UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2013

or

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT of 1934

For the transition period from __________ to __________

Commission File Number 000-31377

REFLECT SCIENTIFIC, INC.

(Exact name of registrant as specified in its charter)

Utah

87-0642556

(State or other jurisdiction of

(IRS Employer Identification No.)

incorporation or organization)

1266 South 1380 West Orem, Utah 84058

(Address of principal executive offices) (Zip Code)

(801) 226-4100

(Registrant s telephone number, including area code)

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer ¨

Accelerated filer ¨

Non-accelerated filer ¨

Smaller reporting company x

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes [ ] No [X]

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T

(§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes [X] No [ ]

Applicable Only to Issuers Involved in Bankruptcy Proceedings During the Preceding Five Years:

Indicate by check mark whether the Registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Not applicable.

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Applicable Only to Corporate Issuers:

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

Class

Outstanding as of November 12, 2013

47,213,634 shares of $0.01 par value common stock on November 12, 2013

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Part I - FINANCIAL INFORMATION

Item 1. Financial Statements

Reflect Scientific, Inc.

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

September 30, 2013

The financial statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. However, in the opinion of management, all adjustments (which include only normal recurring accruals) necessary to present fairly the financial position and results of operations for the periods presented have been made. These financial statements should be read in conjunction with the accompanying notes, and with the historical financial information of the Company.

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REFLECT SCIENTIFIC, INC.

Condensed Consolidated Balance Sheets

(Unaudited)

ASSETS

		September 30, 2013		December 31, 2012
CURRENT ASSETS				
Cash	$	191,385	$	260,575
Accounts receivable, net		168,328		139,932
Inventories		329,267		365,394
Prepaid assets		21,767		105,767
Total Current Assets		710,747		871,668
FIXED ASSETS, NET		3,175		9,645
OTHER ASSETS				
Intangible assets, net		82,969		112,326
Goodwill		325,895		325,895
Deposits		3,100		3,100
Total Other Assets		411,964		441,321
TOTAL ASSETS	$	1,125,886	$	1,322,634

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

REFLECT SCIENTIFIC, INC.

Condensed Consolidated Balance Sheets (Continued)

(Unaudited)

LIABILITIES AND SHAREHOLDERS EQUITY (DEFICIT)

	September 30, 2013	December 31, 2012
CURRENT LIABILITIES		
Accounts payable	$ 61,590	$ 90,984
Short-term lines of credit	51,926	74,713
Convertible debenture	650,000	650,000
Interest payable	500,625	419,625
Accrued expenses	9,790	11,081
Loan from related party	60,000	40,000
Income taxes payable	100	100
Total Current Liabilities	1,334,031	1,286,503
Total Liabilities	1,334,031	1,286,503
SHAREHOLDERS EQUITY (DEFICIT)		
Preferred stock, $0.01 par value, authorized 5,000,000 shares; No shares issued and outstanding	-	-
Common stock, $0.01 par value, authorized 100,000,000 shares; 47,213,634 and 47,213,634 issued and outstanding, respectively	472,136	472,136
Additional paid in capital	17,967,425	17,978,725
Treasury stock	11,300	-
Accumulated deficit	(18,659,006)	(18,414,730)
Total Shareholders Equity (Deficit)	(208,145)	36,131

TOTAL LIABILITIES AND SHAREHOLDERS EQUITY (DEFICIT)	$	1,125,886	1,322,634

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

REFLECT SCIENTIFIC, INC.

Condensed Consolidated Statements of Operations

(Unaudited)

	For the Three Months Ended September 30, 2013	2012	For the Nine Months Ended September 30, 2013	2012
REVENUES	$ 389,562	$ 305,713	$ 954,527	$ 988,427
COST OF GOODS SOLD	181,931	145,822	448,923	481,811
GROSS PROFIT	207,631	159,891	505,604	506,616
OPERATING EXPENSES				
Salaries and wages	100,445	95,280	289,722	304,168
Rent expense	9,412	9,102	28,236	28,620
Research and development expense	12,009	19,466	29,176	29,297
General and administrative expense	100,755	154,820	318,806	468,986
Total Operating Expenses	222,621	278,668	665,940	831,071
OPERATING LOSS	(14,990)	(118,777)	(160,336)	(324,455)
OTHER INCOME (EXPENSE)				
Forgiven debt	710	-	2,880	-
Interest expense other	(1,919)	(1,852)	(5,820)	(3,223)
Interest on debentures	(29,250)	(22,500)	(81,000)	(287,750)
Gain on extinguishment of debt	-	3,428,875	-	3,428,875
Total Other Income (Expenses)	(30,459)	3,404,523	(83,940)	3,137,902
NET INCOME (LOSS) BEFORE TAXES	(45,449)	3,285,746	(244,276)	2,813,447
Income tax benefit (expense)	-	-	-	-
NET INCOME (LOSS)	$ (45,449)	$ 3,285,746	$ (244,276)	$ 2,813,447

NET INCOME (LOSS) PER SHARE - BASIC AND DILUTED	$ (0.01)	$ 0.07	$ (0.01)	$ 0.06
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING - BASIC AND DILUTED	47,213,634	45,702,575	47,213,634	45,098,787

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

REFLECT SCIENTIFIC, INC.

Condensed Consolidated Statements of Cash Flows

(Unaudited)

For the

Nine Months Ended

September 30,

		2013		2012
CASH FLOWS FROM OPERATING ACTIVITIES				
Net income (loss)	$	(244,276)	$	2,813,447
Adjustments to reconcile net income (loss) to net cash from operating activities:				
Depreciation		6,470		7,198
Amortization		29,357		208,556
Gain on extinguishment of debt		-		(3,428,875)
Common stock issued for services		-		5,897
Changes in operating assets and liabilities:				
(Increase)/decrease in accounts receivable		(28,396)		(1,221)
(Increase)/decrease in inventory		36,127		14,109
(Increase)/decrease in prepaid assets		84,000		-
Increase/(decrease) in accounts payable and accrued expenses		50,315		260,693
Increase/(decrease) in customer deposits		-		(4,829)
Net Cash from Operating Activities		(66,403)		(125,025)
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from lines of credit		4,795		19,100
Payments made on lines of credit		(27,582)		(12,014)
Issuance of note payable for cash		20,000		
Issuance of common stock for cash		-		75,000
Principal payments on debenture debt		-		(75,000)
Net Cash from Financing Activities		(2,787)		7,086
NET DECREASE IN CASH		(69,190)		(117,939)
CASH AT BEGINNING OF PERIOD		260,575		346,697
CASH AT END OF PERIOD	$	191,385	$	228,758

SUPPLEMENTAL CASH FLOW INFORMATION:
Cash Paid For:

Interest	$	5,820	$	3,223
Income taxes	$	-	$	-

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

REFLECT SCIENTIFIC, INC.

Notes to the Condensed Consolidated Financial Statements

(Unaudited)

NOTE 1 **-**

BASIS OF FINANCIAL STATEMENT PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared by the Company pursuant to accounting principles generally accepted in the United States of America. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted in accordance with rules and regulations of the Securities and Exchange Commission. The information furnished in the interim condensed consolidated financial statements includes normal recurring adjustments and reflects all adjustments, which, in the opinion of management, are necessary for a fair presentation of such financial statements. Although management believes the disclosures and information presented are adequate to make the information not misleading, it is suggested that these interim condensed consolidated financial statements be read in conjunction with the Company s most recent audited consolidated financial statements and notes thereto included in its December 31, 2012 financial statements. Operating results for the three and nine months ended September 30, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013.

NOTE 2 -

ORGANIZATION AND DESCRIPTION OF BUSINESS

Cole, Inc. (the Company) was incorporated under the laws of the State of Utah on November 3, 1999. The Company was organized to engage in any lawful activity for which corporations may be organized under the Utah Revised Business Corporation Act. On December 30, 2003 the Company changed its name to Reflect Scientific, Inc.

NOTE 3 GOING CONCERN

The Company is currently in default on its issued and outstanding debentures (See note 4). While the Company is working diligently to secure funding to enable it to retire the debenture obligations, there can be no assurance that such funding will be available. The Company has also accumulated significant operating losses. These factors raise substantial doubt about the Company s ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

Management has taken a number of actions to reduce expenses. Management continues to seek additional funding through the capital markets to facilitate the settlement of the remaining debentures and commercialize its patented detector and refrigeration products, as well as to provide operating capital for its operations. However, there can be no assurance that additional funding will be available on acceptable terms, if at all.

NOTE 4 DEFAULT ON CONVERTIBLE DEBENTURES

At September 30, 2013, the remaining outstanding convertible debentures in default were $650,000, including penalties. The debentures bear an 18% interest rate. The Company accrued an additional $29,250 in interest during the quarter ended September 30, 2013. The total accrued interest on this remaining debenture was $500,625 as of September 30, 2013. Assuming the debentures were converted,

1,000,000 shares of restricted common stock would be issued.

NOTE 5 EQUITY TRANSACTIONS

During the three month period ended September 30, 2013, the Company received 1,130,000 shares of its common stock as part of the settlement agreement related to the acquisition of Cryomaster which are being carried as treasury stock. The stock will be retired prior to the December 31, 2013 year end.

NOTE 6 RELATED PARTY TRANSACTIONS

As of September 30, 2013, the sons of the President of the Company have loaned $60,000 in the form of interest bearing notes to the Company. Of which, $40,000 bears interest at the rate of 7.75% per annum while $20,000 bears interest at the rate of 6.0% with the interest paid monthly. The notes are demand notes, with the principal and any unpaid interest payable upon seven days written notice from the note holder. In the three and nine months ended September 30, 2013, interest payments of $775 and $2,584 were made, respectively.

NOTE 7 FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company s financial instruments consist of cash and cash equivalents, accounts receivable, payables and notes payable. The carrying amount of cash and cash equivalents and payables approximates fair value because of the short-term nature of these items. The carrying amount of the notes payable approximates fair value as the individual borrowings bear interest at rates that approximate market interest rates for similar debt instruments.

NOTE 8 RECENT ACCOUNTING PRONOUNCEMENTS

The Company has reviewed all recently issued, but not yet adopted, accounting standards in order to determine their effects, if any, on its consolidated results of operation, financial position and cash flows. Based on that review, the Company believes that none of these pronouncements will have a significant effect on its current or future earnings or operations.

NOTE 9 CONSULTING AGREEMENT

On May 1, 2013, the Company entered into a consulting contract with Golden Oak Consulting. The consultant will work to develop governmental markets for the Company s products. The agreement is for a term of six months with compensation of $1,000 per month in cash and 33,333 shares of restricted common stock to be issued at the conclusion of the services under the agreement.

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

Special Note Regarding Forward-Looking Statements

The Private Securities Litigation Reform Act of 1995 (the Act) provides a safe harbor for forward-looking statements made by or on behalf of our Company. Our Company and our representatives may from time to time make written or oral statements that are forward-looking, including statements contained in this Annual Report and other filings with the Securities and Exchange Commission and in reports to our Company s stockholders. Management believes that all statements that express expectations and projections with respect to future matters, as well as from developments beyond our Company s control including changes in global economic conditions are forward-looking statements within the meaning of the Act. These statements are made on the basis of management s views and assumptions, as of the time the statements are made, regarding future events and business performance. There can be no assurance, however, that management s expectations will necessarily come to pass. Factors that may affect forward- looking statements include a wide range of factors that could materially affect future developments and performance, including the following:

Changes in Company-wide strategies, which may result in changes in the types or mix of businesses in which our Company is involved or chooses to invest; changes in U.S., global or regional economic conditions, changes in U.S. and global financial and equity markets, including significant interest rate fluctuations, which may impede our Company s access to, or increase the cost of, external financing for our operations and investments; increased competitive pressures, both domestically and internationally, legal and regulatory developments, such as regulatory actions affecting environmental activities, the imposition by foreign countries of trade restrictions and changes in international tax laws or currency controls; adverse weather conditions or natural disasters, such as hurricanes and earthquakes, labor disputes, which may lead to increased costs or disruption of operations.

This list of factors that may affect future performance and the accuracy of forward-looking statements are illustrative, but by no means exhaustive. Accordingly, all forward-looking statements should be evaluated with the understanding of their inherent uncertainty.

Critical Accounting Policies and Estimates

The preparation of financial statements and related disclosures 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 the unaudited Financial Statements and accompanying notes. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances.

Actual results could differ from these estimates under different assumptions or conditions. The Company believes there have been no significant changes during the three and nine month periods ended September 30, 2013, to the items disclosed as significant accounting policies in management's Notes to the Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

Plan of Operation and Business Growth

Our efforts continue focus on increasing the sales of our life science consumables and detectors while, at the same time, working on the commercialization of our liquid nitrogen refrigeration products. Of those liquid nitrogen refrigeration products, the refrigerated trailer, known as a reefer , is receiving highest priority. We have our first manufactured unit operational and are currently conducting road tests and collecting data as to its efficiency and reliability.

We also continue to focus on the expansion of our detector line and developing alliances with contract manufacturers for our ultra-low temperature freezers and reefer units. Our new detector unit has received very positive reviews. We believe that its enhanced functionality, coupled with its low cost, will provide us with a competitive edge over products currently being sold in that specialized market.

Concurrent with the development and commercialization of the above products, we have completed our on-line catalog and are making progress in enrolling new distributors for our consumable products. We believe the upturn in sales during the three months ended September 30, 2013 is validation of those efforts.

Our revenues during the reporting period increased more than 27% during 2013 compared to 2012 revenues. We attribute this increase in revenue to the concerted effort made in developing and publishing our new catalog, developing and implementing our new web site, and the adding of new distributors. While one quarter does not establish a trend, we are encouraged by the results to date. We are working to bring on additional distributors who will carry our entire line of specialty laboratory products, expanding our markets and leveraging their existing customer bases. While some of our products are relatively new to the marketplace and we expect the demand for those to grow as customers become more familiar them, there are a number of our product lines which are well established and have strong, consistent demand. With the addition of new distribution channels we believe that sales will increase over the remainder of the year.

Results of Operations

Three Months Ended September 30, 2013 and 2012

	For the three months ended September 30,		
	2013	2012	Change

Revenues	$	389,562$	305,713$	83,849
Cost of goods sold		181,931	145,822	36,109
Gross profit		207,631	159,891	47,740
Operating expenses		222,621	278,668	(56,047)
Other income (expense)		(30,459)	3,404,523	(3,434,982)
Net income (loss)	$	(45,449)$	3,285,746$	(3,331,195)

Revenues increased during the quarter ended September 30, 2013, to $389,562 from $305,713 for the quarter ended September 30, 2012, an increase of $83,849. We completed our catalog web site and have distributed our catalog to a number of potential new distributors. We believe the upward trend of revenues seen during the quarter result from those efforts. We have added additional distributors to expand the distribution channels for our products. All of the revenues generated during the three month period ended September 30, 2013 were from our specialized laboratory supplies and detector sales. We are continuing work to refine and commercialize the ultra low temperature freezer technologies, and have hired a consulting group to identify and qualify potential customers for those technology products.

With increased sales during the reporting period, cost of goods increased in the quarter ending September 30, 2013, as compared to September 30, 2012 to $181,931 from $145,822, an increase of $36,109. The gross profit percentage increased to 53% for the three months ended September 30, 2013, compared to 52% for the three months ended September 30, 2012. The gross profit percentage is dependent on the mix of product sales, which varies from quarter to quarter, and was benefited in the current quarter by an increase in detector sales, which carry higher margins than our commodity products. We continue to actively work to obtain more favorable pricing from our vendors in order to increase the margins realized on our product lines.

As a result of our continued focus on operating expenses we realized a reduction of operating expenses in the current period. This reduction is the result of cost reduction efforts implemented by management and an ongoing quest to gain additional operating efficiencies. Operating expenses for the three months ended September 30, 2013 were $222,621, which represents a decrease of $56,047 from the $278,668 in operating expenses recorded for the three month period ended September 30, 2012. The decrease results primarily from reductions in professional fees, research and development expenses and lower depreciation and amortization charges, offset in part by increases in consulting fees and advertising costs. Operating expenses for the remaining three months of 2013 are expected to approximate the expense levels shown for the three month period ended September 30, 2013.

The net loss for the three month period ended September 30, 2013 was $45,449, a decrease of $3,331,195 from the $3,285,746 profit for the three month period ended September 30, 2012, which benefited from the $3,428,875 gain on extinguishment of debt. Management continues to look for opportunities to increase sales, improve gross margins and reduce ongoing operating expenses in order to achieve sustained profitability.

The net loss for the three months ended September 30, 2013 was $0.01 per share. The net profit for the three months ended September 30, 2012 was also $0.07 per share.

<u>Nine Months Ended September 30, 2013 and 2012</u>

	For the nine months ended September 30,		
	2013	2012	Change
Revenues	$ 954,527	$ 988,427	$ (33,900)
Cost of goods sold	448,923	481,811	(32,888)
Gross profit	505,604	506,616	(1,012)

Operating expenses		665,940		831,071	(165,131)
Other income (expense)		(83,940)		3,137,902	(3,221,842)
Net loss	$	(244,276)	$	2,813,447	$ (3,057,723)

Revenues decreased during the nine month period ended September 30, 2013, to $954,527 from $988,427 for the nine month period ended September 30, 2012, a decrease of $33,900. All of the revenues were generated from our specialized laboratory supplies and detector sales, as we work to continue to refine and commercialize the ultra low temperature freezer technologies. We completed our catalog web site and have distributed our catalog to a number of potential new distributors. We have brought on additional distributors to expand the distribution channels for our products.

Decreased sales during the reporting period reduced cost of goods in the nine month period ending September 30, 2013 by $32,888, to $448,923 for the nine month period ended September 30, 2013 from $481,811 for the nine month period ended September 30, 2012. The gross profit percentage increased to 53% for the nine month period ended September 30, 2013, compared to 51% for the nine months ended September 30, 2012. The gross profit percentage is dependent on the mix of product sales, which varies from quarter to quarter. We continue to actively work to obtain more favorable pricing from our vendors in order to increase the margins realized on our product lines.

Continued focus to reduce operating expenses resulted in a reduction of $165,131 in the current nine month period. This reduction is the result of cost reduction efforts implemented by management and an ongoing quest to gain additional operating efficiencies. Operating expenses for the nine months ended September 30, 2012 were $831,071, compared to $665,940 shown for the nine month period ended September 30, 2013.

The net loss for the nine month period ended September 30, 2013 was $244,276, a $3,057,723 decline from the $2,813,447 net income for the nine month period ended September 30, 2012, which benefited from the $3,428,875 gain on extinguishment of debt. Management continues to look for opportunities to increase revenue, improve gross margins and reduce ongoing operating expenses in order to achieve profitability.

The net loss for the nine months ended September 30, 2013 was $0.01 per share. The net profit for the nine months ended September 30, 2012 was $0.06 per share.

Seasonality and Cyclicality

We do not believe our business is cyclical.

Liquidity and Capital Resources

Our cash resources at September 30, 2013, were $191,385, with accounts receivable of $168,328 and inventory of $329,267. To this time we have relied on revenues and sales of equity and debt securities for our cash resources. Our working capital deficit on September 30, 2013, was $623,284, due primarily to the $650,000 in outstanding debentures and $500,625 in accrued interest on those debentures. Working capital on December 31, 2012 was a deficit of $414,835. Management is working to obtain financing to enable it to retire the remaining outstanding debentures and provide the capital needed to commercialize the low temperature freezer and refrigeration technology. There can be no assurance that funds will be available, or that terms of available funds will be acceptable to the Company. The inability of the Company to obtain funding at acceptable terms could negatively impact its ability to execute its business plan.

For the nine month period ended September 30, 2013, net cash used for operating activities was $66,403 which compares to $125,025 of net cash used for operating activities for the nine month period ended September 30, 2012.

Off-Balance Sheet Arrangements

We lease office and warehouse space under a non-cancelable operating lease in Utah. Future minimum lease payments under the operating lease at September 30, 2013 are $43,400 for that facility. In addition, we have automobile leases with future minimum lease payments of $3,930.

Item 3. Quantitative and Qualitative Disclosure about Market Risk

Not required.

Item 4. Controls and Procedures

(a)

Evaluation of Disclosure Controls and Procedures.

As of the end of the period covered by this Quarterly Report, we carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon this evaluation, our Chief Executive Officer and Principal Financial Officer concluded that information required to be disclosed is recorded, processed, summarized and reported within the specified periods, and is accumulated and communicated to management, including our Chief Executive Officer and Principal Financial Officer, to allow for timely decisions regarding required disclosure of material information required to be included in our periodic Securities and Exchange Commission reports. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives and our Chief Executive Officer and Principal Financial Officer have concluded that our disclosure controls and procedures are effective to a reasonable assurance level of achieving such objectives. However, it should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

(b)

Changes in Internal Control Over Financial Reporting.

There were no changes in our internal control over financial reporting during the period covered by this Quarterly Report.

PART II - OTHER INFORMATION

ITEM 1. Legal Proceedings

On October 16, 2009, the Company filed a complaint in the Third District Court in the State of Utah in which it seeks the return of the stock issued for the acquisition of Cryomastor. The action alleges misrepresentation and, in addition to the return of the stock, seeks monetary damages.

In December 2011 the case was submitted to arbitration and a settlement agreement was reached. As a part of the settlement two patents were assigned to the Company, the royalty agreement was terminated and agreement was reached on the return of stock issued as a part of the acquisition of Cryomastor. On September 20, 2013 1,130,000 shares of our common stock were returned pursuant to the settlement

terms. The stock will be retired upon receipt of the documentation required by the transfer agent reducing our number of shares issued and outstanding.

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

Recent Sales of Unregistered Securities

We have not sold any restricted securities during the nine months ended September 30, 2013.

We had 1,130,000 shares of common stock returned pursuant to the settlement agreement referenced in Item 1. The shares received are shown as treasury stock in this report, but will be retired prior to the December 31, 2013 year end.

Use of Proceeds of Registered Securities

None; not applicable.

Purchases of Equity Securities by Us and Affiliated Purchasers

During the nine months ended September 30, 2013, we have not purchased any equity securities nor have any officers or directors of the Company.

ITEM 3. Defaults Upon Senior Securities

At September 30, 2013, the remaining outstanding convertible debentures in default were $650,000, including penalties. The debentures bear an 18% interest rate. The Company accrued an additional $29,250 in interest during the quarter ended September 30, 2013. The total accrued interest on this remaining debenture was $500,625 as of September 30, 2013. Assuming the debentures were converted, 1,000,000 shares of restricted common stock would be issued.

ITEM 4. Mine Safety Disclosure

Not applicable.

ITEM 5. Other Information.

None

ITEM 6. Exhibits

(a)

Exhibits.

Exhibit No.	Title of Document	Location if other than attached hereto
3.1	Articles of Incorporation	10-SB Registration Statement*
3.2	Articles of Amendment to Articles of Incorporation	10-SB Registration Statement*
3.3	By-Laws	10-SB Registration Statement*
3.4	Articles of Amendment to Articles of Incorporation	8-K Current Report dated December 31, 2003*
3.5	Articles of Amendment to Articles of Incorporation	8-K Current Report dated December 31, 2003*
3.6	Articles of Amendment	September 30, 2004 10-QSB Quarterly Report*
3.7	By-Laws Amendment	September 30, 2004 10-QSB Quarterly Report*
4.1	Debenture	8-K Current Report dated June 29, 2007*
4.2	Form of Purchasers Warrant	8-K Current Report dated June 29, 2007*
4.3	Registration Rights Agreement	8-K Current Report dated June 29, 2007*
4.4	Form of Placement Agreement	8-K Current Report dated June 29, 2007*
10.1	Securities Purchase Agreement	8-K Current Report dated June 29, 2007*
10.2	Placement Agent Agreement	8-K Current Report dated June 29, 2007*
14	Code of Ethics	December 31, 2003 10-KSB Annual Report*
21	Subsidiaries of the Company	December 31, 2004 10-KSB Annual Report*
31.1	302 Certification of Kim Boyce	
31.2	302 Certification of Keith Merrell	
32	906 Certification	

Exhibits

Additional Exhibits Incorporated by Reference

*	Reflect California Reorganization	8-K Current Report dated December 31, 2003
*	JMST Acquisition	8-K Current Report dated April 4, 2006
*	Cryomastor Reorganization	8-K Current Report dated September 27, 2006
*	Image Labs Merger Agreement Signing	8-K Current Report dated November 15, 2006
*	All Temp Merger Agreement Signing	8-K Current Report dated November 17, 2006
*	All Temp Merger Agreement Closing	8-KA Current Report dated November 17, 2006
*	Image Labs Merger Agreement Closing	8-KA Current Report dated November 15, 2006

* Previously filed and incorporated by reference.

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SIGNATURES

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

Reflect Scientific, Inc.

(Registrant)

Date:

November 12, 2013

By: /s/ Kim Boyce

Kim Boyce, CEO, President and Director

Date:

November 12, 2013

By: /s/ Tom Tait

Tom Tait, Vice President and Director

Date:

November 12, 2013

By: /s/ Keith Merrell

Keith Merrell, CFO, Principal Financial

Officer