacturing facilities to ascertain compliance with "good manufacturing practices" and can subject approved products to additional testing and surveillance programs. Failure to comply with applicable regulatory requirements can, among other things, result in fines, suspension of regulatory

approvals, product recalls, operating restrictions and criminal penalties. While we believe that we are currently in compliance, if we fail to comply with regulatory requirements, it could have an adverse effect on our results of operations and financial condition.

### ITEM 1B. UNRESOLVED STAFF COMMENTS

Not Applicable

### ITEM 2. PROPERTIES

Mesa owns its 39,616 square foot facility at 12100 W. 6th Avenue, Lakewood, Colorado 80228. All Instrument Division manufacturing, warehouse, marketing, research and general corporate administrative functions are based at this location. The facility is approximately 80% utilized and the Company currently utilizes only one shift. The Company also owns an approximately 28,000 square foot facility at 8607 Park Drive, Omaha, Nebraska 68127. Biological Indicator manufacturing, warehouse, marketing, research and administrative functions are based at this location. The facility is currently 95% utilized and the Company currently utilizes only one shift. The Company also owns an approximately 21,500 square foot facility that houses additional Biological Indicator product manufacturing, warehouse, marketing, research and administrative functions and is located at 10 Evergreen Drive, Bozeman, Montana 59715. It is currently 95% utilized and the facility currently utilizes only one shift.

The Company does not invest in, and has not adopted any policy with respect to investments in, real estate or interests in real estate, real estate mortgages or securities of or interests in persons primarily engaged in real estate activities. It is not the Company's policy to acquire assets primarily for possible capital gain or primarily for income.

### ITEM 3. LEGAL PROCEEDINGS

No material legal proceedings to which the Company is a party or to which any of its property is the subject are pending, and no such proceedings are known by the Company to be contemplated. The Company is not presently a party to any litigation or administrative proceedings with respect to its compliance with federal, state and local provisions which have been enacted regarding the discharge of materials into the environment or otherwise relating to the protection of the environment and no such proceedings are known by the Company to be contemplated. No legal actions are contemplated nor judgments entered against any officer or director of the Company concerning any matter involving the business of the Company.

### ITEM 4. RESERVED

## PART II

### ITEM 5. MARKET FOR REGISTRANTS COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

(a) Mesa's common stock is traded on the Nasdaq Global Market under the symbol "MLAB". For the last two fiscal years, the high and low closing sales prices of the Company's common stock as reported to the Company by Nasdaq were as follows:

| Quarter Ended | High | Low | Dividend |
|---|---|---|---|
| June 30, 2009 | $22.30 | $16.60 | $0.10 |
| September 30, 2009 | $22.97 | $19.93 | $0.10 |
| December 31, 2009 | $26.27 | $22.78 | $0.11 |
| March 31, 2010 | $28.80 | $25.12 | $0.11 |
| | | | |
| June 30, 2010 | $26.25 | $22.91 | $0.11 |
| September 30, 2010 | $24.45 | $20.69 | $0.11 |
| December 31, 2010 | $31.49 | $22.41 | $0.12 |
| March 31, 2011 | $30.69 | $28.10 | $0.12 |

The Nasdaq Global Market quotations set forth herein reflect inter-dealer prices, without retail mark-up, mark-down, or commission and may not represent actual transactions.

(b) As of March 31, 2011, there were approximately 1,300 record and beneficial holders of Mesa's common stock.

(c) During the fiscal year ended March 31, 2011, the Company did not sell any equity securities that were not registered under the Securities Act of 1933, as amended.

(d) We made the following repurchases of our common stock, by month, within the fourth quarter of the fiscal year covered by this report:

| | Shares Purchased | Avg. price Paid | Total Shares Purchased as Part of Publicly Announced Plan | Remaining Shares to Purchase Under Plan |
|---|---|---|---|---|
| January 1- 31, 2011 | 135 | $30.29 | 131,072 | 168,928 |
| February 1- 28,2011 | - | - | 131,072 | 168,928 |
| March 1 – 31, 2011 | 370 | $28.83 | 131,442 | 168,558 |
| Total Fourth Quarter | 505 | $29.22 | | |

On November 7, 2005, the Board of Directors of Mesa Laboratories, Inc. adopted a share repurchase plan which allows for the repurchase of up to 300,000 of the Company's common shares. This plan will continue until the maximum is reached or the plan is terminated by further action of the Board.

For information regarding securities authorized for issuance under our equity compensation plans, please see Footnote 9 to the Financial Statements.

Equity Compensation Plan Information as of March 31, 2011

| Plan Category | No. of securities to be Issued upon exercise of Outstanding options | Weighted-average exercise price of outstanding options | Number of securities remaining for future issuance under plan |
|---|---|---|---|
| Equity compensation plans approved by security holders | 443,642 | $20.10 | 479,895 |
| Equity compensation plans not approved by security holders | - | - | - |
| Total | 443,642 | $20.10 | 479,895 |

## ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth the Company's selected historical financial data for each of the five years for the period ended March 31. The selected historical financial data set forth below has been derived from our audited financial statements included elsewhere in this annual report on Form 10-K. This information should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our audited financial statements and related notes included elsewhere in this annual report on Form 10-K.

| **(Dollars in thousands, except EPS)** | **2011** | **2010** | **2009** | **2008** | **2007** |
|---|---|---|---|---|---|
| **Operational Data** | | | | | |
| Net Sales | $32,826 | $21,929 | $21,536 | $19,558 | $17,242 |
| Gross Profit | $19,568 | $13,194 | $13,817 | $12,858 | $10,895 |
| Gross Margin | 60% | 60% | 64% | 66% | 63% |
| Operating Income | $9,864 | $7,368 | $7,608 | $7,061 | $5,659 |
| Operating Margin | 30% | 34% | 35% | 36% | 33% |
| Net Profit | $6,183 | $4,769 | $4,790 | $4,610 | $3,958 |
| Net Profit Margin | 19% | 22% | 22% | 24% | 23% |
| Earnings Per Diluted Share | $1.86 | $1.45 | $1.48 | $1.41 | $1.22 |
| **Financial Position Data** | | | | | |
| Cash and Investments | $3,546 | $10,471 | $9,111 | $5,770 | $3,346 |
| Trade Receivables (net) | $7,017 | $4,421 | $4,307 | $3,875 | $3,817 |
| Inventory (net) | $5,714 | $4,820 | $4,499 | $4,020 | $3,297 |
| Current Assets | $17,262 | $20,474 | $18,593 | $14,411 | $10,842 |
| Working Capital | $7,331 | $18,530 | $17,109 | $12,824 | $9,373 |
| Current Ratio | 1.7:1 | 11:1 | 13:1 | 9:1 | 7:1 |
| Total Assets | $50,984 | $33,639 | $29,614 | $25,533 | $22,354 |
| Current Liabilities | $9,931 | $1,944 | $1,484 | $1,587 | $1,469 |
| Total Liabilities | $14,567 | $2,442 | $2,012 | $1,794 | $1,631 |
| Total Stockholders' Equity | $36,417 | $31,197 | $27,602 | $23,739 | $20,723 |
| **Average Return Data** | | | | | |
| Stockholder Investment (1) | 18% | 16% | 19% | 21% | 22% |
| Assets | 15% | 15% | 17% | 19% | 20% |
| Invested Capital (2) | 21% | 24% | 26% | 26% | 29% |

1) Average return on stockholder investment is calculated by dividing total net income by the average of end of year and beginning of year total stockholder's equity.

2) Average return on invested capital (invested capital = total assets – current liabilities – cash and short-term investments) is calculated by dividing total net income by the average of end of year and beginning of year invested capital.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

**Overview**

Mesa Laboratories, Inc. manufactures and distributes electronic measurement systems and disposable products for various niche applications, including renal treatment, food processing, medical sterilization, pharmaceutical processing and other industrial applications. Our Company follows a philosophy of manufacturing a high quality product and providing a high level of on-going service for those products. In order to optimize the performance of our Company and to build the value of the Company for its shareholders, we continually follow the trend of various key financial indicators. A sample of some of the most important of these indicators is presented in the following table.

**Key Financial Indicators**

| | 2011 | 2010 | 2009 | 2008 |
|---|---|---|---|---|
| Cash and Investments | $3,546,000 | $10,471,000 | $9,111,000 | $5,770,000 |
| Trade Receivables – Gross | $7,247,000 | $4,641,000 | $4,587,000 | $4,075,000 |
| Days Sales Outstanding | 60 | 61 | 74 | 60 |
| Inventory (Net) | $5,714,000 | $4,820,000 | $4,499,000 | $4,020,000 |
| Inventory Turns | 2.3 | 1.8 | 1.8 | 1.8 |
| Working Capital | $7,331,000 | $18,530,000 | $17,109,000 | $12,824,000 |
| Current Ratio | 1.7:1 | 11:1 | 13:1 | 9:1 |
| Total Amortization and Depreciations | $1,844,000 | $786,000 | $788,000 | $746,000 |
| Earnings Before Amortization, Depreciation and Income Tax | $11,595,000 | $8,190,000 | $8,482,000 | $7,998,000 |
| Average Return On: | | | | |
| Stockholder Investment (1) | 18.3% | 16.2% | 18.7% | 20.7% |
| Assets | 14.6% | 15.1% | 17.4% | 19.3% |
| Invested Capital (2) | 21.1% | 23.7% | 25.8% | 25.8% |
| Net Sales | $32,826,000 | $21,929,000 | $21,536,000 | $19,558,000 |
| Gross Profit | $19,568,000 | $13,194,000 | $13,817,000 | $12,858,000 |
| Gross Margin | 60% | 60% | 64% | 66% |
| Operating Income | $9,864,000 | $7,368,000 | $7,608,000 | $7,061,000 |
| Operating Margin | 30% | 34% | 35% | 36% |
| Net Profit | $6,183,000 | $4,769,000 | $4,790,000 | $4,610,000 |
| Net Profit Margin | 19% | 22% | 22% | 24% |
| Earnings Per Diluted Share | $1.86 | $1.45 | $1.48 | $1.41 |
| Capital Expenditures (Net) | $2,645,000 | $586,000 | $676,000 | $207,000 |
| Head Count | 177 | 112 | 111 | 113 |
| Sales Per Employee | $185,000 | $196,000 | $194,000 | $173,000 |

1) Average return on stockholder investment is calculated by dividing total net income by the average of end of year and beginning of year total stockholder's equity.
2) Average return on invested capital (invested capital = total assets – current liabilities – cash and short-term investments) is calculated by dividing total net income by the average of end of year and beginning of year invested capital.

While we continually try to optimize the overall performance and trends, the table above does highlight various exceptions. The indicators above show mixed results in the most recent fiscal year due to the impact of large increases in intangible assets as well as other assets through various acquisitions. A decrease in net profit margin combined with increasing balance sheet levels during fiscal 2011 caused the average return on assets and invested capital calculations to decrease in the current fiscal year. Our company saw a decrease in net profit margin in fiscal 2011 due to a decrease in gross profit margins resulting from the expansion of the Biological Indicator segment which typically has a lower gross margin and lower gross margins for the Torqo product lines as a result of high outside manufacturing costs for the first nine months of fiscal 2011.

## RESULTS OF OPERATIONS

### Net Sales

Net sales for fiscal 2011 increased 50 percent from fiscal 2010, and net sales for fiscal 2010 increased two percent from fiscal 2009. In dollars, net sales of $32,826,000 in fiscal 2011 increased $10,897,000 from $21,929,000 in 2010, and net sales of $21,929,000 in fiscal 2010 increased $393,000 from $21,536,000 in 2009.

Our revenues come from two main sources which include product revenues and parts and service revenues. Parts and service revenues are derived from on-going repair and recalibration or certification of our products. The certification or recalibration of product is usually a key component of the customer's own quality system and many of our customers operate in regulated industries, such as food processing or medical and pharmaceutical processing. For this reason, these revenues tend to be fairly stable and grow slowly over time. Also, it is important to note that the Biological Indicator products are disposables and thus do not contribute to the Company's parts and service revenue. During fiscal years 2011, 2010 and 2009 our Company had parts and service revenue of $4,155,000, $3,560,000 and $3,642,000. As a percentage of total revenue, parts and service revenues were 13% in 2011, 16% in 2010 and 17% in 2009.

The performance of new product sales is dependent on several factors, including general economic conditions in the United States and abroad, capital spending trends, competition and the introduction of new products. New products released to the market over the past five fiscal years include the 90XL Dialysate Meter for kidney dialysis which was introduced late in fiscal 2006, and the Datatrace RF System which was introduced in early fiscal 2009. All Biological Indicator sales as well as the Torqo line of products also contribute to product sales. For fiscal years 2011, 2010 and 2009, product sales for our company were $28,671,000, $18,369,000 and $17,894,000.

Due to the addition of SGM Biotech earlier this fiscal year, the company is in the process of changing its reporting to better reflect its two distinct business segments, Biological Indicator Products and Instrumentation Products. The Instrumentation Products are based at the Company's Lakewood, CO facility and produce quality control instruments for various overlapping industries, while Biological Indicator Products are manufactured at our Bozeman, MT and Omaha, NE facilities and produce various disposables used to verify sterility. This segmentation provides a clearer picture of how changes in our product mix impact net sales and profitability, especially at the gross profit level.

For the current fiscal year, Biological Indicator products have increased to $16,457,000 or 130 percent from $7,146,000 in the prior year period, and Instrumentation products have increased to $16,369,000 or 11 percent from $14,783,000 in the prior year period. For the current year the increase in Biological Indicator products is chiefly due to the addition of the SGM Biotech products in late April of this year, the addition of the products purchased from Apex Laboratories, Inc. in December 2010, and strong organic growth of ten percent for the current year for our existing Biological Indicator business. During the current fiscal year, the increase in Instrumentation products and services was eleven percent, and was due primarily to the addition of the Torqo product line in December 2009. Sales of existing Instrumentation Products remained flat versus fiscal 2010 with an increase of less than one percent.

The total increase in revenues during fiscal 2011 was due chiefly to the additions of Torqo and SGM products which were acquired in December 2009 and April 2010, respectively, and Apex products in December 2010. For fiscal 2011, Torqo products contributed $1,617,000 and SGM Biotech products contributed $7,645,000 to the total increase in sales for the year. Apex products contributed another $919,000 to fiscal 2011 results. Our other products contributed an additional $716,000 or a three percent increase to revenues for the year.

**Cost of Sales**

Cost of sales as a percent of net sales in fiscal 2011 increased 0.6 percentage points from fiscal 2010 to 40.4 percent, and in fiscal 2010 increased 4.0 percentage points from fiscal 2009 to 39.8 percent from 35.8 percent. Most of our products enjoy gross margins in excess of 50 percent. Due to the fact that the dialysis products have sales concentrated with several companies that maintain large chains of treatment centers, the products that are sold to the renal market tend to be slightly more price sensitive than the data logging products. Also, due to the more competitive nature of the market for Biological Indicators, those products produce gross margins lower than the Instrumentation products. Therefore, shifts in product mix toward higher sales of Instrumentation products will tend to produce lower cost of sales expense and higher gross margins while shifts toward higher sales of Biological Indicator products will normally produce the opposite effect on cost of sales expense and gross margins.

During fiscal 2011, our Company saw small increases in cost of sales as a percent of sales. This was due to the acquisition of SGM Biotech, Inc. The acquisition of the Torqo products also has had a negative effect on margins due to the use of Vibrac, LLC to manufacture these products for the first three quarters of fiscal 2011. Manufacturing of the Torqo products was consolidated at our Lakewood, CO facility in the fourth quarter of fiscal 2011 and we will expect to see cost of sales decline to less than 50 percent as a percent of sales. The acquisition of Apex had a small positive effect on gross margins in fiscal 2011. The addition of Apex and the move of Torqo manufacturing should have a high positive impact on gross margins in fiscal 2012.

**Selling, General and Administrative**

To the greatest extent possible, we work at containing and minimizing General and Administrative costs. Total administrative costs were $4,576,000 in fiscal 2011, $2,541,000 in fiscal 2010 and $2,522,000 in fiscal 2009, which represents a $2,035,000 increase from fiscal 2010 to fiscal 2011 and a $19,000 increase from fiscal 2009 to fiscal 2010. During fiscal 2011, we saw a $744,000 increase in amortization expenses due to amortizable intangible assets acquired during the current year and in late fiscal 2009. Salary and benefit increases resulting from acquisitions and an increase in Company headcount from 112 at the end of fiscal 2010 to 177 at the end of fiscal 2011 also contributed significantly to the overall increase in General and Administrative costs in fiscal 2011. As we progress into fiscal 2012, we expect to see most of these costs stabilize in total dollars spent and as a percent of net revenues, except amortization costs, which will increase due to the addition of Apex late in fiscal 2011. The annual rates of amortization going into fiscal 2012 are $375,000 for the Raven acquisition, $159,000 for the Torqo acquisition, $489,000 for the SGM Biotech acquisition, and $460,000 for the Apex acquisition.

Our selling and marketing costs tend to be far more variable in relation to sales, although there are various exceptions. Some of these exceptions include the introduction of new products and the mix of international sales to domestic sales. For a product line experiencing introduction of a new product, costs will tend to be higher as a percent of sales due to higher advertising development and sales training programs. Our Company's international sales are usually discounted and recorded at the net discounted price, so that a change in mix between international and domestic sales may influence selling and marketing costs. One other major influence on selling and marketing costs is the mix of domestic dialysis product sales to all other domestic sales. Domestic dialysis product sales are made by direct telemarketing representatives, which gives us a lower cost structure, when compared to the field salesman and independent representative sales channels utilized by our other products.

Through fiscal 2011 and fiscal 2010 the Company continued to focus additional resources on its selling and marketing efforts. In dollars, selling and marketing costs were $3,687,000 in fiscal 2011, $2,616,000 in fiscal 2010 and $3,051,000 in fiscal 2009. As a percent of sales, selling cost were 11.2 percent in fiscal 2011, 11.9 percent in fiscal 2010 and 14.2 percent in fiscal 2009. During both fiscal 2011 and 2010, selling and marketing costs as a percent of sales declined. Fiscal 2011 selling and marketing costs as a percent of sales declined due to a smaller level of increases in these costs versus the large increase in sales. Fiscal 2010 selling and marketing costs declined as a percent of sales due to cost savings initiatives implemented during the year.

**Research and Development**

Company sponsored research and development cost was $1,441,000 in fiscal 2011, $669,000 in fiscal 2010 and $636,000 in fiscal 2009. Most of the increase in fiscal 2011 was related to the Biological Indicator business activity and consulting costs for future Instrumentation Products product improvements. We are currently executing a strategy of increasing the flow of internally developed products. Late in the first quarter of fiscal 2009, the Datatrace Micropack RF product was introduced, and on-going research to introduce this technology into the environmental monitoring segment of the market has proceeded during fiscal 2010 and 2011. Biological indicator research has been increased significantly in fiscal 2011 with the addition of the SGM Biotech operations. Work in the biological indicator business is to focus on products for new sterilization processes and on shorter sterility verification cycles.

**Net Income**

Net income increased to $6,183,000 or $1.86 per share on a diluted basis in fiscal 2011 from $4,769,000 or $1.45 per share on a diluted basis in fiscal 2010, and fiscal 2010 decreased from $4,790,000 or $1.48 per share on a diluted basis in fiscal 2009. During fiscal 2011 profitability was impacted chiefly by a large increase in revenues through acquisitions offset somewhat by increases in cost of sales as a percent of sales, amortization expenses related to acquisitions, and interest expense related to the debt used for acquisitions. For the fiscal year 2010, Mesa experienced a small net income decrease of four tenths of one percent, which was impacted chiefly by an increase in the cost of sales and a decrease in interest income offset by a decrease in sales and marketing costs and income taxes.

**Liquidity and Capital Resources**

On March 31, 2011, we had cash and cash equivalents of $3,546,000. In addition, we had other current assets totaling $13,716,000 and total current assets of $17,262,000. Current liabilities of our Company were $9,931,000 which resulted in a current ratio of 1.7:1. For comparison purposes at March 31, 2010, we had cash and short term investments of $10,471,000, other current assets of $10,003,000, total current assets of $20,474,000, current liabilities of $1,944,000 and a current ratio of 11:1. The acquisitions of SGM Biotech, Inc. and the assets of Apex Laboratories, Inc. required the use of much of the Company's cash reserves as well as the necessity of borrowing funds to complete these transactions. This led to a decrease in fiscal 2011 in current assets and a significant increase in current liabilities which resulted in the sharp drop in the current ratio.

Our Company has made capital acquisitions during the 2011 fiscal year of $2,645,000. Of this amount, approximately $2,150,000 was utilized to purchase the SGM Biotech facility.

On April, 27, 2010, the Company completed the purchase of SGM Biotech, Inc. located in Bozeman, MT. Under the terms of this acquisition the Company acquired all of the stock of SGM Biotech for $11,722,000. A cash payment of $11,122,000 was made at closing with an additional $600,000 placed into a joint escrow account. The $600,000 placed in escrow was paid to the sellers in $200,000 increments at three months, six months and one year following closing. The purchase price was subject to a final working capital adjustment as defined in the Stock Purchase Agreement, and the Company paid an additional $361,000 in October 2010. After the completion of the acquisition, the Company repaid $278,000 of loans owed to the shareholders of SGM Biotech. The Company incurred approximately $133,000 in third party acquisition costs related to this transaction during the current fiscal year.

On December 21, 2010, the Company completed the purchase of the biological indicator line of products of Apex Laboratories, Inc located in Sanford, NC. Under the terms of this acquisition the Company acquired certain assets of Apex Laboratories, Inc. for $6,490,000. A cash payment of $5,890,000 was made at closing with an additional $600,000 reserved as a holdback and payable in half increments at the six and 12 month anniversary date following the acquisition. The Company incurred approximately $39,000 in third party acquisition costs related to this transaction during the current fiscal year.

We have instituted a program to repurchase up to 300,000 shares of our outstanding common stock. Under the plan, the shares may be purchased from time to time in the open market at prevailing prices or in negotiated transactions off the market. Shares purchased will be canceled and repurchases will be made with existing cash reserves. We do not maintain a set policy for our buyback program. Most of our stock buybacks have occurred during periods when the price to earnings multiple has been near historical low points, or during times when selling activity in the stock is out of balance with buying demand. Due to the Company's lower cash position and higher debt, the Company has greatly restricted stock buy backs during fiscal 2011 and expects to continue this policy in fiscal 2012.

During fiscal 2011, the Company paid regular quarterly dividends of $.11 per share of common stock during the first two quarters of the year and increased the quarterly dividend rate to $.12 per share of common stock during the last two quarters of the fiscal year. Total dividends paid during fiscal 2011 were $.46 per share of common stock. For fiscal year 2010, dividends totaled $.42 per common share of stock.

Our Company invests its surplus capital in various interest bearing instruments, including money market funds and short-term treasuries. All investments are fixed dollar investments with variable rates in order to minimize the risk of principal loss.

To finance acquisitions, the Company entered into a credit facility consisting of a 36 month reducing line of credit for $3,000,000 and maturing at April 27, 2013, which has a remaining principal balance of $2,500,000 at March 31, 2011, and a revolving line of credit for $4,000,000 of which $4,000,000 was utilized as of March 31, 2011. Both of these lines are subject to a variable rate of interest and a rate floor, both of which are currently 3.25%. In December 2010 the bank agreed to suspend the regular payment of $250,000 which was due January 27, 2011 until maturity at April 27, 2013. This action allowed the Company to complete the acquisition of Apex Laboratories, Inc. without further alteration of the credit facility. The Company does not guarantee the debt of any other entity. The Company has maintained a long history of surplus cash flow from operations. This surplus cash flow has been used in the past to fund acquisitions and stock buybacks and is currently being partially utilized to fund our on-going dividend and will be used to retire debt. If interesting candidates come to our attention, we may choose to pursue new acquisitions.

**Contractual Obligations**

At March 31, 2011 we had contractual obligations for open purchase orders for routine purchases of supplies and inventory, which would be payable in less than one year. To help finance the acquisition of SGM Biotech, Inc., the Company entered into two separate credit facilities which require remaining principal payments of $5,000,000, $1,000,000 and $500,000 in fiscal years 2012, 2013 and 2014, respectively. As part of the Apex Laboratories product line acquisition executed December 21, 2010, the Company is obligated to make two holdback payments of $300,000 plus 2 percent per annum interest to Apex Laboratories in June and December of 2011.

**Forward Looking Statements**

All statements other than statements of historical fact included in this annual report regarding our Company's financial position and operating and strategic initiatives and addressing industry developments are forward-looking statements. Where, in any forward-looking statement, the Company, or its management, expresses an expectation or belief as to future results, such expectation or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the statement of expectation or belief will result or be achieved or accomplished. Factors which could cause actual results to differ materially from those anticipated, include but are not limited to general economic, financial and business conditions; competition in the data logging market; competition in the kidney dialysis market; competition in the fluid measurement market, competition in the biological indicator market; competition in the bottle cap torque testing market; the business abilities and judgment of personnel; the impacts of unusual items resulting from ongoing evaluations of business strategies; and changes in business strategy. We do not intend to update these forward looking statements. You are advised to review the "Item 1A. Risk Factors" of this report for more information about risks that could affect the financial results of Mesa Laboratories, Inc.

## Critical Accounting Policies and Estimates

The preparation of our financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in our financial statements and accompanying notes. Actual results could differ materially from those estimates.

We believe that there are several accounting policies that are critical to understanding the Company's historical and future performance, as these policies affect the reported amounts of revenue and the more significant areas involving management's judgments and estimates. These significant accounting policies relate to revenue recognition, research and development costs, valuation of inventory, valuation of long-lived assets and stock based compensation. These policies, and the Company's procedures related to these policies, are described in detail below.

### Revenue Recognition

We sell our products directly through our sales force and through distributors and manufacturer’s representatives. Revenue from direct sales of our product is recognized upon shipment to the customer. Revenue from ongoing product service and repair is fully recognized upon completion and shipment of serviced product.

### Accounts Receivable

At the time the accounts are originated, the Company considers a reserve for doubtful accounts based on the creditworthiness of the customer. The provision for uncollectible amounts is continually reviewed and adjusted to maintain the allowance at a level considered adequate to cover future losses. The allowance is management's best estimate of uncollectible amounts and is determined based on historical performance that is tracked by the Company on an ongoing basis. The losses ultimately incurred could differ materially in the near term from the amounts estimated in determining the allowance.

### Research & Development Costs

Research and development activities consist primarily of new product development and continuing engineering on existing products. Costs related to research and development efforts on existing or potential products are expensed as incurred.

### Valuation of Inventories

Inventories are stated at the lower of cost or market, using the first-in, first-out method (FIFO) to determine cost. The Company’s policy is to periodically evaluate the market value of the inventory and the stage of product life cycle, and record a reserve for any inventory considered slow moving or obsolete. As of March 31, 2011 and 2010, the Company had recorded a reserve of $290,000 and $200,000, respectively.

### Valuation of Long-Lived Assets

The Company assesses the realizable value of long-lived assets for potential impairment at least annually or when events and circumstances warrant such a review. The carrying value of a long-lived asset is considered impaired when the anticipated fair value is less than its carrying value. In assessing the recoverability of our long-lived assets, we must make assumptions regarding estimated future cash flows and other factors to determine the fair value of the respective assets. In addition, we must make assumptions regarding the useful lives of these assets. As of March 31, 2011, we evaluated our long-lived assets for potential impairment. Based on our evaluation, no impairment charge was recognized.

**Stock Based Compensation**

The Company records equity compensation at the grant date based on the fair value of the award. The Company recognizes the expense on a straight-line basis over the service period net of an estimated forfeiture rate, resulting in a compensation cost for only those shares expected to vest.

The above listing is not intended to be a comprehensive list of all of our accounting policies. In many cases, the accounting treatment of a particular transaction is specifically dictated by accounting principles, generally accepted in the United States of America, with no need for management's judgment in their application. There are also areas in which management's judgment in selecting any viable alternative would not produce a materially different result. See our audited financial statements and notes thereto which begin at "Item 8. Financial Statements and Supplementary Data" of this Annual Report on Form 10-K which contain accounting policies and other disclosures required by accounting principles, generally accepted in the United States of America.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA


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*MESA LABORATORIES, INC. NOTES TO FINANCIAL STATEMENTS* ____ *25*

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
Mesa Laboratories, Inc.
Lakewood, Colorado

We have audited the accompanying balance sheets of Mesa Laboratories, Inc. as of March 31, 2011 and 2010, and the related statements of income, stockholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Mesa Laboratories, Inc. as of March 31, 2011 and 2010, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

/s/ Ehrhardt Keefe Steiner & Hottman PC
Ehrhardt Keefe Steiner & Hottman PC

June 29, 2011
Denver, Colorado

## MESA LABORATORIES, INC.
## BALANCE SHEET

| ASSETS | March 31st | |
|---|---|---|
| | 2011 | 2010 |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | $3,546,000 | $10,471,000 |
| Accounts receivable - | | |
| Trade, net of allowance for doubtful accounts of $230,000 (2011) and $220,000 (2010) | 7,017,000 | 4,421,000 |
| Other | 24,000 | 5,000 |
| Inventories, net | 5,714,000 | 4,820,000 |
| Prepaid expenses and other | 316,000 | 381,000 |
| Deferred income taxes | 645,000 | 376,000 |
| TOTAL CURRENT ASSETS | 17,262,000 | 20,474,000 |
| PROPERTY, PLANT AND EQUIPMENT, net | 7,308,000 | 4,239,000 |
| OTHER ASSETS: | | |
| Goodwill | 14,450,000 | 6,265,000 |
| Other intangible assets, net | 11,484,000 | 2,661,000 |
| Deferred income taxes – long-term | 424,000 | - |
| Other | 56,000 | - |
| | $50,984,000 | $33,639,000 |

*See notes to financial statements.*

## MESA LABORATORIES, INC.
## BALANCE SHEET

| LIABILITIES AND STOCKHOLDERS' EQUITY | March 31st | |
|---|---|---|
| | 2011 | 2010 |
| CURRENT LIABILITIES: | | |
| Accounts payable, trade | $723,000 | $480,000 |
| Accrued salaries and payroll taxes | 2,332,000 | 1,190,000 |
| Line of credit | 4,000,000 | - |
| Current portion of long-term notes payable | 1,000,000 | - |
| Acquisition holdbacks | 600,000 | 100,000 |
| Other accrued liabilities | 176,000 | 41,000 |
| Taxes payable | 1,100,000 | 133,000 |
| TOTAL CURRENT LIABILITIES | 9,931,000 | 1,944,000 |
| LONG TERM LIABILITIES: | | |
| Long term notes payable | 1,500,000 | - |
| Deferred income taxes | 3,136,000 | 498,000 |
| COMMITMENTS | | |
| STOCKHOLDERS' EQUITY: | | |
| Preferred stock, no par value; authorized 1,000,000 shares; none issued | - | - |
| Common stock, no par value; Authorized 8,000,000 shares; issued and outstanding, 3,250,736 (2011) and 3,203,726 (2010) | 5,505,000 | 4,883,000 |
| Employee loans to purchase stock | (437,000) | - |
| Retained earnings | 31,349,000 | 26,314,000 |
| TOTAL STOCKHOLDERS' EQUITY | 36,417,000 | 31,197,000 |
| | $50,984,000 | $33,639,000 |

*See notes to financial statements.*

## MESA LABORATORIES, INC.
## STATEMENT OF INCOME

| | Years Ended March 31st | |
|---|---|---|
| | **2011** | **2010** |
| Sales | $32,826,000 | $21,929,000 |
| Cost of Sales | 13,258,000 | 8,735,000 |
| Gross profit | 19,568,000 | 13,194,000 |
| | | |
| Operating expenses | | |
| Selling | 3,687,000 | 2,616,000 |
| General and administrative | 4,576,000 | 2,541,000 |
| Research and development | 1,441,000 | 669,000 |
| Total operating expenses | 9,704,000 | 5,826,000 |
| | | |
| Operating income | 9,864,000 | 7,368,000 |
| Other income (expense) | (113,000) | 36,000 |
| Earnings before income taxes | 9,751,000 | 7,404,000 |
| | | |
| Income taxes | 3,568,000 | 2,635,000 |
| | | |
| Net income | $6,183,000 | $4,769,000 |
| | | |
| Net income per share (basic) | $1.91 | $1.49 |
| | | |
| Net income per share (diluted ) | $1.86 | $1.45 |
| | | |
| Average common shares outstanding - basic | 3,231,000 | 3,194,000 |
| | | |
| Average common shares outstanding - diluted | 3,330,000 | 3,293,000 |

*See notes to financial statements.*

## MESA LABORATORIES, INC.
## STATEMENT OF STOCKHOLDERS' EQUITY

| | Common Stock | | | |
|---|---|---|---|---|
| | Number of Shares | Amount | Retained Earnings | Total Stockholders Equity |
| BALANCE, March 31, 2009 | 3,182,228 | $4,817,000 | $22,785,000 | $27,602,000 |
| Common stock issued for conversion of stock options net of 25,619 shares returned to Company as payment | 33,066 | 93,000 | - | 93,000 |
| Purchase and retirement of treasury stock | (11,568) | (27,000) | (238,000) | (265,000) |
| Dividends paid ($.42 per share) | - | - | (1,343,000) | (1,343,000) |
| Stock based compensation | - | - | 282,000 | 282,000 |
| Tax benefit on exercise of non-qualified options | - | - | 59,000 | 59,000 |
| Net income for the year | - | - | 4,769,000 | 4,769,000 |
| BALANCE, March 31, 2010 | 3,203,726 | 4,883,000 | 26,314,000 | 31,197,000 |
| Common stock issued for conversion of stock options net of 12,446 shares returned to Company as payment | 51,432 | 633,000 | - | 633,000 |
| Purchase and retirement of treasury stock | (4,422) | (11,000) | (94,000) | (105,000) |
| Dividends paid ($.46 per share) | - | - | (1,488,000) | (1,488,000) |
| Employee loans to purchase shares | - | (437,000) | - | (437,000) |
| Stock based compensation | - | - | 383,000 | 383,000 |
| Tax benefit on exercise of non-qualified options | - | - | 51,000 | 51,000 |
| Net income for the year | - | - | 6,183,000 | 6,183,000 |
| BALANCE, March 31, 2011 | 3,250,736 | $5,068,000 | $31,349,000 | $36,417,000 |

*See notes to financial statements.*

## MESA LABORATORIES, INC.
## STATEMENT OF CASH FLOWS

| | Years Ended March 31st | |
|---|---|---|
| | 2011 | 2010 |
| Cash flows from operating activities: | | |
| Net income | $6,183,000 | $4,769,000 |
| Depreciation and amortization | 1,844,000 | 786,000 |
| Allowance for bad debt | 10,000 | (60,000) |
| Deferred income taxes | (414,000) | 92,000 |
| Stock based compensation | 383,000 | 282,000 |
| Change in assets and liabilities | | |
| (Increase) decrease in accounts receivable, net | (965,000) | (43,000) |
| (Increase) decrease in inventories, net | (72,000) | (143,000) |
| (Increase) decrease in prepaid expenses | 260,000 | (63,000) |
| Increase (decrease) in accounts payable, trade | (1,000) | 184,000 |
| Increase (decrease) in accrued liabilities and taxes payable | 1,645,000 | 176,000 |
| Net cash provided by operating activities | 8,873,000 | 5,980,000 |
| | | |
| Cash flows from investing activities: | | |
| Deposits | (56,000) | - |
| Acquisition of product lines and company | (17,973,000) | (2,578,000) |
| Capital expenditures, building | (2,150,000) | - |
| Capital expenditures other, net of retirements | (495,000) | (586,000) |
| Net cash (used) by investing activities | (20,674,000) | (3,164,000) |
| | | |
| Cash flow from financing activities: | | |
| Bank borrowing | 7,000,000 | - |
| Payments on long-term debt | (500,000) | - |
| Repayment of SGM shareholder loans | (278,000) | - |
| Dividends paid | (1,488,000) | (1,343,000) |
| Tax benefit of nonqualified stock options | 51,000 | 59,000 |
| Net proceeds from stock option exercises | 196,000 | 93,000 |
| Treasury stock repurchases | (105,000) | (265,000) |
| Net cash (used) provided by financing activities | 4,876,000 | (1,456,000) |
| Net increase (decrease) in cash and cash equivalents | (6,925,000) | 1,360,000 |
| Cash and cash equivalents at beginning of year | 10,471,000 | 9,111,000 |
| Cash and cash equivalents at end of year | $3,546,000 | $10,471,000 |
| | | |
| Supplemental disclosures of cash flow information: | | |
| Cash paid during the year for: | | |
| Income taxes | $3,528,000 | $2,504,000 |
| Cash paid for interest | $141,000 | - |

Supplemental disclosure of non-cash activity:

The Company acquired certain assets of Vibrac LLC during the fiscal year ended March 31, 2010.

The Company issued employee loans totaling $437,000 for the purchase of common stock during the twelve month period ended March 31, 2011.

The Company completed its purchase of SGM Biotech, Inc. during the fiscal year ended March 31, 2011. *See Note 2.*

The Company completed its purchase of certain assets of Apex Laboratories, Inc. during the fiscal year ended March 31, 2011. *See Note 2*.

*See notes to financial statements*

## MESA LABORATORIES, INC. NOTES TO FINANCIAL STATEMENTS

### 1) Summary of Significant Accounting Policies:

**General** - Mesa Laboratories, Inc. was incorporated under the laws of the State of Colorado on March 26, 1982, for the purpose of designing, manufacturing and marketing electronic instruments, supplies and disposable products.

**Concentration of Credit Risk** - Financial instruments which potentially subject the Company to concentrations of credit risk consist of money market funds, short-term investments and accounts receivable. The Company invests primarily all of its excess cash in money market funds administered by reputable financial institutions. The Company grants credit to its customers who are located throughout the United States and foreign countries. To reduce credit risk, the Company periodically evaluates the money market fund administrators and performs credit analysis of customers and monitors their financial condition. Additionally, the Company maintains cash balances in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts.

During the fiscal year ended March 31, 2011, no individual customer represented more than 10% of the Company's revenues or accounts receivable balance. During the fiscal year ended March 31, 2010, one customer represented approximately 14% of the Company's revenues and approximately 10% of the Company's accounts receivable balance.

**Cash Equivalents** - Cash equivalents include all highly liquid investments with an original maturity of three months or less.

**Accounts Receivable** - At the time the accounts are originated, the Company considers a reserve for doubtful accounts based on the creditworthiness of the customer. The provision for uncollectible amounts is continually reviewed and adjusted to maintain the allowance at a level considered adequate to cover future losses. The allowance is management's best estimate of uncollectible amounts and is determined based on historical performance that is tracked by the Company on an ongoing basis. The losses ultimately incurred could differ materially in the near term from the amounts estimated in determining the allowance.

**Inventories** - Inventories are stated at the lower of cost or market, using the first-in, first-out method (FIFO) to determine cost. The Company's policy is to periodically evaluate the market value of the inventory and the stage of product life cycle, and record a reserve for any inventory considered slow moving or obsolete. As of March 31, 2011 and 2010 the Company had recorded a reserve of $290,000 and $200,000, respectively, against slow moving inventory.

**Property, Plant and Equipment** - Property, plant and equipment is stated at acquisition cost. Depreciation and amortization is provided using the straight-line method over the estimated useful lives of 3 to 39 years.

**Goodwill and Other Intangible Assets** – Goodwill, which resulted from the acquisitions of Nusonics, Datatrace, Raven, Automata, Torqo, SGM, and Apex is not subject to amortization, and is tested annually for impairment in accordance with current accounting standards. Certain intangible assets including intellectual property, non-compete agreements, and customer relationships were recognized as part of the Raven, Torqo, SGM, and Apex acquisitions and are amortized over their estimated useful lives which range from 3 to 16 years. Trade names were determined to have an indefinite life and therefore are not being amortized.

**Valuation of Long-Lived Assets** - The Company assesses the realizable value of long-lived assets for potential impairment at least annually or when events and circumstances warrant such a review. The carrying value of a long-lived asset is considered impaired when the anticipated fair value is less than its carrying value. In assessing the recoverability of our long-lived assets, we must make assumptions regarding estimated future cash flows and other factors to determine the fair value of the respective assets. In addition, we must make assumptions regarding the useful lives of these assets. As of March 31, 2011 and 2010, we evaluated our long-lived assets for potential impairment. Based on our evaluation, no impairment charge was recognized.

**Revenue Recognition** - Revenue is recognized when persuasive evidence of an arrangement exists, when title and risk of ownership passes, the sales price is fixed or determinable, and collectibility is probable. The Company recognizes revenues at the time products are shipped. Revenue from ongoing product service and repair is fully recognized upon completion and shipment of serviced product.

Sales to distributors are made at their net discounted price. This net discounted price is net of any volume pricing that may be available. Customers who may be unsure of the appropriateness of our products for their application are offered demonstration equipment prior to purchase, thus no return rights are extended. Products are built to customer order and no price protections are offered.

Other than normal and customary on-going customer service, the Company does not have any post shipment contractual obligations to its customers, such as installation, training, etc.

**Research & Development Costs** - Costs related to research and development efforts on existing or potential products are expensed as incurred. Research and development costs for the fiscal years ended March 31, 2011 and 2010 were $1,441,000 and $669,000 each year, respectively.

**Accrued Warranty Expense** - The Company provides limited product warranty on its products and, accordingly, accrues an estimate of the related warranty expense at the time of sale.

**Advertising Costs** - Advertising costs are expensed as incurred. Advertising costs for the years ended March 31, 2011 and 2010 were $315,000 and $269,000, respectively.

**Income Taxes** - The Company accounts for income taxes under the liability method, which requires an entity to recognize deferred tax assets and liabilities. Temporary differences are differences between the tax basis of assets and liabilities and their reported amounts in the financial statements that will result in taxable or deductible amounts in future years.

**Stock Based Compensation** – The Company records equity compensation at the grant date based on the fair value of the award. The Company recognizes the expense on a straight-line basis over the service period net of an estimated forfeiture rate, resulting in a compensation cost for only those shares expected to vest.

**Earnings Per Share** - Basic earnings per share is calculated using the average number of common shares outstanding. Diluted earnings per share is computed on the basis of the average number of common shares outstanding plus the effect of outstanding stock options using the treasury stock method, which totaled 99,000 additional shares in both 2011 and 2010.

Basic net income per common share is computed by dividing net income by the weighted average number of shares of common stock outstanding during the period. Diluted net income per common share is computed using the treasury stock method to compute the weighted average common stock outstanding assuming the conversion of potentially dilutive common shares.

The following table presents a reconciliation of the denominators used in the computation of net income per common share — basic and net income per common share — diluted for the twelve month periods ended March 31, 2011 and 2010:

| | Twelve Months Ended March 31st | |
|---|---|---|
| | 2011 | 2010 |
| Net income available for shareholders | $6,183,000 | $4,769,000 |
| Weighted avg. outstanding shares of common stock | 3,231,000 | 3,194,000 |
| Dilutive effect of stock options | 99,000 | 99,000 |
| Common stock and equivalents | 3,330,000 | 3,293,000 |
| Earnings per share: | | |
| Basic | $1.91 | $1.49 |
| Diluted | $1.86 | $1.45 |

For the twelve months ended March 31, 2011 and 2010, no shares attributable to outstanding stock options were excluded from the calculation of diluted earnings per share because the exercise prices of the stock options were greater than or equal to the average price of the common shares, and therefore their inclusion would have been anti-dilutive.

**Use of Estimates -** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Fair Value of Measurements -** The Company's financial instruments include cash, accounts receivable, accounts payable, and accrued liabilities. The carrying value of these financial instruments is considered to be representative of their fair value due to the short maturity of these instruments. The carrying amount of the Company's debts outstanding approximates their fair values because interest rates on these instruments approximate the interest rate on debt with similar terms available to the Company.

Accounting guidance defines fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. The guidance establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions of what market participants would use in pricing the asset or liability based on the best information available in the circumstances. The financial and non-financial assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurement. The hierarchy is broken down into three levels based on the reliability of the inputs as follows:

| | |
|---|---|
| Level 1: | Quoted prices in active markets for identical assets or liabilities; |
| Level 2: | Quoted prices in active markets for similar assets and liabilities and inputs that are observable for the asset or liability; or |
| Level 3: | Unobservable inputs in which there is little or no market data, which requires the reporting entity to develop its own assumptions. |

The following table presents the Company's financial assets and liabilities that were accounted for at fair value in connection with the Company's acquisition of SGM Biotech, Inc. and a product line from Apex Laboratories, Inc. (Note 2) on a non-recurring basis as of March 31, 2011 by level within the fair value hierarchy:

| | Level 1 | Level 2 | Level 3 |
|---|---|---|---|
| **Assets** | | | |
| Goodwill | - | - | $ 5,827,000 |
| Definite lived intangibles | - | - | $10,005,000 |
| Property and equipment | - | - | $1,084,000 |

Intangible assets consist primarily of customer relationships, intellectual property and trade names, which are valued on the income approach valuation technique using certain key assumptions for customer attrition, growth rate for customer relationships and royalty discount rate, royalties avoided, and growth rate for trade name. Property and equipment acquired in business combinations are valued at replacement cost for used equipment.

**Acquisitions** - Effective April 1, 2009, transaction costs are expensed under new accounting guidance. The Company expensed $177,000 and $63,000 of transaction costs that was included in general and administrative expenses on the accompanying statement of income during the years ended March 31, 2011 and 2010, respectively.

**Recently Issued Accounting Pronouncements** – In January 2010, authoritative guidance was issued requiring enhanced disclosures for fair value measurements. The updated guidance requires companies to disclose separately the investments that transfer in and out of Levels 1 and 2 and the reasons for those transfers. Additionally, in the reconciliation for fair value measurement using significant unobservable inputs (Level 3), companies should present separately information about purchases, sales, issuances and settlements. We adopted the updated guidance on April 1, 2010, except for the disclosures about purchases, sales, issuances and settlements in the Level 3 reconciliation, which will be effective for us beginning April 1, 2011. The adoption of the required guidance did not have an impact on our financial statements. We do not expect that the adoption of the remaining guidance will have an impact on our financial statements.

In July 2010, FASB issued a new pronouncement that requires enhanced disclosures regarding the nature of credit risk inherent in an entity's portfolio of financing receivables, how that risk is analyzed, and the changes and reasons for those changes in the allowance for credit losses. The new disclosures will require information for both the financing receivables and the related allowance for credit losses at more disaggregated levels. Disclosures related to information as of the end of a reporting period became effective for Mesa in the fourth quarter of Fiscal 2011. Specific disclosures regarding activities that occur during a reporting period, such as the disaggregated roll forward disclosures, will be required for Mesa beginning in the first quarter of Fiscal 2012. As these changes only relate to disclosures, they will not have an impact on Mesa's consolidated financial results.

In December 2010, the FASB issued amended guidance related to Business Combinations. The amendments affect any public entity that enters into business combinations that are material on an individual or aggregate basis. The amendments specify that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The amendments also expand the supplemental pro forma disclosures to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. The amendments are effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. Early adoption is permitted. The Company will assess the impact of these amendments on its consolidated financial statements if and when an acquisition occurs.

In December 2010, the FASB issued amended guidance related to intangibles—goodwill and other. The amendments modify Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that

goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating that impairment may exist. The qualitative factors are consistent with the existing guidance and examples, which require that goodwill of a reporting unit be tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. For public entities, the amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2010. Early adoption is not permitted. The Company does not believe that this guidance will have a material impact on its consolidated financial statements.

**2) Acquisition of Product Lines and Company:**

On April, 27, 2010, the Company completed the purchase of SGM Biotech, Inc. located in Bozeman, MT. Under the terms of this acquisition the Company acquired all of the stock of SGM Biotech for $11,722,000. A cash payment of $11,122,000 was made at closing with an additional $600,000 placed into a joint escrow account. The $600,000 placed in escrow is to be paid to the sellers in $200,000 increments at three months, six months and one year following closing. The purchase price was subject to a final working capital adjustment of $361,000 as defined in the Stock Purchase Agreement and was subsequently paid in October, 2010. After the completion of the acquisition, the Company repaid $278,000 of loans owed to the shareholders of SGM Biotech. The Company incurred approximately $168,000 in third party acquisition costs related to this transaction. On April 30, 2010, the Company also completed the acquisition of the facility that houses the SGM Biotech, Inc. operations for $2,150,000.

Due to the increase in intangible assets as a result of this acquisition, amortization expense rose significantly in fiscal 2011 and will continue at higher levels in subsequent years. The Company will not be able to deduct the step up from cost to fair value for the assets acquired for tax purposes and therefore have recorded a deferred tax liability and additional goodwill of $2,358,000 as of the acquisition date.

The purchase price was allocated to the assets acquired based on their estimated fair value at the acquisition date, and was subject to a final working capital adjustment. Intangible assets were valued using the income approach.

| **Assets and liabilities acquired consisted of:** | |
|---|---|
| Accounts Receivable | $1,116,000 |
| Inventory | 758,000 |
| Other Assets | 195,000 |
| Property and Equipment | 1,035,000 |
| Liabilities | (1,021,000) |
| Customer Relationships | 3,739,000 |
| Non-compete Agreements | 104,000 |
| Trade Names | 1,195,000 |
| Intellectual Property | 396,000 |
| Goodwill | 4,566,000 |
| | $12,083,000 |

Intangible assets acquired are amortized over their estimated useful lives; customer relationships (8.5 years), non-compete agreements (5 years) and intellectual property (14 years). Trade names were determined to have an indefinite life and therefore are not being amortized.

On December 21, 2010, Mesa announced that it had purchased the assets associated with the biological indicator line of products of Apex Laboratories, Inc. The products acquired by Mesa include their biological indicators for use in vapor hydrogen peroxide disinfection processes. The purchase price consisted of a $5,890,000 cash payment at closing and a $600,000 holdback amount to be paid in two equal payments on the six month and one year anniversary of closing. The holdback amount accrues interest at two percent per annum, and the ultimate payment may be reduced as defined in the asset purchase agreement.

| **Assets acquired consisted of:** | |
|---|---|
| Inventory | $65,000 |
| Accounts Receivable | 544,000 |
| Property and Equipment | 49,000 |
| Goodwill | 1,261,000 |
| Intellectual Property | 3,483,000 |
| Customer Relationships | 810,000 |
| Trade Names | 278,000 |
| | $6,490,000 |

Intangible assets acquired will be amortized over their estimated useful lives; customer relationships (7 years) and intellectual property (10 years). Trade names were determined to have an indefinite life and therefore are not being amortized.

To help finance these acquisitions, the Company entered into a credit facility consisting of a 36 month reducing line of credit for $3,000,000 and maturing at April 27, 2013, which had a remaining principal balance of $2,500,000 at March 31, 2011. The bank also deferred one payment for $250,000 on the reducing line of credit, which would have been due January 27, 2011 until maturity at April 27, 2013. There is also a revolving line of credit for $4,000,000 of which $4,000,000 was utilized at March 31, 2011. Both of these lines of credit are subject to a variable rate of interest and a rate floor, and at March 31, 2011, the rate of interest on both loans was 3.25%.

The results of SGM Biotech and Apex Laboratories product operations have been included in the financial statements commencing from their acquisition dates of April 27, 2010 and December 21, 2010, respectively. The pro forma effect of the acquisition on the combined results of operations as if the acquisition had been completed on April 1, 2010 and 2009 are as follows:

| | **Year Ended March 31, 2011 (Un-audited)** | **Year Ended March 31, 2010 (Un-audited)** |
|---|---|---|
| Total net sales | $35,528,000 | $30,960,000 |
| Income from operations | $11,332,000 | $9,378,000 |
| Net income | $7,106,000 | $6,032,000 |
| Net income per common share (Basic) | $2.20 | $1.89 |
| Net income per common share (Diluted) | $2.13 | $1.83 |

**3) Inventories:**

| | **March 31st** | |
|---|---|---|
| | **2011** | **2010** |
| Raw materials | $4,387,000 | $3,785,000 |
| Work-in-process | 337,000 | 569,000 |
| Finished goods | 1,280,000 | 666,000 |
| Less reserve | (290,000) | (200,000) |
| | $5,714,000 | $4,820,000 |

Work-in-process and finished goods include raw materials, direct labor and manufacturing overhead at March 31, 2011 and 2010.

**4) Property, Plant and Equipment:**

| | March 31st | |
|---|---|---|
| | **2011** | **2010** |
| Land | $873,000 | $273,000 |
| Buildings | 4,436,000 | 2,776,000 |
| Manufacturing equipment | 4,903,000 | 3,535,000 |
| Computer equipment | 592,000 | 534,000 |
| Vehicle | 5,000 | - |
| Furniture and fixtures | 149,000 | 92,000 |
| Construction in progress | - | 19,000 |
| | 10,958,000 | 7,229,000 |
| Less accumulated depreciation | (3,650,000) | (2,990,000) |
| | $7,308,000 | $4,239,000 |

Depreciation expense for the years ended March 31, 2011 and 2010 were $661,000 and $347,000, respectively.

**5) Goodwill and Other Intangible Assets**

As of March 31, 2011, goodwill amounted to $14,450,000, which includes the addition in fiscal 2011 of $8,185,000 for the acquisition of SGM Biotech, Inc. and certain assets related to the biological indicator line of products of Apex Laboratories, Inc. Prior to the 2011 acquisitions, goodwill amounted to $6,265,000, which resulted from the acquisitions of Nusonics, Datatrace, Raven, Automata and Torqo. The increases in other intangible assets from 2010 to 2011 are also related to the aforementioned acquisitions. The Company completed its annual impairment tests during the fourth quarters of fiscal 2011 and 2010 and determined there was no impairment. Other intangible assets are as follows:

| | As of March 31, 2011 | | | |
|---|---|---|---|---|
| | **Carrying Amount** | **Accumulated Amortization** | **Net** | **Useful Life** |
| Intellectual Property | $3,916,000 | $161,000 | $3,755,000 | 10-16 years |
| Non-compete Agreements | 523,000 | 419,000 | 104,000 | 3-5 years |
| Trade Names | 1,946,000 | - | 1,946,000 | Indefinite |
| Customer Relationships | 8,185,000 | 2,506,000 | 5,679,000 | 7-8.5 years |
| | $14,570,000 | $3,086,000 | $11,484,000 | |

| | As of March 31, 2010 | | | |
|---|---|---|---|---|
| | **Carrying Amount** | **Accumulated Amortization** | **Net** | **Useful Life** |
| Intellectual Property | $37,000 | $9,000 | $28,000 | 16 years |
| Non-compete Agreements | 418,000 | 386,000 | 32,000 | 3 years |
| Trade Names | 473,000 | - | 473,000 | Indefinite |
| Customer Relationships | 3,636,000 | 1,508,000 | 2,128,000 | 7 years |
| | $4,564,000 | $1,903,000 | $2,661,000 | |

Amortization expense was $1,183,000 in 2011 and $439,000 in 2010.

Estimated amortization expense based on the intangible assets in the table above for the fiscal years 2012 to 2016 is $1,483,000, $1,479,000, $1,130,000, $1,099,000 and $1,078,000, respectively.

**6) Income Taxes:**

Under current accounting standards, we must recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. We measure the tax benefits recognized in the consolidated financial statements from such a position based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate resolution. The application of income tax law is inherently complex. Laws and regulations in this area are voluminous and are often ambiguous. As such, we are required to make many subjective assumptions and judgments regarding our income tax exposures. Interpretations of and guidance surrounding income tax law and regulations change over time and may result in changes to our subjective assumptions and judgments which can materially affect amounts recognized in our Balance Sheets and Statements of Income. The Company's assessment of its tax positions as of March 31, 2011 and 2010, determined that there were no uncertain tax positions. Our federal tax returns for all years after 2007 and our state tax returns after 2006 are subject to future examination by tax authorities for all our tax jurisdictions. We recognize interest and penalties related to income tax matters in other income (expense) and corporate, general and administration expenses, respectively.

The components of the provision for income taxes for the years ended March 31, 2011 and 2010 are as follows:

| | March 31st | |
|---|---|---|
| | **2011** | **2010** |
| Current tax provision | | |
| Federal | $3,291,000 | $2,284,000 |
| State | 690,000 | 258,000 |
| | 3,981,000 | 2,542,000 |
| Deferred tax provision: | | |
| Federal | (341,000) | 84,000 |
| State | (72,000) | 9,000 |
| | (413,000) | 93,000 |
| | $3,568,000 | $2,635,000 |

Deferred taxes result from temporary differences in the recognition of income and expenses for financial and income tax reporting purposes and differences between the fair value of assets acquired in business combinations accounted for as a purchase and their tax bases. The components of net deferred tax assets and liabilities as of March 31, 2011 and 2010 are as follows:

| | March 31st | |
|---|---|---|
| | **2011** | **2010** |
| Current deferred tax assets: | | |
| Accrued vacation | $198,000 | $146,000 |
| Officer bonuses | 156,000 | - |
| Bad debt expense | 85,000 | 81,000 |
| Inventory reserve | 107,000 | 74,000 |
| Warranty reserve | 11,000 | 11,000 |
| Other | 88,000 | 64,000 |
| | 645,000 | 376,000 |
| Long-term deferred tax asset: | | |
| Amortization | 424,000 | - |
| | 424,000 | - |
| Long-term deferred tax (liability): | | |
| Depreciation and amortization | (3,136,000) | (498,000) |
| Net deferred (liability)/asset | $(2,067,000) | $(122,000) |

A reconciliation of the Company's income tax provision for the years ended March 31, 2011 and 2010, and the amounts computed by applying statutory rates to income before income taxes is as follows:

| | March 31st | |
|---|---|---|
| | **2011** | **2010** |
| Income taxes at statutory rates | $3,313,000 | $2,518,000 |
| State income taxes, net of federal benefit | 272,000 | 216,000 |
| Tax benefit on stock option exercises | 90,000 | 2,000 |
| Meals and entertainment | 18,000 | 13,000 |
| Key-man life | - | 4,000 |
| Sec. 199 manufacturing deduction | (273,000) | (142,000) |
| Other | 148,000 | 24,000 |
| | $3,568,000 | $2,635,000 |

**7) Stock Repurchase:**

In November, 2005, the Company's Board of Directors approved a program to repurchase up to 300,000 shares of its outstanding common stock. Under the program, shares may be purchased from time to time in the open market at prevailing prices or in negotiated transactions off the market. Shares purchased will be cancelled and repurchases of shares will be funded through existing cash reserves. During the years ended March 31, 2011 and 2010, The Company repurchased 4,422 and 11,568 shares of common stock for $105,000 and $265,000, respectively.

**8) Employee Benefit Plan:**

The Company adopted a 401(k) plan effective January 1, 2000. Participation is voluntary and employees are eligible to participate at age 21 and after six months of employment with the Company. The Company matches 50% of the employee's contribution up to 6% of the employee's salary. A participant vests in the Company's contributions at a rate of 25% per year, fully vesting at the end of the participant's fourth year of service. SGM Biotech, Inc. is currently operating on a separate 401 (k) plan. That plan was adopted effective August 15, 1996. Participation is voluntary and employees are eligible to participate at age 21 and after one year of employment with the Company. SGM Biotech, Inc. matches 100% of the employee's contribution up to 4% of the employee's salary. A participant immediately vests in those contributions. SGM also offers a Roth Savings Plan which is incorporated into their 401K Plan with identical

requirements and contributions. The Company including SGM Biotech, Inc. contributed $191,000 to the plans for fiscal 2011 and $110,000 excluding SGM Biotech, Inc. for fiscal 2010.

**9) Stockholders' Equity:**

The State of Colorado has eliminated the ability of Colorado corporations to retain treasury stock. As a result, the Company reduced common stock to its average share value and further reduced retained earnings for the remainder of the cost of treasury stock acquired in each fiscal year. In the most recent fiscal year, management estimated that approximately 10% of the price paid for repurchased shares was attributable to the original purchase of common stock, while the remainder was charged to retained earnings.

The Company has adopted incentive stock option plans for the benefit of the Company's key employees and outside directors. Under terms of the plans, options are granted at an amount not less than 100% of the bid price of the underlying shares at the date of grant. Options are exercisable for a term of five to ten years and, during such term, may be exercised as follows: 25% after each year, and 100% anytime after the fourth year until the end of the fifth to tenth year, or 10% after each of the first five years, 25% after each of the sixth and seventh years and 100% after the seventh year until the end of the tenth year.

On October 3, 1996, the Company adopted a nonqualified performance stock option plan for the benefit of the Company's outside Directors. The plan provides that the outside Directors will receive grants to be determined and approved by the Company's inside Directors and not to exceed 20,000 options per year per director. Under the terms of the plan, the options are exercisable for a term of ten years and, during such term are exercisable as follows: 25% after each year, and 100% anytime after the fourth year until the end of the tenth year. The purchase price of the common stock will be equal to 100% of the closing price of the common stock on the over-the-counter market on the date of grant. Effective March 24, 2006, this plan has expired, and no new grants can be made.

On October 21, 1999, the Company adopted a new stock compensation plan. The purpose of the plan is to encourage ownership of the Common Stock of the Company by certain officers, directors, employees and certain advisors of the Company in order to provide incentive to promote the success and business of the Company. A total of 300,000 shares of Common Stock were reserved for issuance under the plan and are subject to terms as set by the Compensation Committee of the Board of Directors at the time of grant. On October 18, 2004, the shareholders approved an amendment to the plan to reserve an additional 200,000 shares of Common Stock for issuance under the plan. This plan has expired and no new grants can be made.

On December 8, 2006, the Company adopted a new stock compensation plan. The purpose of the plan is to encourage ownership of the Common Stock of the Company by certain officers, directors, employees and certain advisors of the Company in order to provide incentive to promote the success and business of the Company. A total of 400,000 shares of Common Stock were reserved for issuance under the plan and are subject to terms as set by the Compensation Committee of the Board of Directors at the time of grant. On June 22, 2010, the Board of Directors approved an amendment to the Company’s 2006 Stock Compensation Plan to increase the number of shares authorized for issuance under the 2006 Stock Compensation Plan from four hundred thousand (400,000) to eight hundred thousand (800,000), and the increase was subsequently approved by the majority of the Company’s shareholders at the annual meeting of shareholders held on September 23, 2010.

All option plans have been approved by the stockholders of the Company.

The following is a summary of options granted under the plans:

| | FISCAL YEAR 2011 | | FISCAL YEAR 2010 | |
|---|---|---|---|---|
| | SHARES | WEIGHTED AVG EXERCISE PRICE | SHARES | WEIGHTED AVG EXERCISE PRICE |
| Options outstanding at beginning of year | 391,765 | $17.37 | 358,725 | $16.68 |
| Options granted | 137,060 | $25.43 | 98,800 | $16.76 |
| Options forfeited | (22,465) | $19.11 | (7,075) | $18.26 |
| Options exercised | (62,718) | $15.02 | (58,685) | $12.05 |
| Options outstanding at end of year | 443,642 | $20.10 | 391,765 | $17.37 |
| Options exercisable at end of year | 152,217 | $17.36 | 144,680 | $15.80 |
| Shares available for future option grant | 479,895 | | 201,570 | |

The following is a summary of information about stock options outstanding as of March 31, 2011:

| Options Outstanding | | | |
|---|---|---|---|
| Range of Exercise Prices | Number Outstanding as of 3/31/2011 | Remaining Contractual Life in Years | Weighted – Average Exercise Price |
| $7.00 - $17.15 | 159,017 | 3.7 | $15.40 |
| $20.36 - $22.51 | 151,105 | 3.4 | $20.36 |
| $23.10 - $25.80 | 133,520 | 5.0 | $25.40 |
| $7.00 - $25.80 | 443,642 | 4.0 | $20.10 |

| Options Exercisable | | |
|---|---|---|
| Range of Exercise Prices | Number Exercisable as of 3/31/2011 | Weighted – Average Exercise Price |
| $7.00 - $17.15 | 76,892 | $14.34 |
| $20.36 - $22.51 | 74,900 | $20.42 |
| $23.10 - $25.80 | 425 | $24.31 |
| $7.00 - $25.80 | 152,217 | $17.36 |

**10) Stock based compensation:**

We account for share-based compensation awards made to employees and directors using the fair value based methodology prescribed by ASC 718 Share-Based Payments ("ASC 718"). Compensation costs for award grants are valued at fair value and recognized on a straight line basis over the service periods of each award. We estimated forfeiture rates for the year based on historical experience.

Amounts recognized in the financial statements related to stock-based compensation are as follows:

| | March 31st | |
|---|---|---|
| | 2011 | 2010 |
| Total cost of stock based compensation charged against income before income tax | $383,000 | $282,000 |
| Amount of income tax benefit recognized in earnings | 138,000 | 100,000 |
| Amount charged against net income | $245,000 | $182,000 |
| Impact on net income per common share: | | |
| Basic | $0.08 | $0.06 |
| Diluted | $0.07 | $0.06 |

Stock-based compensation expense was allocated as cost of sales and general and administrative expense in the statements of income.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model (Black-Scholes). We use historical data to estimate the expected price volatility, the expected option life and expected forfeiture rate. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for the estimated life of the option. The dividend yield is calculated based upon the dividend payments made during the prior four quarters as a percent of the average stock price for that period. The following assumptions were used to estimate the fair value of options granted during fiscal 2011 and 2010 using the Black-Scholes model:

| | 2011 | 2010 |
|---|---|---|
| Stock options: | | |
| Volatility | 34-36% | 34% |
| Risk-free interest rate | 1.1-3.9% | 1.7-2.7% |
| Expected option life (years) | 5-10 | 5-10 |
| Dividend yield | 1.8% | 2.0% |

A summary of the option activity for fiscal 2011 is as follows:

| | Number of Shares | Weighted-average Exercise Price per Share | Weighted-average Remaining Contractual Term | Aggregate Intrinsic Value |
|---|---|---|---|---|
| Outstanding at March 31, 2010 | 391,765 | $17.37 | 4.2 | |
| Options granted | 137,060 | 25.43 | 5.0 | |
| Options forfeited | (22,315) | 19.16 | — | |
| Options expired | (150) | 11.65 | — | |
| Options exercised | (62,718) | 15.02 | — | |
| Outstanding at March 31, 2011 | 443,642 | $20.10 | 4.0 | $3,861,000 |
| | 152,217 | $17.36 | 3.2 | $1,742,000 |

A summary of the option activity for fiscal 2010 is as follows:

| | Number of Shares | Weighted-average Exercise Price per Share | Weighted-average Remaining Contractual Term | Aggregate Intrinsic Value |
|---|---|---|---|---|
| Outstanding at March 31, 2009 | 358,725 | $16.68 | 4.6 | |
| Options granted | 98,800 | 16.76 | 4.7 | |
| Options forfeited | (7,075) | 18.26 | — | |
| Options expired | — | — | — | |
| Options exercised | (58,685) | 12.05 | — | |
| Outstanding at March 31, 2010 | 391,765 | $17.37 | 4.2 | $3,367,000 |
| Exercisable at March 31, 2010 | 144,680 | $15.80 | 3.3 | $1,469,000 |

The weighted average fair value based on the Black-Scholes model for options granted in fiscal 2011 was $7.53 and $4.43 in fiscal 2010. The Company issues new shares of common stock upon exercise of stock options. The total intrinsic value of options exercised was $688,000 and $676,000 during fiscal 2011 and 2010, respectively.

A summary of the status of our unvested option shares as of March 31, 2011 is as follows:

| | Number of Shares | Weighted- average Grant-Date Fair Value |
|---|---|---|
| Unvested at March 31, 2010 | 247,085 | $5.51 |
| Options granted | 137,060 | 7.53 |
| Options forfeited | (13,540) | 6.51 |
| Options vested | (79,180) | 5.34 |
| Unvested at March 31, 2011 | 291,425 | $6.46 |

As of March 31, 2011, there was $1,083,000 of total unrecognized compensation cost related to unvested share-based compensation granted under our plans. That cost is expected to be recognized over a weighted-average period of 2.4 years.

**11) Debt**

To help finance the acquisition of Apex Laboratories, Inc. and SGM Biotech, Inc and the related building that houses the SGM Biotech facility, the Company entered into a credit facility consisting of a 36 month reducing line of credit for $3,000,000 and maturing at April 27, 2013, which had a remaining principal balance of $2,500,000 at March 31, 2011, and a revolving line of credit for $4,000,000 maturing on July 27, 2011 and which was fully utilized at March 31, 2011. The 36 month reducing line of credit requires quarterly principal payments of $250,000 beginning July 27, 2010 through maturity. In December 2010, the bank deferred the January 27, 2011 payment of $250,000 until maturity at April 27, 2013, which allowed the Company to complete the acquisition of Apex Laboratories, Inc without further alteration of its existing credit facility. Both of these lines of credit are subject to a variable rate of interest and a rate floor, both of which were 3.25% at December 31, 2010. Both of these lines of credit also require monthly interest payments, are subject to restrictive covenants and are secured by most of the assets of the Company.

Future maturities on debt are as follows:

| | |
|---|---|
| Fiscal Year 2012 | $5,000,000 |
| Fiscal Year 2013 | 1,000,000 |
| Fiscal Year 2014 | 500,000 |
| | $6,500,000 |

**12) Segment Data:**

The Company adopted SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information now codified as ASC 280. ASC 280 designates the internal reporting that is used by management for making operating decisions and assessing performance as the source of the Company's reportable segments. ASC 280 also requires disclosure about products and sources, geographic areas and major customers. The Company aggregates its product lines as two reportable segments based on the similar characteristics and markets of our product lines.

Revenues related to operations in the U.S. and foreign countries for the years ended March 31, 2011 and 2010 are presented below. Revenues from external customers are attributed to individual countries based upon locations to which the product is shipped or exported. Long-lived assets related to continuing operations in the U.S. and foreign countries as of the years ended March 31, 2011 and 2010 are as follows:

| | Years Ended March 31st | |
|---|---|---|
| | **2011** | **2010** |
| Net revenues from unaffiliated customers: | | |
| United States | $20,191,000 | $16,251,000 |
| Foreign (no country exceeds 10% of total) | $12,635,000 | $5,678,000 |
| Long-lived assets at end of year: | | |
| United States | $33,242,000 | $13,165,000 |

The following table summarizes total sales by product lines for 2011 and 2010 respectively:

| | Years Ended March 31st | |
|---|---|---|
| | **2011** | **2010** |
| Instrumentation Products | $16,369,000 | $14,783,000 |
| Biological Indicators | 16,457,000 | 7,146,000 |
| Total sales | $32,826,000 | $21,929,000 |

Following is the Company's additional business segment information for March 31, 2011 and 2010 (in thousands):

| FY 2011 | Biological Indicators | Instrumentation Products | Total |
|---|---|---|---|
| Revenue | $16,457 | $16,369 | $32,826 |
| Operating Income | $4,007 | $5,857 | $9,864 |
| Other (Income) and Expense | $125 | $(12) | $113 |
| Total Assets | $33,203 | $17,781 | $50,984 |
| Capital Expenditures Including Building | $2,461 | $184 | $2,645 |
| Depreciation and Amortization | $1,485 | $359 | $1844 |
| | | | |
| **FY 2010** | | | |
| Revenue | $7,146 | $14,783 | $21,929 |
| Operating Income | $1,788 | $5,580 | $7,368 |
| Other (Income) and Expense | $(15) | $(21) | $(36) |
| Total Assets | $10,405 | $23,234 | $33,639 |
| Capital Expenditures | $38 | $548 | $586 |
| Depreciation and Amortization | $593 | $193 | $786 |

**13) Quarterly Results (un-audited):**

Quarterly financial information for fiscal 2011 and 2010 is summarized as follows (earnings per share per quarter will not add up to reported annual earnings per share due to differences in average outstanding shares as reported on a quarterly basis):

| *($ in thousands, except per share amounts)* **2011** | First Qtr. | Second Qtr | Third Qtr | Fourth Qtr |
|---|---|---|---|---|
| Net revenue | $7,455 | $7,754 | $7,652 | $9,965 |
| Gross profit | $4,381 | $4,552 | $4,440 | $6,195 |
| Net income | $1,320 | $1,429 | $1,258 | $2,176 |
| Earnings per share – basic | $0.41 | $0.44 | $0.39 | $0.67 |
| Earnings per share – diluted | $0.40 | $0.43 | $0.37 | $0.64 |

| *($ in thousands, except per share amounts)* **2010** | First Qtr. | Second Qtr | Third Qtr | Fourth Qtr |
|---|---|---|---|---|
| Net revenue | $4,977 | $5,407 | $5,318 | $6,227 |
| Gross profit | $2,983 | $3,311 | $3,298 | $3,602 |
| Net income | $1,026 | $1,243 | $1,154 | $1,346 |
| Earnings per share – basic | $0.32 | $0.39 | $0.36 | $0.42 |
| Earnings per share – diluted | $0.31 | $0.38 | $0.35 | $0.41 |

**14) Related Party Transactions:**

On April 30, 2010, the Company purchased the building housing the facilities of SGM Biotech, Inc. for $2,150,000 from Surreal, LLC. Surreal, LLC is owned by the former owners of SGM Biotech, Inc., which was acquired by the Company on April 27, 2010. As of May, 2011, these former owners are no longer affiliated with the Company.

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

## ITEM 9A(T). CONTROLS AND PROCEDURES

**Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) that are designed to reasonably ensure that information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Our management evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered in this annual report on Form 10-K. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of such period to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that material information relating to our company is made known to management, including our Chief Executive Officer and Chief Financial Officer, particularly during the period when our periodic reports are being prepared.

**Management's Report on Internal Control over Financial Reporting**

Mesa Laboratories, Inc. management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, our management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that evaluation, our management concluded that our internal control over financial reporting was effective as of March 31, 2011.

This annual report does not include an attestation report of the company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the company to provide only management's report in this annual report.

**Changes in Internal Control Over Financial Reporting**

There was no change in our internal control over financial reporting that occurred during our fourth quarter of the year ended March 31, 2011 that has materially affected, or is reasonably likely to materially affect our internal control over financial reporting.

**Inherent Limitations of Disclosure Controls and Procedures and Internal Control over Financial Reporting**

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system will be met. In designing and operating a control system, one must consider the potential benefits of controls relative to their costs and the reality of limited resources available to allocate to control activities, particularly in smaller companies. In addition, the design of any

control system is based in part upon certain assumptions about the likelihood of future events and there can be no assurance that any control will meet its objectives under all potential future conditions. Because of such inherent limitations in any control system, there can be no absolute assurance that control issues, misstatements, and/or fraud will be prevented or detected.

### ITEM 9B. OTHER INFORMATION

None.

## PART III

Certain information required by Part III is incorporated by reference to the Company's Definitive Proxy Statement pursuant to Regulation 14A (the "Proxy Statement") for its Annual Meeting of Shareholders to be held September 22, 2011 ("Annual Meeting").

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS OF THE REGISTRANT

The information required by Item 10 is incorporated herein by reference to the sections entitled "Election of Directors," "Section 16(a) Beneficial Ownership Reporting Compliance," "Corporate Governance – Code of Ethics and Business Conduct" and "Corporate Governance – Audit Committee" that appear in the Company's definitive Proxy Statement for its Annual Meeting. Information concerning executive officers John J. Sullivan, Glenn Adriance, Steven W. Peterson and Michael Tranmer are included in the sections referred to above.

### ITEM 11. EXECUTIVE COMPENSATION

The information required by Item 11 is incorporated herein by reference to the section entitled "Executive Compensation" that appears in the Company's definitive Proxy Statement for its Annual Meeting.

### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by Item 12 relating to security ownership of certain beneficial owners and management and related shareholder matters is incorporated herein by reference to the section entitled "Security Ownership of Certain Beneficial Owners and Management" that appears in the Company's definitive Proxy Statement for its Annual Meeting.

For information regarding securities authorized for issuance under our equity compensation plans, please see Footnote 9 to the Financial Statements.

### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

On April 30, 2010, the Company purchased the building housing the facilities of SGM Biotech, Inc. for $2,150,000 from Surreal, LLC. Surreal, LLC is owned by the former owners of SGM Biotech, Inc., which was acquired by the Company on April 27, 2010.

## ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by Item 14 relating to principal accountant fees and services is incorporated herein by reference to the section entitled "Disclosure of Fees Paid to Independent Auditors" that appears in the Company's definitive Proxy Statement for its Annual Meeting of Shareholders

# PART IV

## ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

**a) Financial Statements of Mesa Laboratories, Inc and its subsidiaries are included herein:**


*REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM* ____ *18*
*BALANCE SHEET* ____ *19*
*STATEMENT OF INCOME* ____ *21*
*STATEMENT OF STOCKHOLDERS' EQUITY* ____ *22*
*STATEMENT OF CASH FLOWS* ____ *24*
*MESA LABORATORIES, INC. NOTES TO FINANCIAL STATEMENTS* ____ *25*


**b) Exhibits**

**(3)(i)** Articles of Incorporation and Articles of Amendment and Bylaws of Registrant -incorporated by reference to the Exhibits to the Registration Statement on Form S-18, file number 2-88647-D, filed December 21, 1983.

**(3)(ii)** Articles of Amendment of Registrant - incorporated by reference to the Exhibit to the Report on Form 10-K for the fiscal year ended March 31, 1988.

**(3)(iii)** Articles of Amendment of Registrant dated October 4, 1990 - incorporated by reference to the Exhibit to the Report on Form 10-K for the fiscal year ended March 31, 1991.

**(3)(iv)** Articles of Amendment of Registrant dated October 20, 1992 - incorporated by reference to the Exhibit to the Report on Form 10-KSB for the fiscal year ended March 31, 1993.

**(23)(i)** Consent of Ehrhardt Keefe Steiner & Hottman PC, independent registered public accounting firm, to the incorporation by reference in the Registration Statements on Form S-8 (file numbers 333-89808, 333-02074, 333-18161, 333-48556, 333-122911, 333-138619 and 333-152210) of their report dated June 29, 2011, included in the Registrant's Report on Form 10-K for the fiscal year ended March 31, 2011.

**(31.1)** Certification of Chief Executive Officer Pursuant to Rule 13a-14(a).

**(31.2)** Certification of Chief Financial Officer Pursuant to Rule 13a-14(a).

**(32.1)** Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) and 18 U.S.C. Section 1350.

**(32.2)** Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) and 18 U.S.C. Section 1350.

**(b)** Reports on Form 8-K. On February 14, 2011, the Registrant filed a Report on Form 8-K, under Item 2.02, reporting the issuance of a press release reporting revenues and earnings for the quarter and nine months ended December 31, 2010.

## SIGNATURES

Pursuant to requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MESA LABORATORIES, INC.
Registrant

Date: June 29, 2011

By: /s/John J. Sullivan, Ph.D.
John J. Sullivan, Ph.D., CEO

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

| Name | Title | Date |
|---|---|---|
| /s/Luke R. Schmieder.<br>Luke R. Schmieder | Chairman of the Board of Directors | June 29, 2011 |
| /s/John J. Sullivan, Ph.D.<br>John J. Sullivan, Ph.D. | Chief Executive Officer, President, Treasurer and Director | June 29, 2011 |
| /s/Steven W. Peterson<br>Steven W. Peterson | Vice President, Finance, Chief Financial and Chief Accounting Officer and Secretary | June 29, 2011 |
| /s/H. Stuart Campbell<br>H. Stuart Campbell | Director | June 29, 2011 |
| /s/Michael T. Brooks<br>Michael T. Brooks | Director | June 29, 2011 |
| /s/Robert V. Dwyer<br>Robert V. Dwyer | Director | June 29, 2011 |
| /s/Evan Guillemin<br>Evan Guillemin | Director | June 29, 2011 |
| /s/David M. Kelly<br>David M. Kelly | Director | June 29, 2011 |

## EXHIBITS INDEX

**(23)(i)** Consent of Ehrhardt Keefe Steiner & Hottman PC, independent registered public accounting firm, to the incorporation by reference in the Registration Statements on Form S-8 (file numbers 333-89808, 333-02074, 333-18161, 333-48556, 333-122911, 333-138619 and 333-152210) of their report dated June 29, 2011, included in the Registrant's Report on Form 10-K for the fiscal year ended March 31, 2011.

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**(32.1)** Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) and 18 U.S.C. Section 1350.

**(32.2)** Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) and 18 U.S.C. Section 1350.

## EXHIBIT 23(i) INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in registration Statements Nos. 333-89808, 333-02074, 333-18161, 333-48556, 333-122911, 333-138619 and 333-152210 of Mesa Laboratories, Inc. on Form S-8 of our report dated June 29, 2011 appearing in the Annual Report on Form 10-K of Mesa Laboratories, Inc. for the year ended March 31, 2011.

/s/ Ehrhardt Keefe Steiner & Hottman PC
Ehrhardt Keefe Steiner & Hottman PC

June 29, 2011
Denver, Colorado

## EXHIBIT 31.1 CERTIFICATIONS PURSUANT TO RULE 13a-14(a)

I, John J. Sullivan, Ph.D., certify that:

1. I have reviewed this annual report on Form 10-K of Mesa Laboratories, Inc.;

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

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

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 29, 2011

/s/John J. Sullivan, Ph.D.
John J. Sullivan, Ph.D.
Chief Executive Officer

## EXHIBIT 31.2 CERTIFICATIONS PURSUANT TO RULE 13a-14(a)

I, Steven W. Peterson, certify that:

1. I have reviewed this annual report on Form 10-K of Mesa Laboratories, Inc.;

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

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

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 29, 2011

/s/Steven W. Peterson
Steven W. Peterson
Chief Financial Officer

## EXHIBIT 32.1 CERTIFICATION PURSUANT TO RULE 13a-14(b) AND 18 U.S.C. SECTION 1350

In connection with the Annual Report of Mesa Laboratories, Inc. (the "Company") on Form 10-K for the fiscal year ended March 31, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John J. Sullivan, Ph.D., Chief Executive Officer of the Company, certify, pursuant to Rule 13a-14(b) and 18 U.S.C. § 1350, that:

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

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

Date: June 29, 2011

/s/John J. Sullivan, Ph.D.
John J. Sullivan, Ph.D.
Chief Executive Officer

## EXHIBIT 32.2 CERTIFICATION PURSUANT TO RULE 13a-14(b) AND 18 U.S.C. SECTION 1350

In connection with the Annual Report of Mesa Laboratories, Inc. (the "Company") on Form 10-K for the fiscal year ended March 31, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Steven W. Peterson, Chief Financial Officer of the Company, certify, pursuant to Rule 13a-14(b) and 18 U.S.C. § 1350, that:

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

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

Date: June 29, 2011

/s/Steven W. Peterson
Steven W. Peterson
Chief Financial Officer