SOMANETICS CORP
Form 10-Q
June 30, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

(Mark One)

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

For the quarterly period ended May 31, 2008

OR

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

For the transition period from __________ to __________

Commission file number 0-19095

SOMANETICS CORPORATION

(Exact name of registrant as specified in its charter)

Michigan	**38-2394784**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1653 East Maple Road
Troy, Michigan
48083-4208
(Address of principal executive offices)
(Zip Code)
(248) 689-3050
(Registrant s telephone number, including area code)
N/A
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

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

Large accelerated filer o	Accelerated filer þ	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller-reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No þ

Number of common shares outstanding at June 27, 2008: **12,101,024**

PART I FINANCIAL INFORMATION
SOMANETICS CORPORATION
BALANCE SHEETS

	May 31, 2008 (Unaudited)	**November 30, 2007** (Audited)
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 43,835,916	$ 33,172,977
Marketable securities	7,992,244	18,978,074
Accounts receivable	7,896,049	7,486,571
Inventory	2,675,083	1,998,284
Prepaid expenses	285,212	560,885
Accrued interest receivable	117,708	551,117
Deferred tax asset current	2,123,121	3,069,929
Total current assets	64,925,333	65,817,837
PROPERTY AND EQUIPMENT (at cost):		
Demonstration and no capital cost sales equipment at customers	3,602,353	3,386,287
Machinery and equipment	1,519,018	1,531,387
Furniture and fixtures	494,061	307,919
Leasehold improvements	197,450	196,700
Total	5,812,882	5,422,293
Less accumulated depreciation and amortization	(3,017,029)	(2,931,596)
Net property and equipment	2,795,853	2,490,697
OTHER ASSETS:		
Long-term investments	21,193,809	33,653,099
Deferred tax asset non-current	1,807,586	3,004,755
Other	15,000	15,000
Intangible assets, net		3,097
Total other assets	23,016,395	36,675,951
TOTAL ASSETS	$ 90,737,581	$ 104,984,485
LIABILITIES AND SHAREHOLDERS EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 1,279,471	$ 1,118,003
Accrued liabilities	1,280,684	1,701,481
Total current liabilities	2,560,155	2,819,484
COMMITMENTS AND CONTINGENCIES		

SHAREHOLDERS EQUITY:		
Preferred shares; authorized, 1,000,000 shares of $.01 par value; no shares issued or outstanding		
Common shares; authorized, 20,000,000 shares of $.01 par value; issued and outstanding, 12,436,424 shares at May 31, 2008, and 13,443,961 shares at November 30, 2007	124,364	134,440
Additional paid-in capital	101,021,202	119,079,383
Accumulated deficit	(12,968,140)	(17,048,822)
Total shareholders equity	88,177,426	102,165,001
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	$ 90,737,581	$ 104,984,485

See notes to financial statements

2

SOMANETICS CORPORATION
STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended May 31,		Six Months Ended May 31,	
	2008	**2007**	**2008**	**2007**
NET REVENUES	$ 12,740,063	$ 9,122,178	$ 21,433,338	$ 17,147,050
COST OF SALES	1,679,256	1,047,117	2,696,081	2,048,840
Gross Margin	11,060,807	8,075,061	18,737,257	15,098,210
OPERATING EXPENSES:				
Research, development and engineering	231,901	164,421	562,337	277,787
Selling, general and administrative	6,769,838	5,270,093	13,267,984	10,589,529
Total operating expenses	7,001,739	5,434,514	13,830,321	10,867,316
OPERATING INCOME	4,059,068	2,640,547	4,906,936	4,230,894
OTHER INCOME:				
Interest income	700,685	1,005,598	1,635,102	1,966,086
Total other income	700,685	1,005,598	1,635,102	1,966,086
INCOME BEFORE INCOME TAXES	4,759,753	3,646,145	6,542,038	6,196,980
INCOME TAX EXPENSE	(1,707,501)	(1,239,689)	(2,461,356)	(2,106,973)
NET INCOME	$ 3,052,252	$ 2,406,456	$ 4,080,682	$ 4,090,007
NET INCOME PER COMMON SHARE BASIC	$ 0.23	$ 0.18	$ 0.31	$ 0.31
NET INCOME PER COMMON SHARE DILUTED	$ 0.21	$ 0.17	$ 0.28	$ 0.28
WEIGHTED AVERAGE SHARES OUTSTANDING BASIC	13,145,234	13,171,881	13,297,128	13,168,088

WEIGHTED AVERAGE SHARES OUTSTANDING DILUTED	14,220,477	14,575,237	14,380,547	14,601,768

See notes to financial statements

3

SOMANETICS CORPORATION
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Six-Month Periods Ended May 31, 2008	For the Six-Month Periods Ended May 31, 2007
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 4,080,682	$ 4,090,007
Adjustments to reconcile net income to net cash provided by operations:		
Income tax expense	2,231,465	2,106,973
Depreciation and amortization	455,828	382,798
Stock compensation expense	572,360	361,714
Changes in assets and liabilities:		
Accounts receivable (increase)	(409,478)	(609,173)
Accrued interest income decrease (increase)	433,409	(73,486)
Inventory (increase)	(917,435)	(1,046,208)
Deferred income tax benefit (increase)	(87,488)	(280,960)
Prepaid expenses decrease	275,673	239,625
Accounts payable increase (decrease)	161,468	(83,525)
Accrued liabilities (decrease)	(420,797)	(457,123)
Accrued income tax expense decrease		194,000
Net cash provided by operating activities	6,375,687	4,824,642
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of marketable securities and long-term investments		(25,109,233)
Proceeds from maturities of marketable securities and long-term investments	23,445,120	23,000,000
Acquisition of property and equipment	(517,252)	(115,163)
Net cash provided by (used in) investing activities	22,927,868	(2,224,396)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repurchase of common shares	(19,266,592)	
Proceeds from issuance of common shares due to exercise of stock options	625,976	99,666
Net cash (used in) provided by financing activities	(18,640,616)	99,666
NET INCREASE IN CASH AND CASH EQUIVALENTS	10,662,939	2,699,912
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	33,172,977	28,734,869
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 43,835,916	$ 31,434,781

Supplemental Disclosure of Non cash investing activities:				
Demonstration and no capital cost sales equipment capitalized from inventory (Note 2)	$	240,636	$	447,437
Supplemental Disclosure of Taxes paid:				
Federal and state income taxes (Note 3)	$	317,380	$	358,865

See notes to financial statements

SOMANETICS CORPORATION
Notes to Financial Statements
(Unaudited)
May 31, 2008

1. FINANCIAL STATEMENT PRESENTATION

We prepared our unaudited interim financial statements pursuant to the Securities and Exchange Commission s rules. These interim financial statements do not include all of the information and notes normally included in our annual financial statements prepared in accordance with generally accepted accounting principles. We believe, however, that the disclosures are adequate to make the information presented not misleading.

The unaudited interim financial statements in this report reflect all adjustments which are, in our opinion, necessary for a fair statement of the results for the interim periods presented. All of these adjustments that are material are of a normal recurring nature. Our operating results for the six-month period ended May 31, 2008 do not necessarily indicate the results that you should expect for the fiscal year ending November 30, 2008. You should read the unaudited interim financial statements together with the financial statements and related notes for the fiscal year ended November 30, 2007 included in our Annual Report on Form 10-K for the fiscal year ended November 30, 2007.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Marketable Securities and Long-Term Investments consist of Aaa-rated United States government agency bonds, classified as held to maturity, maturing approximately two to five years from the date of acquisition, are stated at an amortized cost of $29,186,053, and have a market value of $29,389,364 at May 31, 2008.

Inventory is stated at the lower of cost or market on a first-in, first-out (FIFO) basis. Inventory consists of:

	May 31, 2008	November 30, 2007
Purchased components	$ 2,158,549	$ 1,702,878
Finished goods	312,164	174,451
Work in process	204,370	120,955
Total	$ 2,675,083	$ 1,998,284

Property and Equipment are stated at cost. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the assets, which range from two to ten years. Depreciation expense was $452,731 and $379,342 for the six-month periods ended May 31, 2008 and May 31, 2007, respectively. We offer to our United States customers a no capital cost sales program whereby we ship the INVOS System monitor to the customer at no charge. The INVOS System monitors that are shipped to our customers are classified as no capital cost sales equipment and are depreciated over five years to cost of goods sold. All other depreciation expense is recorded as a selling, general and administrative expense. As of May 31, 2008, we have capitalized $3,602,353 in costs for INVOS System monitors being used as demonstration and no capital cost sales equipment, and these assets had a net book value of $1,733,999. As of November 30, 2007, we have capitalized $3,386,287 in costs for INVOS System monitors being used as demonstration and no capital cost sales equipment, and these assets had a net book value of $1,801,702. Property and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the net book value of the asset may not be recovered.

Intangible Assets consist of patents and trademarks. Patents and trademarks are recorded at cost and are being amortized on the straight-line method over 17 years. The carrying amount and accumulated amortization of these patents and trademarks are as follows:

SOMANETICS CORPORATION
Notes to Financial Statements- Continued
(Unaudited)
May 31, 2008

	May 31, 2008	November 30, 2007
Patents and trademarks	$ 111,733	$ 111,733
Less: accumulated amortization	(111,733)	(108,636)
Total	$	$ 3,097

Amortization expense for the six months ended May 31, 2008 and May 31, 2007 were approximately $3,100 and $3,500 respectively. Amortization expense for fiscal 2008 is expected to be approximately $3,100.

Stock Compensation For the first two quarters of fiscal 2008, we have recorded stock compensation expense of $572,360 as a result of stock options and restricted common shares granted to our officers, employees, directors and one of our consultants. For the first two quarters of fiscal 2007, we recorded stock compensation expense of $361,714. During the first six months of fiscal 2008, we granted 197,500 stock options to our officers and employees in March 2008 at an exercise price of $12.61, and we granted 50,000 stock options to our directors, in April 2008 at an exercise price of $16.82. In addition, we issued 70,000 restricted common shares to our officers in March 2008 with a market value of $12.61 per share on the date of grant, and we issued 5,273 restricted common shares to our employees in January 2008 with a market value of $21.81 per share on the date of grant. During the first six months of fiscal 2007, we granted 16,000 stock options to one of our officers and two of our employees, in April 2007 at an exercise price of $18.85. These options described above were granted under the 2005 Stock Incentive Plan, expire 10 years after grant and were granted at the closing sale price of the common shares as of the date of grant. The weighted-average grant-date fair value of the options granted during the first six months of fiscal 2008 and fiscal 2007 was $7.77 and $9.76, respectively. The fair value of each option grant was estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions: expected volatility (the measure by which the stock price has fluctuated or is expected to fluctuate during the period) 59.30 percent for 2008 and 47.00 percent for 2007, risk-free interest rate (approximate U.S. Treasury yield in effect at the time of grant) 2.35 percent for 2008 and 5.0 percent for 2007, expected lives of approximately 6 years and a dividend yield of 0 percent. The fair value of the restricted common shares was estimated based on the market value of the common shares on the date of issuance.

During the first two quarters of fiscal 2008, 3,000 stock options vested, and no stock options or restricted common shares vested during the first two quarters of fiscal 2007. The total fair value of shares vested during the first six months of fiscal 2008 was $29,273. During the six months ended May 31, 2008, 126,219 stock options were exercised by our employees and a director for gross proceeds to us of $625,976. The intrinsic value of these exercised stock options was $1,840,226. During the six months ended May 31, 2007, 15,334 stock options were exercised by our employees, a former director, and a consultant for gross proceeds to us of $99,666. The intrinsic value of these exercised stock options was $187,323.

As of May 31, 2008, there was $5,956,232 of total unrecognized compensation cost related to nonvested share-based compensation awards granted under the 2005 Plan. This cost is expected to be recognized over a weighted average period of approximately 4.5 years. In addition, as of May 31, 2008, the aggregate intrinsic value of stock options outstanding was $20,169,370, and the aggregate intrinsic value of stock options exercisable was $19,187,320.

No modifications were made to any share awards that required an accounting charge, and no cash was paid for share-based liabilities during the first two quarters of fiscal 2008 or during the first two quarters of fiscal 2007.

Net Income Per Common Share basic and diluted is computed using the weighted average number of common shares outstanding during each period. Weighted average shares outstanding diluted includes the potential

SOMANETICS CORPORATION
Notes to Financial Statements- Continued
(Unaudited)
May 31, 2008

dilution that could occur for common shares issuable under stock options. The difference between weighted average shares diluted and weighted average shares basic is calculated as follows:

	2008	
	Three Months	Six Months
Weighted average shares basic	13,145,234	13,297,128
Add: effect of dilutive common shares	1,075,243	1,083,419
Weighted average shares diluted	14,220,477	14,380,547

	2007	
	Three Months	Six Months
Weighted average shares basic	13,171,881	13,168,088
Add: effect of dilutive common shares and warrant	1,403,356	1,433,680
Weighted average shares diluted	14,575,237	14,601,768

For the three and six months ended May 31, 2008 there were 268,000 stock options outstanding that were excluded from the computation of net income per common share diluted, and for the three and six months ended May 31, 2007 there were 16,000 stock options outstanding that were excluded from the computation of net income per common share diluted, as the exercise price of these options exceeded the average price per share of our common shares. As of May 31, 2008 we had outstanding 2,016,937 stock options to purchase common shares, and as of May 31, 2007 we had outstanding 2,072,656 stock options to purchase common shares.

Common Share Repurchase Program In April 2008, our Board of Directors authorized the repurchase of up to $15 million of our common shares. Purchases may be made from time to time in the open market or in privately negotiated transactions. The prices, timing and amount of, and purposes for, any purchases will be determined by management. In May 2008, our Board of Directors authorized the repurchase of up to an additional $15 million of our common shares, for a total of $30 million of our common shares under the repurchase program. During the second quarter of fiscal 2008, we repurchased 1,209,029 common shares at an average price of $15.94 per share and an aggregate cost of $19,266,592.

Accounting Pronouncements In July 2006, the FASB adopted FASB Interpretation No. 48 Accounting for Uncertainty in Income Taxes (FIN 48). FIN 48 prescribes a recognition threshold and requires an assessment of the probability of the validity of tax positions taken or expected to be taken in income tax returns for recognition in financial statements. Only tax positions meeting a more-likely-than-not threshold of being sustained are recognized under FIN 48. FIN 48 also provides guidance on classification of interest and penalties and accounting and disclosures for annual and interim financial statements. We adopted FIN 48 effective December 1, 2007. The cumulative effect of the changes arising from the initial application of FIN 48 is required to be reported as an adjustment to the opening balance of retained earnings in the period of adoption. The adoption of FIN 48 did not have a material impact on our financial statements.

3. <u>INCOME TAXES</u>

We have performed the required assessment of positive and negative evidence regarding realization of our deferred tax assets in accordance with SFAS No. 109, including our past operating results, the existence of cumulative losses over our history up to the most recent five fiscal years, and our forecast for future net income. Our assessment of our deferred tax assets included assuming that our net revenues and pre-tax income will grow in future years consistent with the growth guidance given for fiscal 2008 and making allowance for the uncertainties surrounding, among other things, our future rate of growth in net revenues, the rate of adoption of our products in the

SOMANETICS CORPORATION
Notes to Financial Statements- Continued
(Unaudited)
May 31, 2008

marketplace and the potential for competition to enter the marketplace. As of November 30, 2007, we concluded that it was more likely than not that approximately $6,075,000 of such assets would be realized. As of May 31, 2008, we have concluded that it is more likely than not that approximately $3,931,000 of such assets will be realized.

Given the assumptions inherent in our financial plans, it is possible to calculate a different value for our deferred tax asset by changing one or more of the variables in our assessment. However, we believe that our evaluation of our financial plans was reasonable, and that the judgments and assumptions that we made at the time of developing the plan were appropriate.

During the first six months of fiscal 2008, we recognized income tax expense on our statement of operations at an estimated effective tax rate of 38 percent as a result of certain additional state tax expenses recorded in the first quarter. We expect our effective tax rate for fiscal 2008 to approximate 36 percent. During the first six months of fiscal 2007, we recognized income tax expense on our statement of operations at an estimated effective tax rate of 34 percent.

During the first six months of fiscal 2008 we paid income taxes of approximately $87,500 for alternative minimum tax due, and approximately $229,880 for state income taxes due. During the first six months of fiscal 2007 we paid income taxes of approximately $280,960 for alternative minimum tax due, and approximately $77,905 for state income taxes due.

4. ACCRUED LIABILITIES

Accrued liabilities consist of the following:

	May 31, 2008	November 30, 2007
Incentive Compensation	$ 733,673	$ 958,642
Sales Commissions	394,417	548,046
Professional Fees	69,655	61,550
Clinical Research	63,789	110,639
Warranty	18,800	19,800
Royalty	350	2,804
Total	$ 1,280,684	$ 1,701,481

5. COMMITMENTS AND CONTINGENCIES

We may become subject to product liability claims by patients or physicians, and may become a defendant in product liability or malpractice litigation.

6. SEGMENT INFORMATION

We operate our business in one reportable segment, the development, manufacture and marketing of medical devices. Each of our two product lines have similar characteristics, customers, distribution and marketing strategies, and are subject to similar regulatory requirements. In addition, in making operating and strategic decisions, our management evaluates net revenues based on the worldwide net revenues of each major product line, and profitability on an enterprise-wide basis due to shared costs. Approximately 100 percent of our net revenues in the first two quarters of fiscal 2008 and 2007 were derived from our INVOS System product line.

SOMANETICS CORPORATION
Notes to Financial Statements- Continued
(Unaudited)
May 31, 2008

7. SUBSEQUENT EVENTS

As of June 17, 2008, we have employment agreements or change in control agreements with all of our officers. The employment agreement with our Senior Vice President, U.S. Sales and Marketing and the change in control agreements with seven of our officers provide for severance benefits equal to one year s salary upon termination of employment without cause or for good reason 90 days before to one year after a change in control of the Company that occurs by June 17, 2011. In addition, on June 17, 2007, we amended and restated our employment agreement with our President and Chief Executive Officer that was scheduled to expire April 30, 2009. The amended and restated agreement provides for severance benefits consisting of fringe benefits for one year (two years if termination is in connection with a Change in Control) and a lump sum payment equal to one year s salary (two years if termination is in connection with a Change in Control), plus the target bonus for the year of termination (which must be at least 65% of his salary) (two times the target bonus if termination is in connection with a Change in Control), plus a pro rata bonus through the date of termination upon termination of his employment without cause or for good reason. His amended and restated employment agreement expires June 17, 2011, unless earlier terminated as provided in the agreement, except that the term is automatically extended for additional one-year periods effective one year before it would otherwise expire (i.e., so that the remaining term will be two years), unless either party provides the other with notice that the term will not be extended and such notice is provided at least one year before the term would otherwise expire. All officers have agreed not to compete with us and not to solicit our employees during specified periods following the termination of employment, and they have agreed to various confidentiality obligations. The estimated financial exposure of these employment agreements, upon a change of control of the Company and termination of all of the executives without cause, is approximately $2,191,000.

SOMANETICS CORPORATION
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
May 31, 2008

Forward-Looking Statements

You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and the related notes and other financial data included elsewhere in this report. Some of the information contained in this discussion and analysis or set forth elsewhere in this report, including information with respect to our plans and strategy for our business, includes forward-looking statements that involve risks and uncertainties. You should review the Risk Factors section of our Annual Report on Form 10-K for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis. See also Forward-Looking Statements in Item 1A of our Annual Repot on Form 10-K.

Overview

We develop, manufacture and market the INVOS System, a non-invasive patient monitoring system that continuously measures changes in the blood oxygen levels in the brain and elsewhere in the body in patients with or at risk for restricted blood flow. We are currently expanding the use of our INVOS System in the pediatric and neonatal ICU s with the launch of our smaller sensor in the first quarter of fiscal 2008. We are also currently sponsoring a clinical trial evaluating the use of the INVOS System on diabetic patients over age 50. If results of this trial are positive, we intend to target more actively the sale of the INVOS System for use in diabetic patients undergoing major general surgeries, consistent with FDA requirements.

In November 2005, we received 510(k) clearance from the FDA to market our INVOS System to monitor changes in somatic tissue blood oxygen saturation in regions of the body other than the brain in patients with or at risk for restricted blood flow. In May 2008, we received 510(k) clearance from the FDA to market our INVOS System to monitor changes in blood oxygen saturation in any tissues beneath the sensor, not limited to brain and skeletal muscle tissue. Our four-channel cerebral and somatic INVOS System monitor, which we launched in the second quarter of 2006, can display information from four SomaSensors, which allows for the simultaneous monitoring of changes in blood oxygen saturation in the tissue beneath the sensor in patients with or at risk for restricted blood flow.

Net Revenues and Cost of Sales

We derive our revenues primarily from sales of INVOS Systems to hospitals in the United States through our direct sales team and independent sales representative firms. Outside the United States, we have distribution agreements with independent distributors for the INVOS System, including Covidien, formerly Tyco Healthcare, in Europe, Canada, the Middle East and South Africa, and Edwards Lifesciences Ltd. in Japan. Our cost of sales represent the cost of producing monitors and disposable SomaSensors. Revenues from outside the United States contributed 18 percent to our first six months of fiscal 2008 net revenues. As a percentage of net revenues, the gross margins from our international sales are typically lower than gross margins from our U.S. sales, reflecting the difference between the prices we receive from distributors and from direct customers.

We offer to our customers in the United States a no capital cost sales program whereby we ship the INVOS System monitor to the customer at no charge. Under this program, we do not recognize any revenue upon the shipment of the monitor. At the time of shipment of the monitor, we capitalize the monitor as an asset and depreciate this asset over five years, and this depreciation is included in cost of goods sold. We recognize SomaSensor revenue when we receive purchase orders and ship the product to the customer.

Operating Expenses

Selling, general and administrative expenses generally consist of:

SOMANETICS CORPORATION
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
May 31, 2008

salaries, wages and related expenses of our employees and consultants;

sales and marketing expenses, such as employee sales commissions, commissions to independent sales representatives, travel, entertainment, advertising, education and training expenses, depreciation of demonstration monitors and attendance at selected medical conferences;

clinical research expenses, such as costs of supporting clinical trials; and

general and administrative expenses, such as the cost of corporate operations, professional services, stock compensation, insurance, warranty and royalty expenses, investor relations, depreciation and amortization, facilities expenses and other general operating expenses.

We have increased the size of our direct sales team and expect to increase the size of our U.S. direct sales team in fiscal 2008. In addition we are evaluating placing direct salespersons and clinical specialists in Europe to support Covidien. We also expect our clinical research expenses to increase in fiscal 2008 as a result of sponsoring a clinical trial evaluating the use of the INVOS System on diabetic patients over age 50 and other clinical trials. As a result, we expect selling, general and administrative expenses to increase in fiscal 2008. We also expect increased stock compensation expenses, increased professional service fees and increased sales and marketing expenses in fiscal 2008.

Research, development and engineering expenses consist of:

salaries, wages and related expenses of our research and development personnel and consultants;

costs of various development projects; and

costs of preparing and processing applications for FDA clearance of new products.

Results of Operations

Three Months Ended May 31, 2008 Compared to Three Months Ended May 31, 2007

Net Revenues. Our net revenues increased $3,617,885, or 40 percent, from $9,122,178 in the three-month period ended May 31, 2007 to $12,740,063 in the three-month period ended May 31, 2008. The increase in net revenues is primarily attributable to:

an increase in U.S. sales of $2,477,192, or 32 percent, from $7,741,035 in the second quarter of fiscal 2007 to $10,218,227 in the second quarter of fiscal 2008. The increase in U.S. sales was primarily due to an increase in sales of the disposable SomaSensor of $1,279,690, or 21 percent, primarily as a result of a 15 percent increase in SomaSensor unit sales. In addition, sales of the INVOS System monitor in the United States increased $1,226,652, or 82 percent, primarily as a result of increased purchases by pediatric hospitals; and

an increase in international sales of $1,140,693, or 83 percent, from $1,381,143 in the second quarter of fiscal 2007 to $2,521,836 in the second quarter of fiscal 2008. The increase in international sales was primarily due to increased purchases of our INVOS System monitor and disposable SomaSensor of $618,506 by Edwards Lifesciences in Japan and $559,986 by Covidien, formerly Tyco Healthcare, in Europe. In the second quarter of fiscal 2008, international sales represented 20 percent of our net revenues, compared to 15 percent of our net revenues in the second quarter of fiscal 2007. Purchases by Covidien accounted for 12 percent of net revenues in the second quarter of fiscal 2008, compared to 11 percent in the second quarter of fiscal 2007.

We sold 71,818 SomaSensors in the United States and 36,350 internationally in the second quarter of fiscal 2008. We placed 148 INVOS System monitors in the United States and 137 internationally in the second quarter of fiscal 2008, and our installed base of INVOS System monitors in the United States was 2,234, in 687 hospitals, as of

May 31, 2008.

SOMANETICS CORPORATION
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
May 31, 2008

Sales of our products as a percentage of net revenues were as follows:

	Three Months Ended May 31,	
Product	**2008**	**2007**
SomaSensors	68%	74%
INVOS System Monitors	32%	26%
Total	100%	100%

Gross Margin. Gross margin as a percentage of net revenues was 87 percent for the three months ended May 31, 2008 and 89 percent for the three months ended May 31, 2007. The decrease in our gross margin percentage is primarily attributable to increased international sales, due to the lower margins we receive on sales to our international distributors. This decrease was partially offset by a five percent increase in the average selling price of SomaSensors in the United States and increased sales of the INVOS System monitor to pediatric hospitals in the United States during the quarter. The increase in our average selling prices in the United States is attributable to increased sales of our pediatric SomaSensors, which sell for a higher price than the adult SomaSensor.

Research, Development and Engineering Expenses. Our research, development and engineering expenses increased $67,480, or 41 percent, from $164,421 in the second quarter of fiscal 2007 to $231,901 in the second quarter of fiscal 2008. The increase is primarily attributable to an increase in salaries of $102,295 due to the addition of research and development personnel in fiscal 2007 and 2008, which was partially offset by a $32,091 decrease in development costs associated with our smaller disposable SomaSensor. We expect our research, development and engineering expenses to increase in fiscal 2008 primarily as a result of development costs associated with advances to the design and performance features of the INVOS System, including the disposable SomaSensor, and the hiring of additional research and development personnel.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased $1,499,745, or 28 percent, from $5,270,093 for the three months ended May 31, 2007 to $6,769,838 for the three months ended May 31, 2008, primarily due to:

- a $541,570 increase in salaries, wages and related expenses, primarily as a result of an increase in the number of employees, principally in sales and marketing (from an average of 87 employees for the three months ended May 31, 2007 to an average of 103 employees for the three months ended May 31, 2008) and an increase in salaries of existing employees;

- a $230,260 increase in travel, marketing and selling-related expenses primarily as a result of our increased sales personnel and increased sales and marketing activities, including trade shows, product sponsorships and sales training;

- a $227,146 increase in accrued incentive compensation expense due to our year-to-date 2008 financial performance, primarily increased sales and operating income in accordance with the 2008 incentive compensation plans;

- a $150,464 increase in stock compensation expense due to stock compensation issued to our officers, employees, directors and one of our consultants in the second quarter of 2008 and the third quarter of 2007;

- a $101,348 increase in employee sales commissions as a result of increased sales and hiring additional sales employees; and

- a $77,179 increase in professional service fees, primarily due to increased auditing, tax, and legal fees.

We expect our selling, general and administrative expenses to increase in fiscal 2008, primarily as a result of our hiring additional direct sales personnel in fiscal 2008, increased employee sales commissions payable as a

SOMANETICS CORPORATION
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
May 31, 2008

result of increased sales, increased clinical research expense, increased stock compensation expenses, increased professional service fees and increased sales and marketing expenses.

Other Income. During the second quarter of fiscal 2008, interest income decreased to $700,685, from $1,005,598 in the second quarter of 2007, primarily due to decreased interest rates, decreased investment balances, and the use of cash for the repurchase of common shares, partially offset by our increased cash and cash equivalents balances as a result of cash provided by operating activities and maturities and redemptions of investments.

Income Taxes. During the second quarter of fiscal 2008 and 2007, we recognized income tax expense on our statement of operations at an estimated effective tax rate 36 percent and 34 percent respectively. We expect our effective tax rate for fiscal 2008 to approximate 36 percent.

Six Months Ended May 31, 2008 Compared to Six Months Ended May 31, 2007

Net Revenues. Our net revenues increased $4,286,288, or 25 percent, from $17,147,050 in the six-month period ended May 31, 2007 to $21,433,338 in the six-month period ended May 31, 2008. The increase in net revenues is primarily attributable to:

- an increase in U.S. sales of $3,277,650, or 23 percent, from $14,383,355 in the first six months of fiscal 2007 to $17,661,005 in the first six months of fiscal 2008. The increase in U.S. sales was primarily due to an increase in sales of the disposable SomaSensor of $2,721,350, or 24 percent, primarily as a result of an 18 percent increase in SomaSensor unit sales. In addition, sales of the INVOS System monitor in the United States increased $598,124, or 20 percent, primarily as a result of increased purchases by pediatric hospitals; and

- an increase in international sales of $1,008,638, or 36 percent, from $2,763,695 in the first six months of fiscal 2007 to $3,772,333 in the first six months of fiscal 2008. The increase in international sales was primarily due to increased purchases of our INVOS System monitor and disposable SomaSensors by Edwards Lifesciences in Japan. In the first six months of fiscal 2008, international sales represented 18 percent of our net revenues, compared to 16 percent of our net revenues in the first six months of fiscal 2007. Purchases by Covidien accounted for 10 percent of net revenues in the first six months of fiscal 2008, compared to 13 percent in the first six months of fiscal 2007.

We sold 136,308 SomaSensors in the United States and 59,490 internationally in the first six months of fiscal 2008. We placed 228 INVOS System monitors in the United States and 206 internationally in the first six months of fiscal 2008.

SOMANETICS CORPORATION
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
May 31, 2008

Sales of our products as a percentage of net revenues were as follows:

	Six Months Ended May 31,	
Product	**2008**	**2007**
SomaSensors	74%	74%
INVOS System Monitors	26%	26%
Total	100%	100%

Gross Margin. Gross margin as a percentage of net revenues was 87 percent for the six months ended May 31, 2008 and 88 percent for the six months ended May 31, 2007. The decrease in our gross margin percentage is primarily attributable to increased international sales, due to the lower margins we receive on sales to our international distributors. This decrease was partially offset by a five percent increase in the average selling price of SomaSensors in the United States and increased sales of the INVOS System monitor to pediatric hospitals in the United States during the first two quarters of fiscal 2008. The increase in our average selling prices in the United States is attributable to increased sales of our pediatric SomaSensors, which sell for a higher price than the adult SomaSensor.

Research, Development and Engineering Expenses. Our research, development and engineering expenses increased $284,550, or 102 percent, from $277,787 in the first two quarters of fiscal 2007 to $562,337 in the first two quarters of fiscal 2008. The increase is primarily attributable to an increase in salaries of $203,110 due to the addition of research and development personnel in fiscal 2007 and 2008, and increased development costs of $53,676 associated with our smaller disposable SomaSensor.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased $2,678,455, or 25 percent, from $10,589,529 for the six months ended May 31, 2007 to $13,267,984 for the six months ended May 31, 2008, primarily due to:

- a $1,100,837 increase in salaries, wages and related expenses, primarily as a result of an increase in the number of employees, principally in sales and marketing (from an average of 83 employees for the six months ended May 31, 2007 to an average of 101 employees for the six months ended May 31, 2008) and an increase in salaries of existing employees;

- a $520,252 increase in travel, marketing and selling-related expenses as a result of our increased sales personnel and increased sales and marketing activities, including advertising, trade shows, product sponsorships and sales training;

- a $387,512 increase in professional service fees, primarily due to increased auditing, tax, and legal fees;

- a $306,908 increase in accrued incentive compensation expense due to our year-to-date 2008 financial performance, primarily increased sales and operating income in accordance with the 2008 incentive compensation plans;

- a $210,645 increase in stock compensation expense due to stock compensation issued to our officers, employees, directors and one of our consultants in the third quarter of 2007 and the second quarter of 2008; and a $92,781 increase in employee sales commissions as a result of increased sales and hiring additional sales employees.

Other Income. During the first six months of fiscal 2008, interest income decreased to $1,635,102, from $1,966,086 in the first six months of 2007, primarily due to decreased interest rates, decreased investment balances, and the use of cash for the repurchase of common shares, partially offset by our increased cash and cash equivalents balances as a result of cash provided by operating activities and maturities and redemptions of investments.

SOMANETICS CORPORATION
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
May 31, 2008

Income Taxes. During the first six months of fiscal 2008, we recognized income tax expense on our statement of operations at an estimated effective tax rate of approximately 38 percent as a result of certain additional state tax expenses recorded in the first quarter. During the first six months of fiscal 2007, we recognized income tax expense at an estimated effective tax rate of approximately 34%.

Liquidity and Capital Resources

General

Our principal sources of operating funds have been the proceeds from sales of our common shares and cash provided by operating activities.

As of May 31, 2008, we did not have any outstanding or available debt financing arrangements, we had working capital of $62.4 million and our primary sources of liquidity were $43.8 million of cash and cash equivalents, $8.0 million of marketable securities and $21.2 million of long-term investments. Marketable securities and long-term investments consist of Aaa-rated United States Government agency bonds, and cash and cash equivalents are currently invested in bank savings accounts and money market accounts, pending their ultimate use.

We believe that cash, cash equivalents, marketable securities and long-term investments on hand at May 31, 2008 will be adequate to satisfy our operating and capital requirements for more than the next twelve months.

Cash Flows From Operating Activities

Net cash provided by operations during the first six months of fiscal 2008 and 2007 was $6,375,687 and $4,824,642, respectively. In the first six months of fiscal 2008, cash was provided primarily by:

- $7,340,335 of net income before income taxes and non-cash depreciation, amortization and stock compensation expense;

- a $433,409 decrease in accrued interest income, primarily due to our decreased marketable securities and long-term investment balances primarily due to the use of cash from maturing investments for the repurchase of common shares and decreased interest rates;

- a $275,673 decrease in prepaid expenses, primarily due to the amortization of prepaid insurance payments paid in fiscal 2007; and

- a $161,468 increase in accounts payable, primarily as a result of increased inventory and operating expenses, partially offset by the timing of payments made to vendors;

Cash provided by operations in the first six months of fiscal 2008 was partially offset by:

- a $917,435 increase in inventories, primarily due to the acquisition of components associated with our SomaSensors and our INVOS System monitor due to anticipated sales; inventories on our balance sheet increased less because we capitalized INVOS System monitors to property and equipment that are being used as demonstration units and no capital cost sales equipment, as described below;

- a $420,797 decrease in accrued liabilities, primarily as a result of the payment of year-end 2007 accruals for incentive compensation and sales commissions, partially offset by accruals in fiscal 2008 for incentive compensation and sales commissions as a result of year to date financial performance;

- a $409,478 increase in accounts receivable, primarily as a result of higher second quarter sales in fiscal 2008 than in the fourth quarter of fiscal 2007, partially offset by more timely collections and the timing of more of the sales in the fourth quarter of fiscal 2007 towards the end of the quarter; and

SOMANETICS CORPORATION
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
May 31, 2008

an $87,488 increase in deferred income tax benefits as a result of payments made for estimated alternative minimum tax that we expect will result in future tax credits when we use our net operating loss carryforwards.

We expect our working capital requirements to increase as sales increase.

The increase in inventories described above is greater than shown on our balance sheet because it includes INVOS System monitors that we capitalized because they are being used as demonstration units and no capital cost sales equipment. We capitalized $240,636 of costs from inventory for INVOS System monitors being used as demonstration units and no capital cost sales equipment at customers during the first six months of fiscal 2008, compared to $447,437 in the first six months of fiscal 2007. As of May 31, 2008, we have capitalized $3,602,353 in costs for INVOS System monitors being used as demonstration and no capital cost sales equipment, and these assets have a net book value of $1,733,999. We depreciate these assets over five years.

Cash Flows From Investing Activities

Net cash provided by investing activities in the first six months of fiscal 2008 was $22,927,868 and net cash used in investing activities in the first six months of 2007 was $2,224,396. In the first six months of fiscal 2008, cash was provided by maturities and redemptions of marketable securities and long-term investments of $23,445,120. This cash provided by investing activities was partially offset by capital expenditures of $517,252, primarily the acquisition of a new trade show booth and manufacturing quality control computer software in the second quarter of 2008.

Cash Flows From Financing Activities

Net cash used in financing activities in the first six months of fiscal 2008 was $18,640,616 and net cash provided by financing activities in the first six months of fiscal 2007 was $99,666. During the first six months of fiscal 2008, we repurchased 1,209,029 common shares for a total of $19,266,592. This cash used in financing activities was partially offset by the issuance of 126,219 common shares as a result of the exercise of stock options by our employees, for proceeds of $625,976.

Common Share Repurchase Program

In April 2008, our Board of Directors authorized the repurchase of up to $15 million of our common shares. Purchases may be made from time to time in the open market or in privately negotiated transactions. The prices, timing and amount of, and purposes for, any purchases will be determined by management. In May 2008, our Board of Directors authorized the repurchase of up to an additional $15 million of our common shares, for a total of $30 million of our common shares under the repurchase program.

Contractual Obligations

As of May 31, 2008, there have been no material changes outside the ordinary course of business in the contractual obligations disclosed in our Annual Report on Form 10-K for the fiscal year ended November 30, 2007 under the caption Contractual Obligations.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements or financing activities.

SOMANETICS CORPORATION
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
May 31, 2008

New Accounting Pronouncements

In July 2006, the FASB adopted FASB Interpretation No. 48 Accounting for Uncertainty in Income Taxes (FIN 48). FIN 48 prescribes a recognition threshold and requires an assessment of the probability of the validity of tax positions taken or expected to be taken in income tax returns for recognition in financial statements. Only tax positions meeting a more-likely-than-not threshold of being sustained are recognized under FIN 48. FIN 48 also provides guidance on classification of interest and penalties and accounting and disclosures for annual and interim financial statements. We adopted FIN 48 effective December 1, 2007. The cumulative effect of the changes arising from the initial application of FIN 48 is required to be reported as an adjustment to the opening balance of retained earnings in the period of adoption. The adoption of FIN 48 did not have a material impact on our financial statements.

Critical Accounting Policies

We believe our most significant accounting policies relate to our accounting treatment of stock compensation of employees, our accounting treatment for income taxes, and our revenue recognition associated with our no capital cost sales program.

Stock Compensation

For the first two quarters of fiscal 2008, we have recorded stock compensation expense of $572,360 as a result of stock options and restricted common shares granted to our officers, employees, directors and one of our consultants. For the first two quarters of fiscal 2007, we recorded stock compensation expense of $361,714. During the first six months of fiscal 2008, we granted 197,500 stock options to our officers and employees, in March 2008 at an exercise price of $12.61, and we granted 50,000 stock options to our directors, in April 2008 at an exercise price of $16.82. In addition, we issued 70,000 restricted common shares to our officers in March 2008 with a market value of $12.61 per share on the date of grant, and we issued 5,273 restricted common shares to our employees in January 2008 with a market value of $21.81 per share on the date of grant. During the first six months of fiscal 2007, we granted 16,000 stock options to one of our officers and two of our employees, in April 2007 at an exercise price of $18.85.

As of May 31, 2008, there was $5,956,232 of total unrecognized compensation cost related to nonvested share-based compensation awards granted under the 2005 Plan. This cost is expected to be recognized over a weighted average period of approximately 4.5 years. No modifications were made to any share awards that required an accounting charge, and no cash was paid for share-based liabilities during the first two quarters of fiscal 2008 or during the first two quarters of fiscal 2007.

The fair value of each option grant was estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions: expected volatility (the measure by which the stock price has fluctuated or is expected to fluctuate during the period) 59.30 percent for 2008 and 47.00 percent for 2007, risk-free interest rate (approximate U.S. Treasury yield in effect at the time of grant) 2.35 percent for 2008 and 5.0 percent for 2007, expected lives of approximately 6 years and a dividend yield of 0 percent. The fair value of the restricted common shares was estimated based on the market value of the common shares on the date of issuance. Different assumptions could significantly change the calculated grant date fair value and, therefore, the amount of stock compensation expense we recognize over the vesting period of the awards. We believe, however, that our estimates are appropriate.

SOMANETICS CORPORATION
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
May 31, 2008

Income Taxes

We have performed the required assessment of positive and negative evidence regarding realization of our deferred tax assets in accordance with SFAS No. 109, including our past operating results, the existence of cumulative losses over our history up to the most recent five fiscal years, and our forecast for future net income. Our assessment of our deferred tax assets included assuming that our net revenues and pre-tax income will grow in future years consistent with the growth guidance given for fiscal 2008 and making allowance for the uncertainties surrounding, among other things, our future rate of growth in net revenues, the rate of adoption of our products in the marketplace and the potential for competition to enter the marketplace. As of November 30, 2007, we concluded that it was more likely than not that approximately $6,075,000 of such assets would be realized. As of May 31, 2008, we have concluded that it is more likely than not that approximately $3,931,000 of such assets will be realized.

Given the assumptions inherent in our financial plans, it is possible to calculate a different value for our deferred tax asset by changing one or more of the variables in our assessment. However, we believe that our evaluation of our financial plans was reasonable, and that the judgments and assumptions that we made at the time of developing the plan were appropriate.

During the first six months of fiscal 2008, we recognized income tax expense on our statement of operations at an estimated effective tax rate of 38 percent as a result of certain additional state tax expenses recorded in the first quarter. We expect our effective tax rate for fiscal 2008 to approximate 36 percent.

No Capital Cost Sales Revenue Recognition

We offer to our customers in the United States a no capital cost sales program whereby we ship the INVOS System monitor to the customer at no charge. Under this program, we do not recognize any revenue upon the shipment of the INVOS System monitor. At the time of shipment of the monitor, we capitalize the INVOS System monitor as an asset and depreciate this asset over five years. We recognize SomaSensor revenue when we receive purchase orders and ship the product to the customer. We believe this is consistent with our stated revenue recognition policy, which is compliant with Staff Accounting Bulletin No. 104, and we have considered Emerging Issues Task Force No. 00-21, Revenue Arrangements with Multiple Deliverables.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The table below provides information about our financial instruments that are sensitive to changes in interest rates, consisting of investments in United States government agency bonds. For these financial instruments, the table presents principal cash flows and related weighted average interest rates by expected maturity dates. Weighted average fixed rates are based on the contract rates. The actual cash flows of all instruments are denominated in U.S. dollars. We invest our cash on hand not needed in current operations in United States government agency bonds with varying maturity dates with the intention of holding them until maturity.

May 31, 2008
Expected Maturity Dates By Fiscal Year

	2008	2009	2010	2011	2012	Thereafter	Total	Fair Value
Investments:								
Marketable Securities and Long-term Investments:								
Fixed Rate ($)	7,992,244		4,202,262	3,000,000	13,991,547		29,186,053	29,389,364
Average interest rate	5.26%	N/A	4.72%	5.00%	5.11%	N/A	5.08%	

During the first quarter of fiscal 2008, two of our bonds matured for approximately $11,000,000 and two of our bonds that were due to mature in 2010 and 2011 were called for approximately $8,000,000 and the proceeds have not been reinvested as of May 31, 2008. During the second quarter of fiscal 2008, one of our bonds that was due to mature in 2012 was called for approximately $4,000,000 and the proceeds have not been reinvested as of May 31, 2008.

ITEM 4. CONTROLS AND PROCEDURES

Our management has evaluated, with the participation of our principal executive and principal financial officers, the effectiveness of our disclosure controls and procedures as of May 31, 2008 and any change in our internal control over financial reporting that occurred during our second fiscal quarter ended May 31, 2008 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. Based on their evaluation, our principal executive and principal financial officers have concluded that these controls and procedures are effective as of May 31, 2008. There was no change in our internal control over financial reporting identified in connection with such evaluation that occurred during our second fiscal quarter ended May 31, 2008 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Disclosure controls and procedures are our controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Internal control over financial reporting is a process designed by, or under the supervision of, our principal executive and principal financial officers, and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that: (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect our transactions and dispositions of assets, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

PART II OTHER INFORMATION

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table provides information with respect to any purchase made by or on behalf of us or any affiliated purchaser of our common shares for each month during our second quarter ended May 31, 2008:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs
March 1-31, 2008	77,600	13.54	0	N/A
April 1-30, 2008	602,671	16.02	602,671	5,342,427
May 1-31, 2008	606,358	15.85	606,358	10,733,408
Total	1,286,629	15.79	1,209,029	

In March 2008, one of our directors and one of our executive officers purchased 77,600 common shares in the open market other than through a publicly announced repurchase program.

On April 3, 2008, we publicly announced that our Board of Directors authorized the repurchase of up to $15 million of our common shares. Purchases may be made from time to time in the open market or in privately negotiated transactions. The prices, timing and amount of, and purposes for, any purchases will be determined by management. On May 9, 2008, we publicly announced that our Board of Directors approved an increase in the limit on the share repurchase program and authorized the repurchase of up to an additional $15 million of our common shares, for a total of $30 million of our common shares under the repurchase program. During the second quarter of fiscal 2008, we repurchased 1,209,029 common shares at an average price of $15.94 per share and an aggregate cost of $19,266,592. All of the shares shown in the table above were purchased by us in open-market transactions pursuant to this publicly-announced share repurchase program. The program does not have an expiration date, except upon purchase of the maximum authorized dollar amount of our common shares.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Our Annual Meeting of Shareholders was held on April 10, 2008. At the Annual Meeting, Dr. James I. Ausman and Richard R. Sorensen were elected as directors and the terms of office of Bruce J. Barret, Daniel S. Follis, Robert R. Henry, and John P. Jumper as directors continued after the meeting. 10,699,497 votes were cast for, and 1,107,485 votes were withheld from, Dr. Ausman s election, and 11,236,554 votes were cast for, and 570,428 votes were withheld from, Mr. Sorensen s election. There were no abstentions or broker non-votes in connection with the election of the directors at the Annual Meeting.

ITEM 6. EXHIBITS

10.1 Form of Amended and Restated Change in Control Agreement between Somanetics Corporation and two executive officers, dated as of June 17, 2008, incorporated by reference to Exhibit 99.1 to the Company s Current Report on Form 8-K, dated June 17, 2008 and filed on June 23, 2008.

10.2 Amended and Restated Employment Agreement between Somanetics Corporation and Dominic J. Spadafore, dated as of June 17, 2008, incorporated by reference to Exhibit 99.2 to the Company s Current Report on Form 8-K, dated June 17, 2008 and filed on June 23, 2008.

10.3 Amended and Restated Employment Agreement between Somanetics Corporation and Bruce J. Barrett, dated as of June 17, 2008, incorporated by reference to Exhibit 99.3 to the Company s Current Report on Form 8-K, dated June 17, 2008 and filed on June 23, 2008.

31.1 Certifications of Chief Executive Officer Pursuant to Rule 13a-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certifications of Chief Financial Officer Pursuant to Rule 13a-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certifications of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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.

	Somanetics Corporation
	(Registrant)
Date: June 30, 2008	By: /s/ William M. Iacona
	William M. Iacona Vice President and Chief Financial Officer, Controller and Treasurer (Duly Authorized and Principal Financial Officer)

EXHIBIT INDEX

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