

# PROBE MANUFACTURING INC

## FORM 8-K

(Current report filing)

Filed 12/03/14 for the Period Ending 12/03/14

Address	17475 GILLETTE AVENUE IRVINE, CA 92614
Telephone	(949) 273-4990
CIK	0001329606
Symbol	PMFI
SIC Code	3672 - Printed Circuit Boards
Industry	Electronic Instr. & Controls
Sector	Technology
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): **December 3, 2014**



**PROBE MANUFACTURING, INC.**  
(Exact name of Company as specified in its charter)

**Nevada**  
(State or other jurisdiction  
of Incorporation)

**333-125678**  
(Commission File Number)

**20-2675800**  
(IRS Employer  
Identification Number)

**17475 Gillette Avenue,  
Irvine, CA 92614**  
(Address of principal executive offices)

**Phone: (949) 273-4990**  
(Company ' s Telephone Number)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Company under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01 Regulation FD Disclosure**

Probe Manufacturing, Inc. ' s (the "Company") management will present to members of the investment community as part of a roadshow on Wednesday, December 3, 2014. A copy of the investor presentation to be used during the roadshow is attached to this Current Report on Form 8-K as Exhibit 99.1 and will also be available in the " Investor Relations " section of the Company ' s website at [www.probeglobal.com](http://www.probeglobal.com).

The information set forth in this Item 7.01 of this Current Report on Form 8-K, including Exhibits 99.1 hereto, shall not be deemed " filed " for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the " Exchange Act " ), or otherwise subject to the liabilities of that section. The information in this Item 7.01 of this Current Report on Form 8-K shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

*Exhibits*

(d)

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Investor Presentation Package of Probe Manufacturing, Inc.

**SIGNATURE**

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

Date: December 3, 2014

**Probe Manufacturing, Inc.**  
By: /s/ Kambiz Mahdi  
Kambiz Mahdi  
Chief Executive Officer

**THIS IS NEITHER AN OFFER TO SELL NOR AN OFFER TO BUY ANY SECURITIES DESCRIBED HEREIN. OFFERINGS ARE MADE ONLY BY A PROSPECTUS OR OTHER OFFERING MATERIALS. THIS SALES AND ADVERTISING LITERATURE MUST BE READ IN CONJUNCTION WITH A PROSPECTUS OR OTHER OFFERING MATERIALS IN ORDER TO UNDERSTAND FULLY ALL OF THE IMPLICATION AND RISKS OF AN OFFERING OF SECURITIES TO WHICH IT RELATES. A COPY OF A PROSPECTUS OR OTHER OFFERING MATERIALS MUST BE MADE AVAILABLE TO YOU IN CONNECTION WITH AN OFFERING. An investment in Probe Manufacturing, Inc. involves a high degree of risk and there can be no assurance that the investment objectives of the program will be attained.**

*This presentation contains certain forward-looking statements (under Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended) with respect to our ability to operate our business in a profitable manner, our ability to attract new customers, the potential size of the OEM/EMS market for our services and the accuracy of our financial projections. Because such statements include risks, uncertainties and contingencies, actual results may differ materially from those expressed or implied by such forward-looking statements. These risks, uncertainties and contingencies include, but are not limited to, the following: our ability to raise additional funds for operations, our ability to effectively market our services to new customers and to our existing customers; uncertainties relating to changes in general economic and manufacturing conditions; uncertainties regarding changes in the manufacturing industry and the industries of our clients including, healthcare, aerospace and general contract manufacturing services; the uncertainties relating to the implementation of our real estate investment strategy; and other risk factors as outlined herein, and as detailed from time to time in our periodic reports, as filed with the Securities and Exchange Commission. Forward-looking statements in this document speak only as of the date on which such statements were made, and we undertake no obligation to update any such statements that may become untrue because of subsequent events. We claim the safe harbor protection for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.*

# Probe Manufacturing Foundry

Engineering & Manufacturing the  
Next Winners



(Symbol : PMFI)

Ultrasound Technology, Dental / Medical, Industrial /  
Instrumentation & Aerospace / Defense Products

# COMPANY OVERVIEW



- Established in 1994
- Comprehensive Services
  - Product Development to Post Sales Services
- Facilities:
  - 23,000 square foot facility in Irvine, CA
  - 16,000 square foot facility in Salt Lake City, UT



- ISO 9001-2008 Certified
- AS9100 Compliant
- ISO13485 Compliant
- ITAR Certified



- Regulatory support for
- UL, CE, CSA, BABT, PPAP, etc.



- IPC 610 Class I,II,III
- onsite certified training program



- EIA-625 & 2020
- Compliant ESD Program



The preeminent engineering & manufacturing company for technological innovators by providing innovative, domestic manufacturing and global material sourcing solutions.

**Core Service**  
Compliance, Lower Cost,  
Flexible & Scalable



- A biotech dental company with an ultrasound diagnostic system for dentistry. The next level in digital dentistry
- Products
  - Clearview LAB ( High Demand, Eliminating the barrier to entry)
- High Margin
- High Use
- \$8 billion dental equipment marketplace



- **Telepath** – The first company to employ the use of magnetic technology in an in Telecomm switching networks enabling energy savings and automated distributed.
- **Nexalin** – Drug-free Brain wave therapy for the treatment of a variety of anxiety issues related to brain function ( Panic Disorder, Obsessive-compulsive disorder (OCD), Post-Traumatic Stress Disorder (PTSD), etc..
- **Muni-Fed** – Energy saving lighting solutions that improve operating efficiency, save money and allow for the deployment of new energy and operationally efficient technologies for cities and municipalities.

# S-RAY Clearview LAB PRODUCT UNIT SALES FORECAST



	2015	2016
The Largest Dental Lab in the U.S.	5,000	3,000
Second Largest Dental Lab in the U.S.	1,500	3,000
Direct Sales ( Orthodontist SO. CAL.)	500	1,000
Direct Sales (Managed Private Services)	200	500
	7,200	7,500
@ \$5000.00 ea.	\$36M	\$37.5M

# UNAUDITED FORECAST SUMMARY P&L



	2014	2015	2016
<b>Sales</b>			
Foundry Services	3,990,000	4,100,000	7,000,000
Foundry Products	-	6,210,000	25,000,000
<b>Total Sales</b>	<b>3,990,000</b>	<b>10,310,000</b>	<b>32,000,000</b>
<b>Cost of Goods</b>	<b>2,872,800</b>	<b>6,238,071</b>	<b>18,379,285</b>
<b>Gross Profit</b>	<b>1,117,200</b>	<b>4,071,929</b>	<b>13,620,715</b>
	28%	39%	43%
<b>Total Admin Expense</b>	<b>1,297,200</b>	<b>2,287,465</b>	<b>6,605,008</b>
<b>EBITDA</b>	<b>(180,000)</b>	<b>1,784,464</b>	<b>7,015,707</b>
	-5%	17%	22%

# BALANCE SHEET FORECAST



	2014	2015	2016
<b>Assets</b>			
Cash	10,000	2,363,464	8,329,171
AR	450,000	1,500,000	4,000,000
Inventory	650,000	1,000,000	2,000,000
Capital Equipment	150,000	500,000	1,000,000
Other Assets	500,000	500,000	500,000
<b>Total Assets</b>	<b>1,760,000</b>	<b>5,863,464</b>	<b>15,829,171</b>
<b>Liabilities</b>			
A/P	600,000	1,000,000	1,500,000
Notes Payable	460,000	-	-
<b>Total Liabilities</b>	<b>1,060,000</b>	<b>1,000,000</b>	<b>1,500,000</b>
<b>Equity</b>			
Common Stock	2,200,000	5,200,000	5,200,000
Retained Earnings	(1,500,000)	(336,536)	9,129,171
<b>Total Equity</b>	<b>700,000</b>	<b>4,863,464</b>	<b>14,329,171</b>
<b>Total Liabilities and Equity</b>	<b>1,760,000</b>	<b>5,863,464</b>	<b>15,829,171</b>

# BOARD OF DIRECTORS



Co-Founder & CEO,  
PMFI



**Kambiz Mahdi**  
Chairman

Chief Financial  
Officer, PMFI



**John Bennett**  
Director

CEO, Partnerhero,  
Senior Partner at  
Accenture,  
Managed Toyota  
of North America...

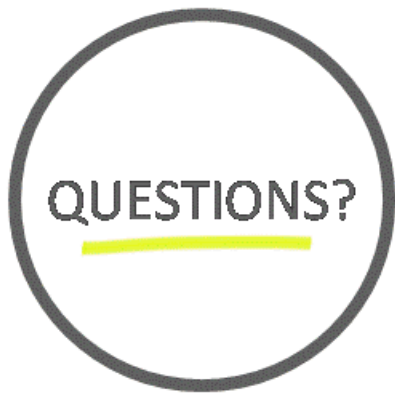


**Shervin Talieh**  
Director

Director Kinecta Federal  
Credit Union, Director  
Mobile Services for Boeing  
Satellite Systems,



**Robert Young**  
Director



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