WisdomTree Trust
Form 485APOS
May 27, 2009
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Securities Act File No. 333-132380

Investment Company Act File No. 811-21864

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-1A

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933	x
Pre-Effective Amendment No. __	¨
Post-Effective Amendment No. 22	x
and/or	

REGISTRATION STATEMENT

UNDER

THE INVESTMENT COMPANY ACT OF 1940	x
Amendment No. 24	x
(Check appropriate box or boxes.)	

WISDOMTREE TRUST

(Exact Name of Registrant as Specified in Charter)

380 Madison Avenue

21st Floor

New York, NY 10017

(Address of Principal Executive Offices) (Zip Code)

(Registrant s Telephone Number, including Area Code): 1-866-909-9973

JONATHAN STEINBERG

WISDOMTREE TRUST

380 Madison Avenue

21st Floor

New York, NY 10017

(Name and Address of Agent for Service)

Counsel for the Trust:
Morgan, Lewis & Bockius, LLP
1111 Pennsylvania Avenue, NW
Washington, DC 20004
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Richard Morris, Esq.
WisdomTree Asset Management, Inc.
380 Madison Avenue, 21st Floor
New York, NY 10017

It is proposed that this filing will become effective (check appropriate box):

¨ Immediately upon filing pursuant to paragraph (b)
¨ On (date) pursuant to paragraph (b)
x 60 days after filing pursuant to paragraph (a)(1)
¨ On (date) pursuant to paragraph (a)(1)
¨ 75 days after filing pursuant to paragraph (a)(2)
¨ On (date) pursuant to paragraph (a)(2) of Rule 485.

If appropriate, check the following box:

¨ This post-effective amendment designates a new effective date for a previously filed post-effective amendment.

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Dividend Funds

PROSPECTUS

July , 2009

WisdomTree® Trust

WisdomTree Domestic Dividend Funds

WisdomTree Total Dividend Fund

WisdomTree Equity Income Fund

WisdomTree LargeCap Dividend Fund

WisdomTree Dividend ex-Financials Fund

WisdomTree MidCap Dividend Fund

WisdomTree SmallCap Dividend Fund

WisdomTree International Dividend Funds

WisdomTree DEFA Fund

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WisdomTree Pacific ex-Japan Equity Income Fund

WisdomTree International LargeCap Dividend Fund

WisdomTree International Dividend ex-Financials Fund

WisdomTree International MidCap Dividend Fund

WisdomTree International SmallCap Dividend Fund

WisdomTree Emerging Markets Equity Income Fund

WisdomTree Emerging Markets SmallCap Dividend Fund

WisdomTree Middle East Dividend Fund

THE SECURITIES AND EXCHANGE COMMISSION (SEC) HAS NOT APPROVED OR DISAPPROVED THESE SECURITIES OR PASSED UPON THE ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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WisdomTree Trust

WisdomTree Trust (the Trust) is a registered investment company that consists of separate investment portfolios called Funds. Each Fund seeks investment results that closely correspond to the price and yield performance, before fees and expenses, of a particular index that defines a dividend-paying segment of the U.S. or international stock market. The indexes are created using a proprietary methodology developed by WisdomTree Investments, Inc. The Funds described in this Prospectus are listed in the Table of Contents.

Each Fund is an exchange traded fund. This means that shares of the Funds are listed on a national securities exchange, such as NYSE Arca, and trade at market prices. The market price for a Fund s shares may be different from its net asset value per share (NAV). Each Fund has its own CUSIP number and exchange trading symbol.

Each Fund described in this Prospectus issues and redeems shares at NAV only in large blocks of shares, typically 50,000 shares or more (Creation Units). These transactions are usually in exchange for a basket of securities and an amount of cash. As a practical matter, only institutions or large investors purchase or redeem Creation Units. Except when aggregated in Creation Units, shares of each Fund are not redeemable securities.

A NOTE TO RETAIL INVESTORS

Shares can be purchased directly from the issuing Fund only in exchange for a basket of securities that is expected to be worth several million dollars. Most individual investors, therefore, will not be able to purchase shares directly from a Fund. Instead, these investors will purchase shares in the secondary market through a brokerage account or with the assistance of a broker. Thus, some of the information contained in this Prospectus such as information about purchasing and redeeming shares from a Fund and references to transaction fees imposed on purchases and redemptions is not relevant to most individual investors. Shares purchased or sold through a brokerage account or with the assistance of a broker may be subject to brokerage commissions and charges.

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WisdomTree Trust

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Overview

This Prospectus provides the information you need to make an informed decision about investing in the Funds.* It contains important facts about the Trust as a whole and each Fund in particular.

Each Fund is an exchange-traded fund (ETF). ETFs are index funds whose shares are listed on a stock exchange and traded like equity securities at market prices. ETFs, such as the Funds, allow you to buy or sell shares that represent the collective performance of a selected group of securities. ETFs are designed to add the flexibility, ease and liquidity of stock-trading to the benefits of traditional index-fund investing.

WisdomTree Asset Management, Inc. (WisdomTree Asset Management) is the investment adviser to each Fund. WisdomTree Investments, Inc. (WisdomTree Investments) is the parent company of WisdomTree Asset Management.

Investment Objective

Each Fund seeks investment returns that closely correspond to the price and yield performance, before fees and expenses, of a particular index (Index or Dividend Index) developed by WisdomTree Investments. Each Index consists of dividend-paying securities in the market suggested by its name that meet specific criteria developed by WisdomTree Investments.

Principal Investment Strategies

This Prospectus describes six Funds that invest in dividend-paying U.S. equity securities and seventeen Funds that invest in dividend-paying non-U.S. equity securities. Each Fund tracks a specific U.S. or international stock Index created by WisdomTree Investments. Each Dividend Index is designed to measure a specific segment of the market for U.S. or international dividend-paying securities. Each Fund seeks investment returns that closely correspond to the price and yield performance, before fees and expenses, of its underlying Index.

The WisdomTree Indexes are fundamentally weighted. The Dividend Indexes differ from most traditional indexes in that the proportion, or weighting, of the securities in each Dividend Index is based on a measure of fundamental value. The Dividend Indexes are weighted based on either the amount of cash dividends that companies in each Index pay or the dividend yield of the companies in each Index. This means that securities of companies that pay higher amounts of cash dividends or have higher dividend yields generally will be more heavily weighted in each Index and Fund. Most traditional indexes and index funds weight their securities by looking simply at the market capitalization of such securities. Common stocks, real estate investment trusts, tracking stocks, and holding companies are eligible for inclusion in each Index. Only regular dividends (i.e., established or quarterly dividends as opposed to non-recurring or special dividends) are included in the determination of cash dividends or dividend yield.

Under normal circumstances, at least 95% of a Fund s total assets (exclusive of collateral held from securities lending) will be invested in the component securities of its Index. Each Fund will normally invest at least 80% of its net assets, plus the amount of any borrowings for investment purposes, in the types of securities suggested by its name. Each Fund generally may invest up to 5% of its total assets in securities not included in its Index, but which the Fund believes will help it track its Index. For example, a Fund may invest in securities that are not components of its Index in order to reflect various corporate actions and other changes to its Index (such as reconstitutions, additions and deletions). Under normal circumstances, as long as a Fund invests at least 95% of its total assets in the securities of its Index, it also may invest its other assets in cash and cash equivalents, as well as in shares of other investment companies, futures contracts, options on futures contracts, options, and swaps. WisdomTree Asset Management expects that, over time, the correlation between each Fund s performance and that of its Index, before fees and expenses, will be 95% or better.

* WisdomTree is a registered mark of WisdomTree Investments and has been licensed for use by the Trust. WisdomTree Investments has patent applications pending on the methodology and operation of its Indexes and the Funds.

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Each Fund uses a Representative Sampling strategy in seeking to track the performance of its Index. A Fund using a Representative Sampling strategy generally will invest in a sample of the securities in its Index whose risk, return and other characteristics closely resemble the risk, return and other characteristics of the Index as a whole.

To the extent that a Fund s underlying Index concentrates (i.e., holds 25% or more of its total assets) in the securities of a particular industry or group of industries, a Fund will concentrate its investments to approximately the same extent as its Index.

Principal Risk Factors Common to All Funds

Each Fund is subject to the risks described below. Additional risks applicable to the International Dividend Funds are described in the following section. Certain additional risks associated with a Fund are discussed in the specific section describing that Fund. Some or all of these risks may adversely affect a Fund s NAV, trading price, yield, total return and/or its ability to meet its objectives.

Stock Market Risk

The trading price of equity securities fluctuates in response to a variety of factors. These factors include events impacting a single issuer, as well as political, market and economic developments that affect specific market segments and the market as a whole. Each Fund s NAV and market price, like stock prices generally, will fluctuate within a wide range in response to these factors. As a result, an investor could lose money over short or even long periods.

Investment Style Risk

The returns from the types of securities in which a Fund invests may underperform returns from the various general securities markets or different asset classes. This may cause a Fund to underperform other investment vehicles that invest in different asset classes. Different types of securities (for example, large-, mid- and small-capitalization stocks) tend to go through cycles of doing better or worse than the general securities markets. In the past, these periods have lasted for as long as several years.

Interest Rate Risk

Each of the underlying Indexes, and therefore the Funds, may be more heavily weighted than other types of investments in market sectors that are sensitive to interest rate fluctuations (such as the financial and real estate sectors). The Funds therefore may be more sensitive to fluctuations in interest rates than other types of investments. In particular, increases to prevailing interest rates could have a negative impact on the performance of the Funds.

Investment Approach Risk

Each Fund invests in the securities included in, or representative of, its Index regardless of their investment merit. The Funds do not attempt to outperform their Indexes or take defensive positions in declining markets. As a result, each Fund s performance may be adversely affected by a general decline in the U.S. or foreign market segments relating to its Index.

Concentration Risk

To the extent that a Fund s Index concentrates in the securities of a particular industry or group of industries, the Fund will concentrate its investments to approximately the same extent as its Index. A Fund that concentrates, or otherwise invests a large portion of its assets in a single industry or group of industries, may be more susceptible to any single economic, market, political or regulatory occurrence affecting that industry or group of industries. In such case, a Fund may be more volatile than funds based on broader or less volatile market segments.

Geographic Investment Risk

To the extent that a Fund s Index invests a significant portion of its assets in the securities of a single country or region, it is more likely to be impacted by events or conditions affecting that country or region. For example, political and economic conditions and changes in regulatory, tax, or economic policy in a country could significantly affect the market in that country and in surrounding or related countries and have a negative impact on a Fund s performance.

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Financial Sector Risk

The Funds generally invest a relatively large percentage of their assets in securities of companies in the financial sector and therefore the performance of the Funds will be impacted by events affecting this sector. This sector can be significantly affected by changes in interest rates, the rate of corporate and consumer debt defaulted, price competition, and the availability and cost of capital.

Non-Diversification Risk

Each Fund is considered to be non-diversified, which means that it may invest more of its assets in the securities of a single issuer or a smaller number of issuers than if it were a diversified fund. As a result, a Fund may be more exposed to the risks associated with and developments affecting an individual issuer or a smaller number of issuers than a fund that invests more widely. This may increase the Fund s volatility and cause the performance of a relatively smaller number of issuers to have a greater impact on the Fund s performance.

Issuer-Specific Risk

Changes in the financial condition of an issuer or counterparty, changes in specific economic or political conditions that affect a particular type of security or issuer, and changes in general economic or political conditions can affect a security s or instrument s value. The value of securities of smaller, less well-known issuers can be more volatile than that of larger issuers. Issuer-specific events can have a negative impact on the value of a Fund.

Non-Correlation Risk

The performance of a Fund and its Index may vary somewhat for a variety of reasons. For example, each Fund incurs operating expenses and portfolio transaction costs not incurred by its Index. In addition, a Fund may not be fully invested in the securities of its Index at all times. The use of sampling techniques may affect a Fund s ability to achieve close correlation with its Index. A Fund using a Representative Sampling strategy generally can be expected to have a greater non-correlation risk.

Management Risk

Because each Fund may not fully replicate its Index and may hold securities not included in its Index, a Fund is subject to management risk. This is the risk that the Fund s investment strategy, the implementation of which is subject to a number of constraints, may not produce the intended results.

Market Trading Risk

Although Fund shares are listed on national securities exchanges, there can be no assurance that an active trading market for Fund shares will develop or be maintained. If an active market is not maintained, investors may find it difficult to buy or sell Fund shares. Trading of shares of a Fund on a stock exchange may be halted if exchange officials deem such action appropriate, if the Fund is delisted, or if the activation of marketwide circuit breakers halts stock trading generally. If a Fund s shares are delisted, the Fund may seek to list its shares on another market, merge with another ETF, or redeem its shares at NAV. WisdomTree Asset Management believes that, under normal market conditions, large market price discounts or premiums to NAV will not be sustained because of arbitrage opportunities.

Shares of the Funds May Trade at Prices Other Than NAV

As with all ETFs, Fund shares may be bought and sold in the secondary market at market prices. Although it is expected that the market price of the shares of each Fund will approximate the respective Fund s NAV, there may be times when the market price and the NAV vary significantly. Thus, you may pay more than NAV when you buy shares of a Fund in the secondary market, and you may receive less than NAV when you sell those shares in the secondary market.

The market price of Fund shares during the trading day, like the price of any exchange-traded security, includes a bid/ask spread charged by the exchange specialist, market makers or other participants that trade the Fund shares. The bid/ask spread on ETF shares is likely to be larger on ETFs that are traded less frequently. In addition, in times of severe market disruption, the bid/ask spread can increase significantly. At those times, Fund shares are most likely to be traded at a discount to NAV, and the discount is likely to be greatest when the price of shares is falling fastest, which may be the time that you most want to sell your shares. WisdomTree Asset Management believes that, under normal market conditions, large market price discounts or premiums to NAV will not be sustained because of arbitrage opportunities.

Lack of Governmental Insurance or Guarantee

An investment in a Fund is not a bank deposit and it is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Fiscal Policy Risk

Any repeal or failure to extend the current federal tax treatment of qualified dividend income could make dividend-paying securities less appealing to investors and could have a negative impact on the performance of the Funds.

Principal Risk Factors Common to the International Dividend Funds

Foreign Securities Risk

Investments in non-U.S. securities involve certain risks that may not be present with investments in U.S. securities. For example, investments in non-U.S. securities may be subject to risk of loss due to foreign currency fluctuations or to political or economic instability. There may be less information publicly available about a non-U.S. issuer than a U.S. issuer. Non-U.S. issuers may be subject to different accounting, auditing, financial reporting and investor protection standards than U.S. issuers. Investments in non-U.S. securities may be subject to withholding or other taxes and may be subject to additional trading, settlement, custodial, and operational risks. With respect to certain countries, there is the possibility of government intervention and expropriation or nationalization of assets. Because legal systems differ, there is also the possibility that it will be difficult to obtain or enforce legal judgments in certain countries. Since foreign exchanges may be open on days when a Fund does not price its shares, the value of the securities in a Fund s portfolio may change on days when shareholders will not be able to purchase or sell a Fund s shares. Conversely, Fund shares may trade on days when foreign exchanges are close. Each of these factors can make investments in the Fund more volatile and potentially less liquid than other types of investments.

Currency Risk

Because a Fund s NAV is determined on the basis of U.S. dollars, the U.S. dollar value of your investment in a Fund may go down if the value of the local currency of the non-U.S. markets in which a Fund invests depreciates against the U.S. dollar. This is true even if the local currency value of securities in a Fund s holdings goes up.

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WisdomTree Domestic

Dividend Funds

WisdomTree Total Dividend Fund

Fund Facts

Cusip Number:

n 97717W109

Exchange Trading Symbol:

n DTD

WisdomTree Total Dividend Fund

Investment Objective

The Fund seeks to track the price and yield performance, before fees and expenses, of the WisdomTree Dividend Index. Since the Fund s investment objective has been adopted as a non-fundamental investment policy, the Fund s investment objective may be changed without a vote of shareholders.

Primary Investment Strategies

The Fund employs a passive management or indexing investment approach designed to track the performance of the WisdomTree Dividend Index. The Fund attempts to invest all, or substantially all, of its assets in the stocks that make up the Index. The Fund generally uses a Representative Sampling strategy to achieve its investment objective.

Index Description

The WisdomTree Dividend Index measures the performance of U.S. companies that pay regular cash dividends on shares of their common stock and that meet specified requirements as of the Index measurement date. The Index consists of companies that: (i) are incorporated in the United States (including Puerto Rico), (ii) are listed on the New York Stock Exchange (NYSE), American Stock Exchange (AMEX), the NASDAQ Global Select Market or NASDAQ Global Market (NASDAQ), (iii) pay regular cash dividends on shares of their common stock, (iv) have a market capitalization of at least $100 million on the Index measurement date, and (v) have an average daily dollar trading volume of at least $100,000 for the three months prior to the Index measurement date. Companies are weighted in the Index based on their projected cash dividends as of the Index measurement date. The Index includes all large-capitalization, mid-capitalization and small-capitalization securities that meet the Index requirements and is, in this sense, a total market index for the dividend-paying segment of the U.S. market. As of June 30, 2008, approximately 77% of the capitalization of the Index consisted of companies with market capitalizations over $10.0 billion.

Primary Investment Risks

You can lose money on your investment in the Fund. For information about the risks of investing in the Fund, see the section herein entitled Principal Risk Factors Common to All Funds.

Performance Information

The bar chart that follows shows the annual total returns of the Fund for each full calendar year since the Fund commenced operations. The table that follows the bar chart shows the Fund s average annual total returns, both before and after taxes. The bar chart and table provide an indication of the risks of investing in the Fund by showing the Fund s performance for calendar year 2007

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and showing how the Fund s average annual returns compared with its underlying index and another measure of market performance. All returns assume reinvestment of dividends and distributions. The Fund s past performance (before and after taxes) is not necessarily an indication of how the Fund will perform in the future.

The Fund s year-to-date total return as of June 30, 2008 was (15.80)%.

Best and Worst Quarter Returns (for the period reflected in the bar chart above)

	Return	Quarter/Year
Highest Return	4.44%	2/2007
Lowest Return	(5.00)%	4/2007

Average Annual Total Returns as of December 31, 2007

WisdomTree Total Dividend Fund	1 Year	Since Inception(1)
Return before taxes	1.34%	10.89%
Return after taxes on distributions(2)	0.40%	9.95%
Return after taxes on distributions and sale of Fund shares	0.88%	8.75%
Russell 3000 Index(3) (reflects no deduction for fees, expenses or taxes)	5.11%	12.60%
WisdomTree Dividend Index (reflects no deduction for fees, expenses or taxes)	1.94%	11.12%

(1) The Fund commenced operations on June 16, 2006.

(2) After-tax returns are calculated using the highest historical individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on your tax situation and may differ from those shown and are not relevant if you hold your shares through tax-deferred arrangements, such as 401(k) plans or individual retirement accounts. In some cases the return after taxes may exceed the return before taxes due to an assumed tax benefit from any losses on a sale of Fund shares at the end of the measurement period.

(3) The Russell 3000 Index measures the performance of the 3,000 largest U.S. companies based on total market capitalization.

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Fees and Expenses

The following table describes the fees and expenses you may pay if you buy and hold shares of the Fund. The fees are expressed as a percentage of the Fund s average net assets. You may also incur customary brokerage charges when buying or selling Fund shares.

Shareholder Fees (fees paid directly from your investment, but see the Creation Transaction Fees and Redemption Transaction Fees section below)	None
Annual Fund Operating Expenses (expenses deducted from Fund assets)	
Management Fees	0.28%
Distribution and/or Service (12b-1) Fees	None
Other Expenses[(a)]	0.00%
Total Annual Fund Operating Expenses	0.28%

(a) WisdomTree Asset Management has agreed to pay all operating expenses of the Fund, except interest expenses and taxes, brokerage expenses, future distribution fees or expenses, and extraordinary expenses through July 31, 2009. WisdomTree Asset Management receives a fee of up to .0044% in exchange for providing certain non-advisory services to the Fund.

The following example is intended to help retail investors compare the cost of investing in the Fund with the cost of investing in other funds. It illustrates the hypothetical expenses that such investors would incur over various periods if they invest $10,000 in the Fund for the time periods indicated and then redeemed all of the shares at the end of those periods. This example assumes that the Fund provides a return of 5% a year and that operating expenses remain the same. This example does not include the brokerage commission that retail investors may pay to buy and sell shares of the Fund. Although your actual costs may be higher or lower, based on these assumptions, your costs would be:

1 Year	3 Years	5 Years	10 Years
$29	$90	$157	$356

You would pay the following expenses if you did not redeem your shares:

1 Year	3 Years	5 Years	10 Years
$29	$90	$157	$356

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WisdomTree Domestic Dividend Funds

WisdomTree Equity Income Fund

Fund Facts

Cusip Number:

n 97717W208

Exchange Trading Symbol:

n DHS

WisdomTree Equity Income Fund

(*Formerly the WisdomTree High-Yielding Equity Fund)*

Investment Objective

The Fund seeks to track the price and yield performance, before fees and expenses, of the WisdomTree Equity Income Index. Since the Fund s investment objective has been adopted as a non-fundamental investment policy, the Fund s investment objective may be changed without a vote of shareholders.

Primary Investment Strategies

The Fund employs a passive management or indexing investment approach designed to track the performance of the WisdomTree Equity Income Index. The Fund attempts to invest all, or substantially all, of its assets in the stocks that make up the Index. The Fund generally uses a Representative Sampling strategy to achieve its investment objective.

Index Description

The WisdomTree Equity Income Index measures the performance of the highest yielding stocks within the WisdomTree Dividend Index that meet specified requirements as of the Index measurement date. The Index is created by selecting from the WisdomTree Dividend Index those companies with market capitalizations of at least $200 million and average daily dollar trading volumes of at least $200,000 for the three months prior to the Index measurement date. The top 30% of these companies ranked by dividend yield are included in the Index. Companies are weighted in the Index based on their projected cash dividends as of the Index measurement date. The Index includes large-capitalization, mid-capitalization and small-capitalization stocks. In this sense, it is a dividend-weighted U.S. multi-capitalization index. As of June 30, 2008, approximately 70% of the capitalization of the Index consisted of companies with market capitalizations over $10.0 billion.

Primary Investment Risks

You can lose money on your investment in the Fund. For information about the risks of investing in the Fund, see the section herein entitled Principal Risk Factors Common to All Funds.

Performance Information

The bar chart that follows shows the annual total returns of the Fund for each full calendar year since the Fund commenced operations. The table that follows the bar chart shows the Fund s average annual total returns, both before and after taxes. The bar chart and table provide an indication of the risks of investing in the Fund by showing the Fund s performance for calendar year 2007 and showing how the Fund s average annual returns compared with its underlying index and another measure of market performance. All returns assume reinvestment of dividends and distributions. The Fund s past performance (before and after taxes) is not necessarily an indication of how the Fund will perform in the future.

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The Fund s year-to-date total return as of June 30, 2008 was (23.36)%.

Best and Worst Quarter Returns (for the period reflected in the bar chart above)

	Return	Quarter/Year
Highest Return	2.69%	2/2007
Lowest Return	(8.59)%	4/2007

Average Annual Total Returns as of December 31, 2007

WisdomTree Equity Income Fund	1 Year	Since Inception[(1)]
Return before taxes	(4.42)%	7.49%
Return after taxes on distributions[(2)]	(5.63)%	6.31%
Return after taxes on distributions and sale of Fund shares	(2.83)%	5.72%
Russell 1000 Value Index [(3)] (reflects no deduction for fees, expenses or taxes)	(0.17)%	10.77%
WisdomTree Equity Income Index (reflects no deduction for fees, expenses or taxes)	(4.53)%	7.39%

(1) The Fund commenced operations on June 16, 2006.

(2) After-tax returns are calculated using the highest historical individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on your tax situation and may differ from those shown and are not relevant if you hold your shares through tax-deferred arrangements, such as 401(k) plans or individual retirement accounts. In some cases the return after taxes may exceed the return before taxes due to an assumed tax benefit from any losses on a sale of Fund shares at the end of the measurement period.

(3) The Russell 1000 Value Index is a measure of the large-cap value segment of the U.S. equity universe, selecting from the Russell 1000 Index.

Fees and Expenses

The following table describes the fees and expenses you may pay if you buy and hold shares of the Fund. The fees are expressed as a percentage of the Fund s average net assets. You may also incur customary brokerage charges when buying or selling Fund shares.

Shareholder Fees (fees paid directly from your investment, but see the Creation Transaction Fees and Redemption Transaction Fees section below)	None
Annual Fund Operating Expenses (expenses deducted from Fund assets)	
Management Fees	0.38%
Distribution and/or Service (12b-1) Fees	None
Other Expenses[(a)]	0.00%
Total Annual Fund Operating Expenses	0.38%

(a) WisdomTree Asset Management has agreed to pay all operating expenses of the Fund, except interest expenses and taxes, brokerage expenses, future distribution fees or expenses, and extraordinary expenses through July 31, 2009. WisdomTree Asset Management receives a fee of up to .0044% in exchange for providing certain non-advisory services to the Fund.

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The following example is intended to help retail investors compare the cost of investing in the Fund with the cost of investing in other funds. It illustrates the hypothetical expenses that such investors would incuttom: Black 1pt solid; font-size: 9pt; text-align: right; width: 1%">— Net cash provided by financing activities 597,395 — Net increase (decrease) in cash 2,084,723 (779,895) Cash, beginning of year 1,000,422 1,746,363 Cash, end of period $3,085,145 $966,468 Supplemental disclosures of cash flow information: Cash paid for: Interest $2,605 $— Income Taxes $132,565 $60,525

See Notes to Condensed Consolidated Financial Statements.

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Note 1.

Basis of Presentation

Basis of Presentation - The accompanying unaudited condensed consolidated interim financial statements include the accounts of Andrea Electronics Corporation and its subsidiaries ("Andrea" or the Company). All intercompany balances and transactions have been eliminated in consolidation.

These unaudited condensed consolidated interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In addition, the December 31, 2013 balance sheet data was derived from the audited consolidated financial statements, but does not include all disclosures required by GAAP. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The results of operations of any interim period are not necessarily indicative of the results of operations to be expected for any other interim period or for the fiscal year.

These unaudited condensed consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the fiscal year ended December 31, 2013 included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed on March 25, 2014. The accounting policies used in preparing these unaudited condensed consolidated interim financial statements are consistent with those described in the December 31, 2013 audited consolidated financial statements.

Note 2.

Summary of Significant Accounting Policies

Loss Per Share - Basic earnings (loss) per share (EPS) is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. Diluted EPS adjusts basic EPS for the effects of convertible securities, stock options and other potentially dilutive financial instruments, only in the periods in which such effect is dilutive. Diluted EPS is based on the assumption that all dilutive convertible shares and stock options were converted or exercised. Dilution is computed by applying the treasury stock method for the outstanding options, and the if-converted method for the outstanding convertible instruments. Under the treasury stock method, options are assumed to be exercised at the beginning of the period (or at the time of issuance, if later) and as if funds obtained thereby were used to purchase common stock at the average market price during the period. Under the if-converted method, outstanding convertible instruments are assumed to be converted into common stock at the beginning of the period (or at the time of issuance, if later). Securities that could potentially dilute basic EPS in the future that were not included in the computation of the diluted EPS because to do so would have been anti-dilutive for the periods presented, consist of the following:

	For the Three and Nine Months Ended	
	September 30, 2014	**September 30, 2013**
Total potential common shares as of:		
Options to purchase common stock (Note 7)	16,850,321	17,205,821
Series C Convertible Preferred Stock and related accrued dividends (Note 4)	2,023,658	2,023,658
Series D Convertible Preferred Stock and related warrants (Note 5)	3,628,576	3,628,576
Total potential common shares	22,502,555	22,858,055

Cash - Cash includes cash and highly liquid investments with original maturities of three months or less. As of September 30, 2014 and December 31, 2013, the Company had cash deposits in excess of the maximum amounts insured by the Federal Deposit Insurance Corporation insurance limits. At September 30, 2014 and December 31, 2013, the Company s cash was held at three financial institutions.

Concentration of Credit Risk The following customers accounted for 10% or more of Andrea s consolidated net revenues during at least one of the periods presented below:

	For the Three Months Ended				**For the Nine Months Ended**			
	September 30, 2014		**September 30, 2013**		**September 30, 2014**		**September 30, 2013**	
Customer A	29	%	27	%	31	%	37	%
Customer B	17	%		*		*		*

Customer C	10	%	15	%		*		*

* Amounts are less than 10%

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Customer A accounted for approximately 52% and 46% of total accounts receivable at September 30, 2014 and December 31, 2013, respectively. Customer C accounted for approximately 23% and 17% of total accounts receivable at September 30, 2014 and December 31, 2013, respectively.

The following suppliers accounted for 10% or more of Andrea s purchases during the periods presented below:

	For the Three Months Ended				**For the Nine Months Ended**			
	September 30, 2014		**September 30, 2013**		**September 30, 2014**		**September 30, 2013**	
Supplier A	78	%	90	%	79	%	88	%
Supplier B	21	%		*		*		*
Supplier C		*		*	12	%		*

* Amounts are less than 10%

At September 30, 2014 and December 31, 2013, Supplier A accounted for approximately 8% and 43% of accounts payable, respectively.

Allowance for Doubtful Accounts - The Company performs on-going credit evaluations of its customers and adjusts credit limits based upon payment history and the customer s current credit worthiness, as determined by the review of their current credit information. Collections and payments from customers are continuously monitored. The Company maintains an allowance for doubtful accounts, which is based upon historical experience as well as specific customer collection issues that have been identified. While such bad debt expenses have historically been within expectations and allowances established, the Company cannot guarantee that it will continue to experience the same credit loss rates that it has in the past. If the financial condition of customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

Inventories - Inventories are stated at the lower of cost (on a first-in, first-out) or market basis. The cost of inventory is based on the respective cost of materials. Andrea reviews its inventory reserve for obsolescence on a quarterly basis and establishes reserves on inventories based on the specific identification method as well as a general reserve. Andrea records changes in inventory reserves as part of cost of revenues.

	September 30, 2014	**December 31, 2013**
Raw materials	$34,300	$18,228
Finished goods	858,749	1,237,951
	893,049	1,256,179
Less: reserve for obsolescence	(276,551)	(435,593)
	$616,498	$820,586

Intangible and Long-Lived Assets - Andrea accounts for its long-lived assets in accordance with ASC 360 Property, Plant and Equipment for purposes of determining and measuring impairment of its long-lived assets (primarily intangible assets) other than goodwill. Andrea s policy is to periodically review the value assigned to its long-lived assets to determine if they have been permanently impaired by adverse conditions which may affect Andrea whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If Andrea identifies a permanent impairment such that the carrying amount of Andrea s long lived assets are not recoverable using the sum of an undiscounted cash flow projection (gross margin dollars from product revenues), a new cost basis for the impaired asset will be established. If required, an impairment charge is recorded based on an estimate of future discounted cash flows. This new cost basis will be net of any recorded impairment. At September 30, 2014 and September 30, 2013, Andrea concluded that intangibles and long-lived assets were not required to be tested for recoverability.

Revenue Recognition - Non software-related revenue, which is generally comprised of microphones and microphone connectivity product revenues, is recognized when title and risk of loss pass to the customer, which is generally upon shipment. With respect to licensing revenues, Andrea recognizes revenue in accordance with ASC 985, Software and ASC 605 Revenue Recognition. License revenue is recognized based on the terms and conditions of individual contracts. In addition, fee based services, which are short-term in nature, are generally performed on a time-and-material basis under separate service arrangements and the corresponding revenue is generally recognized as the services are performed.

During the three months ended March 31, 2013, it was determined that certain royalties related to a customer s licensing agreement were not reported for 2012 and for the quarter ended March 31, 2013. The amount of unreported royalty revenue due to the Company was determined during the three months ended June 30, 2013. Since the Company was unable to estimate this amount at

March 31, 2013, the Company did not record any revenue related to the unreported royalty revenue. During the three months ended June 30, 2013, the Company reported revenue of approximately $445,000, of which $295,000 and $150,000 consisted of royalties related to the licensing agreement from 2012 and for the quarter ended March 31, 2013, respectively.

Income Taxes - Andrea accounts for income taxes in accordance with ASC 740, Income Taxes (ASC 740). ASC 740 requires an asset and liability approach for financial accounting and reporting for income taxes and establishes for all entities a minimum threshold for financial statement recognition of the benefit of tax positions, and requires certain expanded disclosures. The provision for income taxes is based upon income or loss after adjustment for those permanent items that are not considered in the determination of taxable income. Deferred income taxes represent the tax effects of differences between the financial reporting and tax bases of the Company s assets and liabilities at the enacted tax rates in effect for the years in which the differences are expected to reverse. The Company evaluates the recoverability of deferred tax assets and establishes a valuation allowance when it is more likely than not that some portion or all of the deferred tax assets will not be realized. As of September 30, 2014 the Company has recorded a full valuation allowance. Andrea expects it will reduce its valuation allowance in future periods to the extent that it can demonstrate its ability to utilize the assets. Management makes judgments as to the interpretation of the tax laws that might be challenged upon an audit and cause changes to previous estimates of tax liability. In management s opinion, adequate provisions for income taxes have been made for all years. If actual taxable income by tax jurisdiction varies from estimates, additional allowances or reversals of reserves may be necessary. Income tax expense consists of the tax payable for the period and the change during the period in deferred tax assets and liabilities. The Company has identified its federal tax return and its state tax return in New York as "major" tax jurisdictions. Based on the Company's evaluation, it has been concluded that there are no significant uncertain tax positions requiring recognition in the Company's condensed consolidated interim financial statements. The Company's evaluation was performed for tax years ended 2010 through 2013. The Company believes that its income tax positions and deductions will be sustained on audit and does not anticipate any adjustments that will result in a material change to its financial position.

Stock-Based Compensation - At September 30, 2014, Andrea had two stock-based employee compensation plans, which are described more fully in Note 7. Andrea accounts for stock-based compensation in accordance with ASC 718, Compensation Stock Compensation (ASC 718). ASC 718 establishes accounting for stock-based awards exchanged for employee services. Under the provisions of ASC 718, stock-based compensation cost is measured at the grant date, based on the fair value of the award, and is recognized as expense over the employee s requisite service period (generally the vesting period of the equity grant). The fair value of the Company s common stock options are estimated using the Black Scholes option-pricing model with the following assumptions: expected volatility, dividend rate, risk free interest rate and the expected life. The Company expenses stock-based compensation by using the straight-line method. In accordance with ASC 718, excess tax benefits realized from the exercise of stock-based awards are classified in cash flows from financing activities. The future realization of the reserved deferred tax assets related to these tax benefits associated with the exercise of stock options will result in a credit to additional paid in capital if the related tax deduction reduces taxes payable. The Company has elected the with and without approach regarding ordering of windfall tax benefits to determine whether the windfall tax benefit did reduce taxes payable in the current year. Under this approach, the windfall tax benefit would be recognized in additional paid-in-capital only if an incremental tax benefit is realized after considering all other benefits presently available.

Use of Estimates - The preparation of condensed consolidated interim 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, liabilities and disclosures of contingent assets and liabilities at the date of the condensed consolidated interim financial statements and the reported amounts of revenues and expenses during the reporting period.

Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. The most significant estimates, among other things, are used in accounting for allowances for bad debts, inventory valuation and obsolescence, product warranty, depreciation, deferred income taxes, expected realizable values for assets (primarily intangible assets), contingencies, revenue recognition as well as the recording and presentation of the Company s convertible preferred stock. Estimates and assumptions are periodically reviewed and the effects of any material revisions are reflected in the condensed consolidated interim financial statements in the period that they are determined to be necessary. Actual results could differ from those estimates and assumptions.

Reclassifications - Certain prior year amounts have been reclassified to conform to the current year presentation. The reclassifications did not have any effect on reported consolidated net loss for the periods presented.

Subsequent Events - The Company evaluates events that occurred after the balance sheet date but before the condensed consolidated interim financial statements are issued. Based upon the evaluation, except as noted in Note 6 and 7, the Company did not identify any recognized or non-recognized subsequent events that would have required adjustment or disclosure in the condensed consolidated interim financial statements.

Note 3.

Revenue Sharing, Note Purchase Agreement, and Long-Term Debt

Revenue Sharing and Note Purchase Agreement

On February 14, 2014, (the closing date) the Company entered into a Revenue Sharing and Note Purchase Agreement (the Agreement) with AND34 Funding LLC (AND34) (acting as the Revenue Participants, the Note Purchasers, an the Collateral Agent). Under the Agreement, the Company has granted AND34 a perpetual predetermined share in the rights of the Company s specified future revenues from patents currently owned by the Company (the Patents) in exchange for $3,000,000, which is recorded as an Advance from Revenue Sharing Agreement on the accompanying consolidated balance sheet. The advance will be repaid over the period in which the Company generates any future monetization revenues with AND34 in excess of any of the outstanding long-term debt and accrued interest. In addition, the Company issued $200,000 of notes to AND34 and has agreed to issue and sell to AND34 additional notes (Notes) up to $4,000,000 during the four years after the closing date (which may extend to a fifth year by mutual agreement), or such greater amount as AND34 may agree in their sole discretion. The proceeds of the Notes will be used to pay certain initial expenses related to the agreement, and going forward will be used for expenses of the Company incurred in pursuing patent monetization. AND34 s rights to the Company s monetization revenues from the Patents and the Notes are secured by the Patents. An additional $200,000 and $400,000 of notes payable were issued to AND34 during the three and nine months ended September 30, 2014, respectively.

Any Monetization Revenues (as defined in the Agreement) received from the Patents will first be applied 100% to the payment of accrued and unpaid interest on, and then to repay outstanding principal of, the Notes. After the Notes are paid in full, the Monetization Revenues received from the Patents will be allocated amongst the Revenue Participants and the Company in accordance with certain predetermined percentages (based on aggregate amounts received by the Revenue Participants) ranging from 100% to the Revenue Participants (such percentage to be allocated to the Revenue Participants until they have received $3,000,000) to ultimately 20% to the Revenue Participants. Monetization Revenues is defined in the Agreement to include, but is not limited to, amounts that the Company receives from third parties with respect to the Patents, which may include new license fees, settlement payments and judgments.

The Agreement contains many stipulations between the parties regarding the handling of various matters related to the Company s Patents and the monetization of the Patents. In particular, the Company must use its best efforts to diligently pursue the monetization of the Patents pursuant to a business plan agreed to by the Company, the Note Purchasers and the Revenue Participants (the Business Plan). In addition, the Company has agreed to limits on its ability to incur indebtedness, create any liens on its Patents and dispose of its Patents.

Following an Event of Default, which is defined in the Agreement to include a failure to perform or observe any of the covenants or agreements set forth in the Agreement, including a failure to comply with the Business Plan, the Note Purchasers and Revenue Participants may proceed to protect and enforce their rights by suit or other appropriate proceeding, either for specific performance or the exercise of any power granted under the Agreement or ancillary documents including the Notes. In addition, upon a change in control of the Company or an Event of Default based on the Business Plan, the Note Purchasers and Revenue Participants and the Collateral Agent may either exercise the patent license granted to the Collateral Agent, direct the Company to assign the patents to a special purpose entity controlled by the Note Purchasers and Revenue Participants or perfect the security interest in the Patents, provided that in the case of any assignment of the Patents, the Company will have a non-revocable, perpetual sub-licensable right and license back to use the Patents for the sale of proprietary products and other licenses consistent with the Agreement.

Long-term debt

Long-term debt consists of the following:

	September 30, 2014	December 31, 2013
Note Payable	$600,000	$—
PIK interest	4,369	—
Total long-term debt	604,369	—
Less: current maturities of long-term debt	—	—
Long-term debt, net of current maturities	$604,369	$—

The unpaid principal amount of the Notes (including any PIK Interest) will have an interest rate equal to LIBOR plus 2% per annum, (3% at September 30, 2014); provided that upon and during the continuance of an Event of Default (as set forth in the Agreement), the interest rate will increase an additional 2% per annum. Interest may be paid in cash at the option of the Company and otherwise shall be paid by increasing the principal amount of the Notes by the amount of such interest (PIK Interest). The principal balance of the Notes and all unpaid interest thereon will be due on June 30, 2019. The Company may prepay the Notes from time to time in whole or in part, without penalty or premium.

Note 4.

Series C Convertible Preferred Stock

On October 10, 2000, Andrea issued and sold in a private placement $7,500,000 of Series C Redeemable Convertible Preferred Stock (the Series C Preferred Stock). Each of these shares of Series C Preferred Stock had a stated value of $10,000 plus a $1,671 increase in the stated value, which sum is convertible into Common Stock at a conversion price of $0.2551. On February 17, 2004, Andrea announced that it had entered into an Exchange and Termination Agreement and an Acknowledgment and Waiver Agreement, which eliminated the dividend of 5% per annum on the stated value. The additional amount of $1,671 represents the 5% per annum from October 10, 2000 through February 17, 2004. The shares of Series C Preferred Stock are subject to antidilution provisions, which are triggered in the event of certain stock splits, recapitalizations, or other dilutive transactions. In addition, issuances of common stock at a price below the conversion price then in effect (currently $0.2551), or the issuance of warrants, options, rights, or convertible securities which have an exercise price or conversion price less than that conversion price, other than for certain previously outstanding securities and certain excluded securities (as defined in the certificate of amendment), require the adjustment of the conversion price to that lower price at which shares of common stock have been issued or may be acquired. In the event that Andrea issues securities in the future which have a conversion price or exercise price which varies with the market price and the terms of such variable price are more favorable than the conversion price in the Series C Preferred Stock, the purchasers may elect to substitute the more favorable variable price when making conversions of the Series C Preferred Stock.

In accordance with Sub Topic 815-40, Andrea evaluated the Series C Preferred Stock and concluded that it is not indexed to the Company s stock because of the conversion price adjustment feature described above. Accordingly, under the provisions of ASC 815, Derivatives and Hedging (ASC 815), Andrea evaluated the Series C Preferred Stock embedded conversion feature. The Company has concluded that the embedded conversion feature would be classified in stockholders equity if it were a freestanding instrument as the Series C Preferred Stock is more akin to equity and as such it should not be bifurcated from the Series C instrument and accounted for separately.

As of September 30, 2014, there were 44.231432 shares of Series C Preferred Stock outstanding, which were convertible into 2,023,658 shares of Common Stock and remaining accrued dividends of $73,921.

Note 5.

Series D Convertible Preferred Stock

On February 17, 2004, Andrea entered into a Securities Purchase Agreement (including a Registration Rights Agreement) with certain holders of the Series C Preferred Stock and other investors (collectively, the Buyers) pursuant to which the Buyers agreed to invest a total of $2,500,000. In connection with this agreement, on February 23, 2004, the Buyers purchased, for a purchase price of $1,250,000, an aggregate of 1,250,000 shares of a new class of preferred stock, the Series D Preferred Stock, convertible into 5,000,000 shares of Common Stock (an effective conversion price of $0.25 per share) and Common Stock warrants exercisable for an aggregate of 2,500,000 shares of Common Stock. These warrants were exercisable at any time after August 17, 2004, at an exercise price of $0.38 per share. On February 23, 2009, these warrants expired without being exercised.

In addition, on June 4, 2004, the Buyers purchased for an additional $1,250,000, an additional 1,250,000 shares of Series D Preferred Stock convertible into 5,000,000 shares of Common Stock (an effective conversion price of $0.25 per share) and Common Stock warrants exercisable for an aggregate of 2,500,000 shares of Common Stock. The warrants were exercisable at any time after December 4, 2004 and before June 4, 2009 at an exercise price of $0.17 per share. On June 4, 2009, these warrants expired without being exercised.

The shares of Series D Preferred Stock are also subject to antidilution provisions, which are triggered in the event of certain stock splits, recapitalizations, or other dilutive transactions. In addition, issuances of common stock at a price below the conversion price then in effect (currently $0.25), or the issuance of warrants, options, rights, or convertible securities which have an exercise price or conversion price less than that conversion price, other than for certain previously outstanding securities and certain excluded securities (as defined in the certificate of amendment), require the adjustment of the conversion price to that lower price at which shares of common stock have been issued or may be acquired. In the event that Andrea issues securities in the future which have a conversion price or exercise price which varies with the market price and the terms of such variable price are more favorable than the conversion price in the Series D Preferred Stock, the purchasers may elect to substitute the more favorable variable price when making conversions of the Series D Preferred Stock. In addition, the Company is required to use its best efforts to secure the inclusion for quotation on the Over the Counter Bulletin Board for the common stock issuable under the Series D Preferred Stock and to arrange for at least two market makers to register with the Financial Industry Regulatory Authority. In the event that the holder of the Series D Preferred Stock and related warrants is unable to convert these securities into Andrea Common Stock, the Company shall pay to each such holder a Registration Delay Payment. This payment is to be paid in cash and is equal to the product of (i) the stated value of such Preferred Shares multiplied by (ii) the product of (1) .0005 multiplied by (2) the number of days that sales cannot be made pursuant to the Registration Statement (excluding any days during that may be considered grace periods as defined by the Registration Rights Agreement).

In accordance with Sub Topic 815-40, Andrea evaluated the Series D Preferred Stock and concluded that it is not considered to be indexed to the Company s stock because of the conversion price adjustment feature described above. Accordingly, under the provisions of ASC 815, Andrea evaluated the Series D Preferred Stock embedded conversion feature. The Company has concluded that the embedded conversion feature would be classified in stockholders equity if it were a freestanding instrument as the Series D Preferred Stock is more akin to equity and as such it should not be bifurcated from the Series D instrument and accounted for separately.

As of September 30, 2014, there were 907,144 shares of Series D Preferred Stock outstanding which were convertible into 3,628,576 shares of Common Stock.

Note 6.

Commitments And Contingencies

<u>Leases</u>

Andrea leases its corporate headquarters located in Bohemia, New York. The lease from an unrelated party, which expires in April 2015, is for approximately 11,000 square feet and houses Andrea s warehousing, sales and executive offices. Rent expense under this operating lease was $25,174 and $74,544 for the three and nine-month periods ended September 30, 2014, respectively. Rent expense under this operating lease was $24,441 and $72,373 for the three and nine-month periods ended September 30, 2013, respectively.

As of September 30, 2014, the minimum annual future lease payments, under this lease and all other noncancellable operating leases, are as follows:

2014 (October 1 December 31)	$31,901
2015	60,475
2016	17,968
2017	6,596
Total	$116,940

Employment Agreements

In August 2014, the Company entered into an employment agreement with Mr. Andrea. The effective date of the employment agreement is August 1, 2014 and expires July 31, 2016 and is subject to renewal as approved by the Compensation Committee of the Board of Directors. Pursuant to his employment agreement, Mr. Andrea will receive an annual base salary of $300,000. The employment agreement provides for quarterly bonuses equal to 5% of the Company s pre-bonus net after tax quarterly earnings for a total quarterly bonus amount not to exceed $12,500; and annual bonuses equal to 9% of the Company s annual pre-bonus net after tax earnings in excess of $300,000 up to $3,000,000, and 3% of the Company s annual pre-bonus adjusted net after tax earnings in excess of $3,000,000. Adjustments to net after tax earnings shall be made to remove the impact of change in recognition of accumulated deferred tax asset value. All bonuses shall be payable as soon as the Company s cash flow permits. All bonus determinations or any additional bonus in excess of the above will be made in the sole discretion of the Compensation Committee. Mr. Andrea is also entitled to a change in control payment equal to three times the three year average of the cash incentive compensation paid or accrued as of the date of termination, continuation of health and medical benefits for three years and immediate vesting of all stock options in the event of a change in control during the term of his agreement and subsequent termination of his employment within two years following the change of control. In the event of his termination without cause or resignation with the Company s consent, Mr. Andrea is entitled to a severance payment equal to six months of his base salary, plus the six months prorated portion of his most recent annual and quarterly bonuses, and a continuation of health insurance coverage for Mr. Andrea, his spouse and his dependents for 12 months. At September 30, 2014, the future minimum cash commitments under this agreement aggregate $550,000.

In November 1999, as amended August 2008, the Company entered into a change in control agreement with the Chief Financial Officer, Corisa L. Guiffre. This agreement provides for a change in control payment equal to three times her average annual compensation for the five preceding taxable years, all restrictions on any restricted stock will lapse immediately and all stock options will vest immediately and continuation of health and medical benefits for three years in the event of a change in control of the Company, as defined in the agreement, and subsequent termination of employment other than for cause.

Legal Proceedings

In July 2014, in connection with the Agreement entered into, (as disclosed in Note 3), Andrea filed patent infringement lawsuits against Toshiba Corporation, Toshiba America, Inc., Toshiba America Information Systems, Lenovo Group Ltd., Lenovo Holding Company, Inc., Lenovo (United States) Inc., Acer Inc., and Acer America Corporation, in the United States District Court for the

Eastern District of New York. Andrea is asserting infringement related to U.S. Patent numbers 6,483,923 (System and Method for Adaptive Interference Cancelling), 5,825,898 (System and Method for Adaptive Interference Cancelling), 6,363,345 (System, Method and Apparatus for Cancelling Noise), and 6,049,607 (Interference Canceling Method and Apparatus). According to the complaints, the named defendants offer products in the United States, such as desktop and laptop computers, that use the patent protected audio enhancement technology. The suits seek, among other things, monetary damages and injunctive relief prohibiting the defendants from using the patented technology in their products.

In May 2014, John Hallum and Janet Hallum, filed a law suit in the County Court of Dallas County, Texas, against Alcatel-Lucent USA, Inc. and over 40 other defendants, including the Company, alleging that the Company processed, manufactured, designed, tested, packaged, distributed, marketed or sold asbestos containing products that contributed to the contraction of asbestos-related mesothelioma and other asbestos-related pathologies. The Company retained legal counsel and a dismissal via a non-suit was obtained on July 11, 2014.

In May 2013, Wayne F. Jones and Roberta Jones, filed a law suit in the Superior Court of Providence County, Rhode Island, against 84 Lumber Company and over 120 other defendants, including the Company, alleging that the Company processed, manufactured, designed, tested, packaged, distributed, marketed or sold asbestos containing products that contributed to their contraction of asbestos-related mesothelioma and other asbestos-related pathologies. The Company retained legal counsel and filed a response to the compliant. In February 2014, Andrea sought and was granted a Motion for Summary Judgment and Motion for Entry of Final Judgment pursuant to Rule 54(b).

In December 2010, Audrey Edwards, Executrix of the Estate of Leon Leroy Edwards, filed a law suit in the Superior Court of Providence County, Rhode Island, against 3M Company and over 90 other defendants, including the Company, alleging that the Company processed, manufactured, designed, tested, packaged, distributed, marketed or sold asbestos containing products that contributed to the death of Leon Leroy Edwards. The Company received service of process in April 2011. The Company has retained legal counsel and has filed a response to the compliant. The Company believes the lawsuit is without merit and intends to file a Motion for Summary Judgment to that affect. Accordingly, the Company does not believe the lawsuit will have a material adverse effect on the Company s financial position or results of operations.

Note 7.

Stock Plans and Stock Based Compensation

In 1998, the Board adopted the 1998 Stock Option Plan (1998 Plan), which was subsequently approved by the shareholders. The 1998 Plan, as amended, authorizes the granting of awards, the exercise of which would allow up to an aggregate of 6,375,000 shares of Andrea s Common Stock to be acquired by the holders of those awards. The awards can take the form of stock options, stock appreciation rights, restricted stock, deferred stock, stock reload options or other stock-based awards. Awards may be granted to key employees, officers, directors and consultants. No further awards will be granted under the 1998 Plan.

In October 2006, the Board adopted the Andrea Electronics Corporation 2006 Equity Compensation Plan (2006 Plan), which was subsequently approved by the shareholders. The 2006 Plan, as amended, authorizes the granting of awards, the exercise of which would allow up to an aggregate of 18,000,000 shares of Andrea s Common Stock to be acquired by the holders of those awards. The awards can take the form of stock options, stock appreciation rights, restricted stock or other stock-based awards. Awards may be granted to key employees, officers, directors and consultants. At September 30, 2014, there were 3,961,936 shares available for further issuance under the 2006 Plan.

The stock option awards granted under these plans have been granted with an exercise price equal to the market price of the Company s stock at the date of grant; with vesting periods of up to four years and 10-year contractual terms.

The fair values of each stock option grant is estimated on the date of grant using the Black-Scholes option-pricing model that uses the weighted-average assumptions. Expected volatilities are based on implied volatilities from historical volatility of the Company s stock. The expected term of options granted represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

The stock option awards granted under these plans have been granted with an exercise price equal to the market price of the Company s stock on the date of grant; with vesting periods of up to four years and 10-year contractual terms.

On September 2, 2014, the Board granted Mr. Andrea 500,000 stock options with an aggregate fair value of $50,000 (fair value was estimated using the Black-Scholes option-pricing model). The 500,000 grant vests in three equal annual installments over a three year period commencing on September 2, 2015. These 500,000 stock options have an exercise price of $0.10 per share, which was the fair market value of the Company s common stock on the date of grant, and a term of 10 years.

The fair values of the stock options granted for the three and nine-month periods ended September 30, 2014 were estimated on the date of grant using the Black-Scholes option-pricing model using the following weighted-average assumptions:

	Three months ended September 30, 2014		Nine months ended September 30, 2014	
Expected life in years	8		8	
Risk-free interest rates	2.21	%	2.21	%
Volatility	203.5	%	203.5	%
Dividend yield	0	%	0	%

There were no options granted during the three and nine months ended September 30, 2013.

Option activity during 2014 is summarized as follows:

	Options Outstanding					Options Exercisable			
	Options Outstanding		Weighted Average Exercise Price	Weighted Average Fair Value	Weighted Average Remaining Contractual Life	Options Exercisable	Weighted Average Exercise Price	Weighted Average Fair Value	Weighted Average Remainin Contractu Life
At January 1, 2014	17,225,321		$0.08	$0.08	4.03 years	17,108,654	$0.08	$0.08	3.99 years
Granted	500,000		$0.10	$0.10					
Cancelled/Expired	(875,000	)	$0.11	$0.11					
At September 30, 2014	16,850,321		$0.08	$0.08	3.29 years	16,250,321	$0.08	$0.08	3.35 years

Based on the September 30, 2014 fair market value of the Company s common stock of $0.08, the aggregate intrinsic value for the 16,850,321 options outstanding and 16,250,321 shares exercisable was $265,250 at September 30, 2014.

Total compensation expense recognized related to stock option awards was $5,128 and $2,736 for the three months ended September 30, 2014 and 2013, respectively. In the accompanying condensed consolidated statements of operations for the three months ended September 30, 2014, $5,128 of compensation expense is included in general, administrative and selling expenses. In the accompanying condensed consolidated statements of operations for the three months ended September 30, 2013, $2,186 of compensation expense is included in general, administrative and selling expenses, $438 is included in research and development expenses and $112 is included in cost of revenues. Total compensation expense recognized related to all stock option awards was $11,293 and $14,546 for the nine months ended September 30, 2014 and 2013, respectively. In the accompanying condensed consolidated statements of operations for the nine months ended September 30, 2014, $11,293 of compensation expense is included in general, administrative and selling expenses. In the accompanying condensed consolidated statements of operations for the nine months ended September 30, 2013, $12,374 of compensation expense is included in general, administrative and selling expenses, $1,788 is included in research and development expenses and $384 is included in cost of revenues.

As of September 30, 2014, there was $50,458 of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted under the 2006 Plans. This unrecognized compensation cost is expected to be recognized over the next four years ($8,550 in 2014, $27,080 in 2015, $11,120 in 2016 and $3,708 in 2017).

On October 2, 2014, the Board granted 100,000 stock options to an independent member of the Board of Directors. The option grant provides for a vesting period of three years, an exercise price of $0.07 per share, which was the fair market value of the Company s common stock on the date of grant, and a term of 10 years. The fair value of these 100,000 stock options was $7,000 (fair value was estimated on the date of grant using the Black-Scholes option-pricing model).

On October 21, 2014, the Board granted 985,000 stock options to employees of the Company, 600,000 stock options to independent members of the Board of Directors and 15,000 stock options to an outside consultant. Each option grant provides for a vesting period of three years, an exercise price of $0.08 per share, which was the fair market value of the Company s common stock on the date of grant, and a term of 10 years. The fair value of these 1,600,000 stock options was $128,000 (fair value was estimated on the date of grant using the Black-Scholes option-pricing model).

Note 8.

Segment Information

Andrea follows the provisions of ASC 280 Segment Reporting (ASC 280). Reportable operating segments are determined based on Andrea s management approach. The management approach, as defined by ASC 280, is based on the way that the chief operating decision-maker organizes the segments within an enterprise for making operating decisions and assessing performance. As a result of the Revenue Sharing Agreement, during 2014, the Company added a third segment that incorporates the Company s new efforts into this new segment. While Andrea s results of operations are primarily reviewed on a consolidated basis, the chief operating decision-maker manages the enterprise in three segments: (i) Andrea Anti-Noise Products; (ii) Patent Monetization; and (iii) Andrea DSP Microphone and Audio Software Products. Andrea Anti-Noise Products include noise cancellation and active noise cancellation computer headset products and related computer peripheral products. Patent Monetization includes Monetization Revenues (as defined in our Revenue Sharing Agreement). Andrea DSP Microphone and Audio Software Products primarily include products based on the use of some, or all, of the following technologies: Andrea Digital Super Directional Array microphone technology (DSDA), Andrea Direction Finding and Tracking Array microphone technology (DFTA), Andrea PureAudio noise filtering technology, and Andrea EchoStop, an advanced acoustic echo cancellation technology.

The following represents selected condensed consolidated interim financial information for Andrea s segments for the three-month periods ended September 30, 2014 and 2013.

2014 Three Month Segment Data	**Andrea Anti-Noise Products**	**Patent Monetization**	**Andrea DSP Microphone and Audio Software Products**	**2014 Three Month Total**
Net product revenues	$528,574	$—	$148,323	$676,897
License revenues	—	1,555	272,444	273,999
Income (loss) from operations	4,973	(454,170)	119,116	(330,081)
Assets	1,049,194	190,491	3,491,356	4,731,041

2013 Three Month Segment Data	**Andrea Anti-Noise Products**	**Patent Monetization**	**Andrea DSP Microphone and Audio Software Products**	**2013 Three Month Total**
Net product revenues	$477,769	$—	$51,633	$529,402
License revenues	—	—	229,470	229,470
Loss from operations	(226,716)	—	(47,604)	(274,320)

December 31, 2013 Year End Segment Data	**Andrea Anti-Noise Products**	**Patent Monetization**	**Andrea DSP Microphone and Audio Software Products**	**2013 Year End Total**
Assets	$1,511,870	$—	$1,277,040	$2,788,910

The following represents selected condensed consolidated interim financial information for Andrea s segments for the nine-month periods ended September 30, 2014 and 2013:

2014 Nine Month Segment Data	**Andrea Anti-Noise Products**	**Patent Monetization**	**Andrea DSP Microphone and Audio Software Products**	**2014 Nine Month Total**
Net product revenues	$1,280,610	$—	$202,042	$1,482,652
License revenues	—	3,683	682,787	686,470
(Loss) income from operations	(203,521)	(1,520,931)	119,720	(1,604,732)

2013 Nine Month Segment Data	**Andrea Anti-Noise Products**	**Patent Monetization**	**Andrea DSP Microphone and Audio Software Products**	**2013 Nine Month Total**
Net product revenues	$1,272,384	$—	$128,387	$1,400,771
License revenues	—	—	1,005,302	1,005,302
(Loss) income from operations	(759,649)	—	147,816	(611,833)

Management assesses non-operating income statement data on a consolidated basis only. International revenues are based on the country in which the end-user is located. For the three-month periods ended September 30, 2014 and 2013, net revenues by geographic area are as follows:

Geographic Data	**September 30, 2014**	**September 30, 2013**
Net revenues:		
United States	$ 515,171	$ 452,562
Foreign(1)	435,725	306,310
	$ 950,896	$ 758,872

(1)

Net revenue from the People s Republic of China and Singapore represented 29% and 28% of total net revenues for the three months ended September 30, 2014 and September 30, 2013, respectively.

For the nine-month periods ended September 30, 2014 and 2013, net revenues by geographic area are as follows:

Geographic Data	**September 30, 2014**	**September 30, 2013**
Net revenues:		
United States	$ 1,178,057	$ 1,253,447
Foreign(1)	991,065	1,152,626
	$ 2,169,122	$ 2,406,073

(1)

Net revenue from the People s Republic of China and Singapore represented 31% and 37% of total net revenues for the nine months ended September 30, 2014 and September 30, 2013, respectively.

As of September 30, 2014 and December 31, 2013, accounts receivable by geographic area is as follows:

Geographic Data	**September 30, 2014**	**December 31, 2013**
Accounts receivable:		
United States	$ 170,073	$ 141,621
Foreign	248,746	227,370
	$ 418,819	$ 368,991

ITEM 2.

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

Our mission is to provide the emerging voice interface markets with state-of-the-art communications products that facilitate natural language, human/machine interfaces.

Examples of the applications and interfaces for which Andrea DSP Microphone and Audio Software Products and Andrea Anti-Noise Products provide benefit include: Internet and other computer-based speech; telephony communications; multi-point conferencing; speech recognition; multimedia; multi-player Internet and CD ROM interactive games; and other applications and interfaces that incorporate natural language processing. We believe that end users of these applications and interfaces will require high quality microphone and earphone products that enhance voice transmission, particularly in noisy environments, for use with personal computers, mobile personal computing devices, cellular and other wireless communication devices and automotive communication systems. Our Andrea DSP Microphone and Audio Software Products use far-field digital signal processing technology to provide high quality transmission of voice where the user is at a distance from the microphone. High quality audio communication technologies will be required for emerging far-field voice applications, ranging from continuous speech dictation, to Internet telephony and multiparty video teleconferencing and collaboration, to natural language-driven interfaces for automobiles, home and office automation and other machines and devices into which voice-controlled microprocessors are expected to be introduced during the next several years.

We outsource to Asia high volume assembly for most of our products from purchased components. We assemble some low volume Andrea DSP Microphone and Audio Software Products from purchased components. As sales of any particular Andrea DSP Microphone and Audio Software Product increases, assembly operations are transferred to a subcontractor in Asia.

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Our Critical Accounting Policies

Our unaudited condensed consolidated interim financial statements and the notes to our unaudited condensed consolidated interim financial statements contain information that is pertinent to management's discussion and analysis. The preparation of unaudited condensed consolidated interim financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. On a continual basis, management reviews its estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such reviews, and if deemed appropriate, those estimates are adjusted accordingly. Actual results may vary from these estimates and assumptions under different and/or future circumstances. Our significant accounting policies are described in Note 2 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2013. A discussion of our critical accounting policies and estimates are included in Management s Discussion and Analysis or Plan of Operation in our Annual Report on Form 10-K for the year ended December 31, 2013. Management has discussed the development and selection of these policies with the Audit Committee of the Company s Board of Directors, and the Audit Committee of the Board of Directors has reviewed the Company s disclosures of these policies. There have been no material changes to the critical accounting policies or estimates reported in the Management s Discussion and Analysis section of the Annual Report on Form 10-K for the year ended December 31, 2013.

Cautionary Statement Regarding Forward-Looking Statements

This report contains forward-looking statements that are based on assumptions and may describe future plans, strategies and expectations of the Company. These forward-looking statements are generally identified by use of the words believe , expect , intend , anticipate , estimate , project or similar expressions. The Company s ability to results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on the operations of the Company and its subsidiaries include, but are not limited to, changes in economic, competitive, governmental, technological and other factors that may affect our business and prospects. Additional factors are discussed below under Part II, *Item 1A Risk Factors* and in Part I, *Item 1A Risk Factors* in the Company s Annual Report on Form 10-K for the year ended December 31, 2013. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Except as required by applicable law or regulation, the Company does not undertake, and specifically disclaims any obligation, to release publicly the result of any revisions that may be made to any forward-looking statements to reflect events or circumstances after the date of the statements or to reflect the occurrence of anticipated or unanticipated events.

Results Of Operations

Three and Nine Months ended September 30, 2014 compared to Three and Nine Months ended September 30, 2013

<u>Net Revenues</u>

	For the Three Months Ended September 30,		%	For the Nine Months Ended September 30,		%	
	2014	**2013**	**Change**	**2014**	**2013**	**Change**	
Andrea Anti-Noise Products net revenues							
Sales of products to OEM customers for use with educational software	$106,270	$112,755	(6)	$207,351	$141,130	47	(a)
All other Andrea Anti-Noise net product revenues	422,304	365,014	16	1,073,259	1,131,255	(5)	(b)
Total Andrea Anti-Noise Products net revenues	528,574	477,769	11	1,280,610	1,272,385	1	
Total Patent Monetization license revenues	1,555	—		3,683	—		(c)
Andrea DSP Microphone and Audio Software Products net revenues							
Sales of automotive array microphone products	1,376	12,900	(89)	32,997	44,412	(26)	(d)
All other Andrea DSP Microphone and Audio product net revenues	146,947	38,733	279	169,045	83,974	101	(e)
License revenues	272,444	229,470	19	682,787	1,005,302	(32)	(f)

Total Andrea DSP Microphone and Audio Software Products net revenues	420,767	281,103	50	884,829	1,133,688	(22)
Total Revenues	$950,896	$758,872	25	$2,169,122	$2,406,073	(10)

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(a)

The decrease of approximately $6,000 and increase of approximately $66,000 for the three and nine months ended September 30, 2014, respectively, as compared to the three and nine months ended September 30, 2013, represent a change in the timing of product sales to our educational customers for use with their distance learning products.

(b)

The increase of approximately $57,000 and decrease of approximately $58,000 for the three and nine months ended September 30, 2014, respectively, as compared to the three and nine months ended September 30, 2013, in all other Andrea Anti-noise net product revenues is primarily related to timing of purchases from our distance learning customers as well as our distributor and reseller customers.

(c)

These revenues represent Monetization Revenues, as defined in our Revenue Sharing Agreement.

(d)

The decreases of approximately $11,000 for the three and nine months ended September 30, 2014, respectively, as compared to the three and nine months ended September 30, 2013, in sales of automotive array microphone products is due to a decrease in the number of customers that installed products that incorporated the Company s arrays into their systems in 2014 when compared to 2013. These decreases in revenues are the outcome of market conditions and not indicative of a trend in the Company s operations to focus more on licensing than on manufacturing.

(e)

The increases of approximately $108,000 and $85,000 for the three and nine months ended September 30, 2014, respectively, as compared to the three and nine months ended September 30, 2013, in all other Andrea DSP Microphone and Audio Software net product revenues is related to increased demand from our OEM customers.

(f)

The increase of approximately $43,000 for the three month period ended September 30, 2014 as compared to the three month period ended September 30, 2013, is the result of an increase in sales of PC models which feature our technology. The decrease of approximately $323,000 for the nine months ended September 30, 2014 as compared to the nine months ended September 30, 2013, is the primarily the result of approximately $295,000 of certain royalties related to a customer s licensing agreement that were not reported for 2012 and the quarter ended March 31, 2013, respectively, that were reported during the nine months ended September 30, 2013, as well as a decrease in sales of PC models which feature our technology. The royalties related to a customer s licensing agreement that were not reported for 2012 and the quarter ended March 31, 2013, were recorded in the nine months ended September 30, 2013.

Cost of Revenues

Cost of revenues as a percentage of net revenues for the three months ended September 30, 2014 decreased to 41% from 45% for the three months ended September 30, 2013. This decrease reflects an increase in licensing revenues and product revenues in the three month period ended September 30, 2014 as compared to the same period in 2013. The cost of revenues as a percentage of net revenues for the three months ended September 30, 2014 for Andrea Anti-Noise Products was 59% compared to 65% for the three months ended September 30, 2013. The decrease in cost of revenues in the Andrea Anti-Noise Products for the three month period ended September 30, 2014 as compared to same period is 2013 is attributable to the mix of different product revenues within the segment. The cost of revenues as a percentage of net revenues for the three months ended September 30, 2014 for Andrea DSP Microphone and Audio Software Products was 19% compared to 12% for the three months ended September 30, 2013. The increases in cost of revenues as a percentage of revenues for the Andrea DSP Microphone and Audio Software products segment for the three month periods relate to higher increased product revenues as compared to the increase in licensing revenues. Cost of revenues as a percentage of net revenues for the nine months ended September 30, 2014 increased to 41% from 37% for the nine months ended September 30, 2013. This increase was due to a decrease in licensing revenue for the nine months ended September 30, 2014, as compared to the same period 2013. The cost of revenues as a percentage of net revenues for the nine months ended September 30, 2014 for the Andrea Anti-Noise Products was 60% compared to 64% for the nine months ended September 30, 2013. The decrease in cost of revenues for the Andrea Anti-Noise Products for the nine months ended September 30, 2014 as compared to the same period in 2013 was attributable to the mix of different product revenues within the segment. The cost of revenues as a percentage of net revenues for the nine months ended September 30, 2014 for Andrea DSP Microphone and Audio Software Products was 14% compared to 7% for the nine months ended September 30, 2013. The increase in cost of revenues as a percentage of revenues for the Andrea DSP Microphone and Audio Software products segment for the nine month period ended September 30, 2014 was the result of a decrease in licensing revenues.

Patent Monetization Expenses

Patent monetization expenses of $318,558 and $844,127 for the three and nine months ended September 30, 2014, respectively, are a result of our Revenue Sharing and Note Purchase Agreement.

Research and Development Expenses

Research and development expenses for the three months ended September 30, 2014 increased 6% to $187,881 from $176,577 for the three months ended September 30, 2013. For the three months ended September 30, 2014, the increase in research and development expenses reflects a 46% decrease in our Andrea Anti-Noise Headset Product efforts to $40,771, or 22% of total

research and development expenses, an increase of our Patent Monetization efforts to $48,932, or 26% of total research and development expenses and a 2% decrease in our Andrea DSP Microphone and Audio Software Technology efforts to $98,178, or 52% of total research and development expenses. Research and development expenses for the nine months ended September 30, 2014 increased 3% to $535,772 from $522,801 for the nine months ended September 30, 2013. For the nine months ended September 30, 2014, the increase in research and development expenses reflects an 18% decrease in our Andrea Anti-Noise Headset Product efforts to $177,725, or 33% of total research and development expenses, an increase of our Patent Monetization expenses to $59,172, or 11% total research and development expenses and a 3% decrease in our Andrea DSP Microphone and Audio Software Technology efforts to $298,875, or 56% of total research and development expenses. The changes in research and development expenses are related to the Company s commitment to Patent Monetization as a result of the Revenue Sharing and Note Purchase Agreement.

General, Administrative and Selling Expenses

General, administrative and selling expenses decreased 26% to $381,800 for the three months ended September 30, 2014 from $515,860 for the three months ended September 30, 2013. This decrease of approximately $134,000 is primarily related to decreases in expenses related to amortization, compensation and promotion and marketing. For the three months ended September 30, 2014, the expenses reflect a 47% decrease in our Andrea Anti-Noise Headset Product efforts to $170,103, or 45% of total general, administrative and selling expenses, an increase of our Patent Monetization Expenses to $88,235, or 23% of total general, administrative and selling expenses, and a 37% decrease in our Andrea DSP Microphone and Audio Software Technology efforts to $123,462 or 32% of total general, administrative and selling expenses. General, administrative and selling expenses decreased 6% to, $1,500,311 for the nine months ended September 30, 2014 from $1,597,983 for the nine months ended September 30, 2013. This decrease of approximately $98,000 is related decreases in expenses related to amortization, compensation and promotion and marketing offset in part by costs associated with consummating the Revenue Sharing and Note Purchase Agreement. For the nine months ended September 30, 2014, the expenses reflect 46% decrease in our Andrea Anti-Noise Headset Product efforts to $540,369, or 36% of total general, administrative and selling expenses, an increase of our Patent Monetization Expenses to $621,315, or 41% of total general, administrative and selling expenses, and a 43% decrease in our Andrea DSP Microphone and Audio Software Technology efforts to $338,627, or 23% of total general, administrative and selling expenses.

Interest (Expense) Income, net

Interest expense, net for the three months ended September 30, 2014 was $237 compared to interest income, net of $1,342 for the three months ended September 30, 2013. Interest income, net for the nine months ended September 30, 2014 was $1,620 compared to $5,214 for the nine months ended September 30, 2013. The changes in this line item are attributable to an increase of interest expense related to long-term debt in conjunction with the Revenue Sharing and Note Purchase Agreement.

Provision for Income Taxes

The provision for income taxes for the three and nine months ended September 30, 2014 was $54,931 and $136,006, respectively, as compared to $128,391 for the three and nine months ended September 30, 2013. The provision for income taxes for the three and nine months ended September 30, 2014 and 2013 is a result of licensing revenues that are subject to withholding of income tax as mandated by the foreign jurisdiction in which the revenues are earned. Although the provisions could be offset by future tax benefits the Company does not record the benefit as it is unlikely that the Company will be able to use these types of foreign tax credits. The Company records a full valuation against deferred tax assets until such benefits will be utilized. Additionally, the Company expects to have taxable income as a result of the $3,000,000 advance from the Revenue Sharing and Note Purchase Agreement. The Company will offset the taxable income by utilization of their net operating loss carry forwards and reduce its valuation allowance by approximately $300,000. This reduction will be offset by the same reduction of the deferred tax asset resulting in no benefit or provision for the three or nine months ended September 30, 2014 relating to taxable income from the long-term deferred revenue.

Net Loss

Net loss for the three months ended September 30, 2014 was $384,709 compared to net loss of $401,369 for the three months ended September 30, 2013. Net loss for the nine months ended September 30, 2014 was $1,739,118 compared to net loss of $735,010 for the nine months ended September 30, 2013. The net loss for the three and nine months ended September 30, 2014 and 2013 principally reflects the factors described above.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

Liquidity And Capital Resources

At September 30, 2014, we had cash of $3,085,145 compared with $1,000,422 at December 31, 2013. The increase in our cash balance at September 30, 2014 was primarily a result of the $3,000,000 received in connection with the Revenue Sharing and Note Purchase Agreement offset in part by our cash used in operations.

Our working capital balance at September 30, 2014 was $3,552,079 compared to working capital of $1,676,678 at December 31, 2013. The increase in working capital reflects an increase in total current assets of $1,940,988, partially offset by an increase in total current liabilities of $65,587. The increase in total current assets reflects an increase in cash of $2,084,723, an increase in accounts receivable of $49,828, a decrease in inventories of $204,088 and an increase in prepaid expenses and other current assets of $10,525. The increase in total current liabilities of $65,587 reflects a decrease in trade accounts payable of $29,147, an increase in short-term deferred revenue of $18,801 and an increase of $75,933 in other current liabilities.

The increase in cash of $2,084,723 reflects $1,573,067 of net cash provided by operating activities, $85,739 of cash used in investing activities and $597,395 of cash provided by financing activities.

The cash provided by operating activities of $1,573,067, excluding non-cash charges for the nine months ended September 30, 2014, was attributable to a $185,834 increase in accounts receivable, a $363,130 decrease in inventories, a $10,525 increase in prepaid expenses, other current assets and other assets, a $29,147 decrease in trade accounts payable, a $75,933 increase in other current liabilities, an $18,801 increase in short-term deferred revenue, and a $3,000,000 increase in advance from Revenue Sharing Agreement. The changes in accounts receivable, inventories, prepaid expenses, other current assets and other assets, trade accounts payable, other current liabilities and short-term deferred revenue primarily reflect differences in the timing related to both the payments for and the acquisition of inventory as well as for other services in connection with ongoing efforts related to Andrea s various product lines.

We plan to improve our cash flows in 2014 and 2015 by aggressively pursuing monetization of our patents related to our Andrea DSP Microphone Audio Software, increasing the sales of our Andrea DSP Microphone Audio Software Products through the introduction of new products as well as the increased efforts we are putting into our sales and marketing efforts. In February 2014, we entered into a Revenue Sharing and Note Purchase Agreement. Under this Agreement, we received $3,000,000 in exchange for a perpetual predetermined share in the rights of our specified future revenues from patents owned by Andrea. Additionally, we borrowed $600,000 of notes and have access to borrow up to an additional $3,600,000 during the next four years. The proceeds of the notes will be used to pay patent monetization expenses. As a result of the past few years of performance and the execution of this Agreement, we believe that we have sufficient liquidity to continue our operations at least through September 2015. As of November 10, 2014, Andrea had approximately $3,200,000 of cash deposits. We cannot assure that demand will continue for any of our products, including future products related to our Andrea DSP Microphone and Audio Software technologies, or, that if such demand does exist, that we will be able to obtain the necessary working capital to increase production and provide marketing resources to meet such demand on favorable terms, or at all.

ITEM 3.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4.

CONTROLS AND PROCEDURES

Andrea s management, including its principal executive officer and principal financial officer, have evaluated the effectiveness of the Company s disclosure controls and procedures, as such term is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended, (the Exchange Act). Based upon their evaluation, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, Andrea s disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in the reports that it files or submits under the Exchange Act with the Securities and Exchange Commission (the SEC) (1) is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms, and (2) is accumulated and communicated to Andrea s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that all control issues and instances of fraud, if any, within a company have been detected. Andrea s disclosure controls and procedures are designed to provide reasonable assurance of achieving its objectives.

There have been no changes in the Company s internal controls over financial reporting that have materially affected, or are reasonable likely to materially affect the Company s internal controls over financial reporting during the period covered by this Quarterly Report.

PART II

OTHER INFORMATION

ITEM 1.

LEGAL PROCEEDINGS

In July 2014, Andrea filed patent infringement lawsuits against Toshiba Corporation, Toshiba America, Inc., Toshiba America Information Systems, Lenovo Group Ltd., Lenovo Holding Company, Inc., Lenovo (United States) Inc., Acer Inc., and Acer America Corporation, in the United States District Court for the Eastern District of New York. Andrea is asserting infringement related to U.S. Patent numbers 6,483,923 (System and Method for Adaptive Interference Cancelling), 5,825,898 (System and Method for Adaptive Interference Cancelling), 6,363,345 (System, Method and Apparatus for Cancelling Noise), and 6,049,607 (Interference Canceling Method and Apparatus). According to the complaints, the named defendants offer in the United States products, such as desktop and laptop computers, that use the patent protected audio enhancement technology. The suits seek, among other things, monetary damages and injunctive relief prohibiting the defendants from using the patented technology in their products.

In May 2014, John Hallum and Janet Hallum, filed a law suit in the County Court of Dallas County, Texas, against Alcatel-Lucent USA, Inc. and over 40 other defendants, including the Company, alleging that the Company processed, manufactured, designed, tested, packaged, distributed, marketed or sold asbestos containing products that contributed to the their contraction of asbestos-related mesothelioma and other asbestos-related pathologies. The Company retained legal counsel and a dismissal via a non-suit was obtained on July 11, 2014.

In May 2013, Wayne F. Jones and Roberta Jones, filed a law suit in the Superior Court of Providence County, Rhode Island, against 84 Lumber Company and over 120 other defendants, including the Company, alleging that the Company processed, manufactured, designed, tested, packaged, distributed, marketed or sold asbestos containing products that contributed to the their contraction of asbestos-related mesothelioma and other asbestos-related pathologies. The Company retained legal counsel and filed a response to the compliant. In February 2014, Andrea sought and was granted a Motion for Summary Judgment and Motion for Entry of Final Judgment pursuant to Rule 54(b).

In December 2010, Audrey Edwards, Executrix of the Estate of Leon Leroy Edwards, filed a law suit in the Superior Court of Providence County, Rhode Island, against 3M Company and over 90 other defendants, including the Company, alleging that the Company processed, manufactured, designed, tested, packaged, distributed, marketed or sold asbestos containing products that contributed to the death of Leon Leroy Edwards. The Company received service of process in April 2011. The Company has retained legal counsel and has filed a response to the compliant. The Company believes the lawsuit is without merit and intends to file a Motion for Summary Judgment to that affect. Accordingly, the Company does not believe the lawsuit will have a material adverse effect on the Company s financial position or results of operations.

ITEM 1A.

RISK FACTORS

Risk Factors

Andrea is a party to a Revenue Sharing and Note Purchase Agreement under which a perpetual predetermined share of its future Monetization Revenues will be allocated to AND34 and under which a default, including the inability to comply with a business plan, could cause a material adverse effect on its financial position.

Under the Revenue Sharing and Note Purchase Agreement that we entered into with AND34, Monetization Revenues will first be applied 100% to the payment of accrued and unpaid interest on, and then to repay outstanding principal of notes. After the notes are paid in full, Monetization Revenues received will be allocated to AND34 and the Company in accordance with certain predetermined percentages ranging from 100% until AND34 has received $3,000,000 to ultimately 20%. The Agreement contains many stipulations between the parties regarding the handling of various matters related to our patents and the monetization of our patents. In particular, we must use our best efforts to diligently pursue the monetization of the patents pursuant to a business plan agreed to by the Company and AND34 (the Business Plan). In addition, the Company has agreed to limit its ability to incur indebtedness, create any liens on its patents and dispose of its patents. Following an Event of Default, which is defined in the Agreement to include a failure to perform or observe any of the covenants or stipulations set forth in the Agreement, including a failure to comply with the Business Plan, AND34 may proceed to protect and enforce their rights by suit or other appropriate proceeding, either for specific performance or the exercise of any power granted under the Agreement or ancillary documents including the notes. In addition, upon a change in control, as defined, of the Company or an Event of Default based on the Business Plan, AND34 may either exercise the patent license granted to them, direct the Company to assign the patents to a special purpose entity controlled by AND34 or perfect the security interest in the Patents, provided that in the case of any assignment of the patents, the Company will have a non-revocable, perpetual sub-licensable right and license back to use the patents for the sale of proprietary products and other licenses consistent with the Agreement.

Our operating results are subject to significant fluctuation, period-to-period comparisons of our operating results may not necessarily be meaningful and you should not rely on them as indications of our future performance.

Our results of operations have historically been and are subject to continued substantial annual and quarterly fluctuations. The causes of these fluctuations include, among other things:

the volume of sales of our products under our collaborative marketing arrangements;

the cost of development of our products;

the mix of products we sell;

the mix of distribution channels we use;

the timing of our new product releases and those of our competitors;

fluctuations in the computer and communications hardware and software marketplace; and

general economic conditions.

We cannot assure that the level of revenues and gross profit, if any, that we achieve in any particular fiscal period will not be significantly lower than in other fiscal periods. Our net revenues for the three months ended September 30, 2014 were $950,896 compared to $758,872 for the three months ended September 30, 2013. Net loss for the three months ended September 30, 2014 was $384,709, or $0.01 loss per share on a basic and diluted basis compared to net loss of $401,369 or $0.01 loss per share on a basic and diluted basis for the three months ended September 30, 2013. Our net revenues for the nine months ended September 30, 2014 were $2,169,122 compared to $2,406,073 for the nine months ended September 30, 2013. Net loss for the nine months ended September 30, 2014 was $1,739,118 or $0.03 loss per share on a basic and diluted basis, compared to net loss of $735,010, or $0.01 loss per share on a basic and diluted basis for the nine months ended September 30, 2013. We continue to explore opportunities to grow sales in other business areas. We are also examining additional opportunities for cost reduction, production efficiencies and further diversification of our business.

Shares Eligible For Future Sale May Have An Adverse Effect On Market Price and Andrea Shareholders May Experience Substantial Dilution.

Sales of a substantial number of shares of our common stock in the public market could have the effect of depressing the prevailing market price of our common stock. Of the 200,000,000 shares of common stock presently authorized, 63,721,035 were outstanding as of November 10, 2014. The number of shares outstanding does not include an aggregate of 26,464,491 shares of common stock that are issuable. This number of issuable common shares is equal to approximately 42% of the 63,721,035 outstanding shares. These issuable common shares are comprised of: a) 18,534,821 shares of our common stock reserved for issuance upon exercise of outstanding awards granted under our 1998 Stock Plan and 2006 Stock Plan; b) 2,277,436 shares reserved for future grants under our 2006 Stock Plan; c) 2,023,658 shares of common stock that are issuable upon conversion of the Series C Preferred Stock; and d) 3,628,576 shares of common stock issuable upon conversion of the Series D Preferred Stock.

In addition to the risk factors set forth above and the other information set forth in this report, you should carefully consider the factors discussed in Part I, *Item 1A* *Risk Factors* in the Company s Annual Report on Form 10-K for the year ended December 31, 2013, which could materially affect our business, financial condition or future results. The risks described in this report and in our Annual Report on Form 10-K are not the only risks that we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

ITEM 2.

UNREGISTERED SALES OF EQUITY SECURITY AND USE OF PROCEEDS

None.

ITEM 3.

DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4.

MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5.

OTHER INFORMATION

None.

ITEM 6.

EXHIBITS

a)

Exhibits

Exhibit 10.1 - Executive Employment Agreement by and between Andrea Electronics Corporation and Douglas J. Andrea (Incorporated herein by reference to Exhibit 10.1 to the Company s Current Report on Form 8-K, initially filed on September 8, 2014)

Exhibit 31.1 Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer

Exhibit 31.2 Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer

Exhibit 32 Section 1350 Certifications

Exhibit 101.0 The following materials from the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, formatted in XBRL: (i) the Condensed Consolidated Balance Sheets; (ii) the Condensed Consolidated Statements of Operations; (iii) the Condensed Consolidated Statement of Shareholders Equity; (iv) the Condensed Consolidated Statements of Cash Flows and (v) the Notes to the Condensed Consolidated Interim Financial Statements.

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.

ANDREA ELECTRONICS CORPORATION

By: /s/ DOUGLAS J. ANDREA

Name: **Douglas J. Andrea**

Title: **Chairman of the Board, President, Chief Executive Officer and Corporate Secretary**

Date: November 14, 2014

/s/ DOUGLAS J. ANDREA **Douglas J. Andrea**	Chairman of the Board, President, Chief Executive Officer and Corporate Secretary	November 14, 2014
/s/ CORISA L. GUIFFRE **Corisa L. Guiffre**	Vice President, Chief Financial Officer and Assistant Corporate Secretary	November 14, 2014