

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

Form 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2013

OR

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 000-22405

Information Analysis Incorporated

(Exact Name of Registrant as Specified in Its Charter)

Virginia

(State or other jurisdiction of incorporation or organization)

54-1167364

(I.R.S. Employer Identification No.)

11240 Waples Mill Road
Suite 201
Fairfax, Virginia 22030

(703) 383-3000

(Registrant's telephone number, including area code)

Not applicable

(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 No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer (Do not check if a smaller reporting company)	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

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

As of November 8, 2013, 11,201,760 shares of common stock, par value \$0.01 per share, of the registrant were outstanding.

**INFORMATION ANALYSIS INCORPORATED
FORM 10-Q**

Index

Page Number

PART I. FINANCIAL INFORMATION

<u>Item 1. Financial Statements (unaudited except for the balance sheet as of December 31, 2012)</u>	
<u>Balance Sheets as of September 30, 2013 and December 31, 2012</u>	3
<u>Statements of Operations and Comprehensive Income for the three months ended September 30, 2013 and 2012</u>	4
<u>Statements of Operations and Comprehensive (Loss) Income for the nine months ended September 30, 2013 and 2012</u>	5
<u>Statements of Cash Flows for the nine months ended September 30, 2013 and 2012</u>	6
<u>Notes to Financial Statements</u>	7
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	12
<u>Item 4. Controls and Procedures</u>	15

PART II. OTHER INFORMATION

<u>Item 1. Legal Proceedings</u>	16
<u>Item 1A. Risk Factors</u>	16
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	16
<u>Item 3. Defaults Upon Senior Securities</u>	16
<u>Item 5. Other Information</u>	16
<u>Item 6. Exhibits</u>	17
<u>SIGNATURES</u>	18

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

INFORMATION ANALYSIS INCORPORATED
BALANCE SHEETS

	September 30, 2013 (Unaudited)	December 31, 2012 (see Note 1)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 2,272,967	\$ 2,623,016
Accounts receivable, net	2,817,233	738,044
Prepaid expenses and other current assets	639,475	191,406
Notes receivable, current	7,381	2,410
Total current assets	<u>5,737,056</u>	<u>3,554,876</u>
Property and equipment, net	59,687	39,226
Notes receivable, long-term	9,664	3,885
Other assets	6,281	6,281
Total assets	<u>\$ 5,812,688</u>	<u>\$ 3,604,268</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 2,000,066	\$ 111,585
Commissions payable	880,776	806,133
Deferred revenue	596,946	220,424
Accrued payroll and related liabilities	210,105	269,716
Other accrued liabilities	45,631	48,401
Total current liabilities	<u>3,733,524</u>	<u>1,456,259</u>
Stockholders' equity:		
Common stock, par value \$0.01, 30,000,000 shares authorized; 12,844,376 shares issued, 11,201,760 shares outstanding as of September 30, 2013 and December 31, 2012	128,443	128,443
Additional paid-in capital	14,592,923	14,581,475
Accumulated deficit	(11,711,991)	(11,631,698)
Treasury stock, 1,642,616 shares at cost	(930,211)	(930,211)
Total stockholders' equity	<u>2,079,164</u>	<u>2,148,009</u>
Total liabilities and stockholders' equity	<u>\$ 5,812,688</u>	<u>\$ 3,604,268</u>

The accompanying notes are an integral part of the financial statements

INFORMATION ANALYSIS INCORPORATED
STATEMENTS OF OPERATIONS AND
COMPREHENSIVE INCOME
(Unaudited)

	For the three months ended	
	September 30,	
	2013	2012
Revenues:		
Professional fees	\$ 1,017,243	\$ 1,363,421
Software sales	2,200,602	372,354
Total revenues	<u>3,217,845</u>	<u>1,735,775</u>
Cost of revenues:		
Cost of professional fees	510,397	818,926
Cost of software sales	1,951,931	347,011
Total cost of revenues	<u>2,462,328</u>	<u>1,165,937</u>
Gross profit	755,517	569,838
Selling, general and administrative expenses	371,328	388,913
Commission expense	<u>278,474</u>	<u>139,148</u>
Income from operations	105,715	41,777
Other income	<u>2,652</u>	<u>1,645</u>
Income before provision for income taxes	108,367	43,422
Provision for income taxes	<u>--</u>	<u>--</u>
Net income	<u>\$ 108,367</u>	<u>\$ 43,422</u>
Comprehensive income	<u>\$ 108,367</u>	<u>\$ 43,422</u>
Income per common share:		
Basic	<u>\$ 0.01</u>	<u>\$ 0.00</u>
Diluted	<u>\$ 0.01</u>	<u>\$ 0.00</u>
Weighted average common shares outstanding:		
Basic	11,201,760	11,201,760
Diluted	11,211,501	11,214,921

The accompanying notes are an integral part of the financial statements

INFORMATION ANALYSIS INCORPORATED
STATEMENTS OF OPERATIONS AND
COMPREHENSIVE (LOSS) INCOME
(Unaudited)

	For the nine months ended	
	September 30,	
	2013	2012
Revenues:		
Professional fees	\$ 3,097,139	\$ 3,891,417
Software sales	2,555,965	1,792,939
Total revenues	<u>5,653,104</u>	<u>5,684,356</u>
Cost of revenues:		
Cost of professional fees	1,723,820	2,194,556
Cost of software sales	2,257,318	1,670,544
Total cost of revenues	<u>3,981,138</u>	<u>3,865,100</u>
Gross profit	1,671,966	1,819,256
Selling, general and administrative expenses	1,263,875	1,261,325
Commission expense	<u>494,349</u>	<u>490,317</u>
(Loss) income from operations	(86,258)	67,614
Other income	<u>5,965</u>	<u>4,702</u>
(Loss) income before provision for income taxes	(80,293)	72,316
Provision for income taxes	<u>--</u>	<u>--</u>
Net (loss) income	<u>\$ (80,293)</u>	<u>\$ 72,316</u>
Comprehensive (loss) income	<u>\$ (80,293)</u>	<u>\$ 72,316</u>
(Loss) income per common share:		
Basic	<u>\$ (0.01)</u>	<u>\$ 0.01</u>
Diluted	<u>\$ (0.01)</u>	<u>\$ 0.01</u>
Weighted average common shares outstanding:		
Basic	11,201,760	11,199,442
Diluted	11,201,760	11,213,794

The accompanying notes are an integral part of the financial statements

INFORMATION ANALYSIS INCORPORATED
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the nine months ended September 30,	
	2013	2012
Cash flows from operating activities:		
Net (loss) income	\$ (80,293)	\$ 72,316
Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities:		
Depreciation and amortization	18,034	20,714
Stock-based compensation	11,448	5,197
Bad debt expense	--	1,020
Changes in operating assets and liabilities:		
Accounts receivable	(2,079,189)	1,952,541
Prepaid expenses and other current assets	(448,069)	629,113
Accounts payable and accrued expenses	1,826,100	(940,470)
Deferred revenue	376,522	(809,533)
Commissions payable	74,643	114,950
Income taxes	--	(2,800)
Net cash (used in) provided by operating activities	<u>(300,804)</u>	<u>1,043,048</u>
Cash flows from investing activities:		
Capital expenditures	(38,495)	(16,359)
Increase in note receivable	(14,250)	(10,098)
Payments received on note receivable	<u>3,500</u>	<u>14,168</u>
Net cash used in investing activities	<u>(49,245)</u>	<u>(12,289)</u>
Cash flows from financing activities:		
Proceeds from exercise of stock options	<u>--</u>	<u>350</u>
Net cash provided by financing activities	<u>--</u>	<u>350</u>
Net (decrease) increase in cash and cash equivalents	(350,049)	1,031,109
Cash and cash equivalents, beginning of the period	<u>2,623,016</u>	<u>1,280,926</u>
Cash and cash equivalents, end of the period	<u>\$ 2,272,967</u>	<u>\$ 2,312,035</u>
Supplemental cash flow information		
Interest paid	<u>\$ --</u>	<u>\$ --</u>
Income taxes paid	<u>\$ --</u>	<u>\$ 2,800</u>

The accompanying notes are an integral part of the financial statements

INFORMATION ANALYSIS INCORPORATED

NOTES TO FINANCIAL STATEMENTS

1. Basis of Presentation

Information Analysis Incorporated (“IAI”, or the “Company”) was incorporated under the laws of the Commonwealth of Virginia in 1979 to develop and market computer applications software systems, programming services, and related software products and automation systems. The Company provides services to customers throughout the United States, with a concentration in the Washington, D.C. metropolitan area.

The accompanying unaudited financial statements have been prepared in conformity with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and with the instructions for Form 10-Q and Article 8-03 of Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to the rules and regulations of the Securities Exchange Commission. In the opinion of management, the unaudited financial statements include all adjustments necessary (which are of a normal and recurring nature) for the fair and not misleading presentation of the results of the interim periods presented. These unaudited financial statements should be read in conjunction with our audited financial statements for the year ended December 31, 2012 included in the Annual Report on Form 10-K filed by the Company with the Securities and Exchange Commission on March 29, 2013 (the “Annual Report”). The accompanying December 31, 2012 financial information was derived from our audited financial statements included in the Annual Report. The results of operations for any interim period are not necessarily indicative of the results of operations for any other interim period or for a full fiscal year.

The carrying amounts of cash and cash equivalents, accounts receivable, accounts payable, and amounts included in other current assets and current liabilities that meet the definition of a financial instrument approximate fair value because of the short-term nature of these amounts. The carrying amount of notes receivable approximates fair value based on interest rates currently available.

Company sales to departments or agencies of the U.S. federal government are subject to audit by the Defense Contract Audit Agency (“DCAA”), which could result in the renegotiation of amounts previously billed. Because the Company has not entered into any cost plus fixed fee contracts since 1997, management believes there is minimal risk of an audit by DCAA resulting in a material misstatement of previously reported financial statements.

2. Summary of Significant Accounting Policies

Revenue Recognition

The Company earns revenue from both professional services and sales of software and related support. The Company recognizes revenue when a contract has been executed, the contract price is fixed and determinable, delivery of services or products has occurred, and collectability of the contract price is considered probable and can be reasonably estimated. Revenue from professional services is earned under time and materials and fixed-price contracts. For sales of third-party software products, revenue is recognized upon product delivery, with any maintenance related revenues recognized ratably over the maintenance period.

Revenue on time and materials contracts is recognized based on direct labor hours expended at contract billing rates and adding other billable direct costs.

For fixed-price contracts that are based on unit pricing, the Company recognizes revenue for the number of units delivered in any given reporting period.

For fixed-price contracts in which the Company is paid a specific amount to be available to provide a particular service for a stated period of time, revenue is recognized ratably over the service period. The Company applies this method of revenue recognition to renewals of maintenance contracts on third-party software sales from prior years and to separable maintenance elements of sales of third-party software that include fixed terms of maintenance, such as Adobe and MicroFocus software, for which the Company is responsible for “first line support” to the customer and for serving as a liaison between the customer and the third-party maintenance provider for issues the Company is unable to resolve.

2. Summary of Significant Accounting Policies (continued)

The Company reports revenue on both gross and net bases on a transaction by transaction analysis using authoritative guidance issued by the Financial Accounting Standards Board (the "FASB"). The Company considers the following factors to determine the gross versus net presentation: if the Company (i) acts as principal in the transaction; (ii) takes title to the products; (iii) has risks and rewards of ownership, such as the risk of loss for collection, delivery or return; and (iv) acts as an agent or broker (including performing services, in substance, as an agent or broker) with compensation on a commission or fee basis. Generally, sales of third-party software products such as Adobe and Micro Focus products are reported on a gross basis with the Company acting as the principal in these arrangements. This determination is based on the following: 1) the Company has inventory risk as suppliers are not obligated to accept returns, 2) the Company has reasonable latitude, within economic constraints, in establishing price, 3) the Company, in its marketing efforts, frequently aids the customer in determining product specifications, 4) the Company has physical loss and inventory risk as title transfers at the shipping point, 5) the Company bears full credit risk, and 6) the amount the Company earns in the transaction is neither a fixed dollar amount nor a fixed percentage. Generally, revenue derived for facilitating a sales transaction of Adobe products in which a customer introduced by the Company makes a purchase directly from the Company's supplier or another designated reseller is recognized net when the commission payment is received since the Company is merely acting as an agent in these arrangements. Since the Company is not a direct party in the sales transaction, payment by the supplier is the Company's confirmation that the sale occurred.

For software and software-related multiple element arrangements, the Company must: (1) determine whether and when each element has been delivered; (2) determine whether undelivered products or services are essential to the functionality of the delivered products and services; (3) determine the fair value of each undelivered element using vendor-specific objective evidence ("VSOE"), and (4) allocate the total price among the various elements. Changes in assumptions or judgments or changes to the elements in a software arrangement could cause a material increase or decrease in the amount of revenue that the Company reports in a particular period.

The Company determines VSOE for each element based on historical stand-alone sales to third parties or from the stated renewal rate for the elements contained in the initial arrangement. The Company has established VSOE for its third-party software maintenance and support services.

The Company's contracts with agencies of the U.S. federal government are subject to periodic funding by the respective contracting agency. Funding for a contract may be provided in full at inception of the contract, ratably throughout the contract as the services are provided, or subject to funds made available incrementally by legislators. In evaluating the probability of funding for purposes of assessing collectability of the contract price, the Company considers its previous experiences with its customers, communications with its customers regarding funding status, and the Company's knowledge of available funding for the contract or program. If funding is not assessed as probable, revenue recognition is deferred until realization is deemed probable.

Payments received in advance of services performed are recorded and reported as deferred revenue. Services performed prior to invoicing customers are recorded as unbilled accounts receivable and are presented on the Company's balance sheets in the aggregate with accounts receivable.

Notes Receivable

The notes receivable balance consists of two notes issued to non-officer employees of the Company. The first note bears interest compounded at 3.5% per annum and requires equal semi-monthly payments. During the first nine months of 2013, additional principal was advanced to the employee and the note was amended to reflect the new principal, extend the maturity date from July 10, 2015 to January 25, 2017, and the semi-monthly payments were adjusted accordingly. The second note was issued August 8, 2013, bears interest compounded at 3.5%, requires equal semi-monthly payments, and will mature on February 10, 2015.

2. **Summary of Significant Accounting Policies (continued)**

Stock-Based Compensation

Total stock-based compensation expense was \$4,021 and \$1,834 for the quarters ended September 30, 2013 and 2012, respectively, none of which related to options awarded to non-employees. For the nine months ended September 30, 2013 and 2012, total compensation expense was \$11,448 and \$5,197, respectively, of which \$0 and \$550, respectively, related to options awarded to non-employees. The Company estimates the fair value of options granted using the Black-Scholes valuation model to establish the expense. When stock-based compensation is awarded to employees, the expense is recognized ratably over the vesting period. When stock-based compensation is awarded to non-employees, the expense is recognized over the period of performance.

Income Taxes

As of September 30, 2013, there have been no material changes to the Company's uncertain tax position disclosures as provided in Note 7 of the Annual Report. The Company does not anticipate that total unrecognized tax benefits will significantly change prior to September 30, 2014.

3. **Stock-Based Compensation**

There were 32,000 option awards granted to employees and no option awards granted to non-employees in the three months ended September 30, 2013 and there were no option awards granted to employees and no option awards granted to non-employees in the three months ended September 30, 2012. There were 212,000 option awards granted to employees and no option awards granted to non-employees in the nine months ended September 30, 2013 and there were 102,500 option awards granted to employees and 5,000 option awards granted to non-employees in the nine months ended September 30, 2012. The fair values of option awards granted in the three months and nine months ended September 30, 2013 and 2012 were estimated using the Black-Scholes option pricing model using the following assumptions:

	Three Months ended September 30,		Nine Months ended September 30,	
	2013	2012	2013	2012
Risk free interest rate	1.36%	n/a	0.70 – 1.36%	0.75 – 2.31%
Dividend yield	0%	n/a	0%	0%
Expected term	5 years	n/a	5 years	5-10 years
Expected volatility	57.3%	n/a	57.3 - 62.8%	62.8 – 67.9%

The status of the options issued as of September 30, 2013 and changes during the nine months ended September 30, 2013 and 2012 were as follows:

	Options outstanding	
	Number of shares	Weighted average price per share
Balance at December 31, 2012	1,032,500	\$ 0.29
Options granted	160,000	0.16
Options exercised, expired or forfeited	(10,000)	0.15
Balance at March 31, 2013	1,182,500	\$ 0.28
Options granted	20,000	0.18
Options exercised, expired or forfeited	(226,000)	0.22
Balance at June 30, 2013	976,500	\$ 0.29
Options granted	32,000	0.16
Options exercised, expired or forfeited	(7,500)	0.19
Balance at September 30, 2013	1,001,000	\$ 0.29

3. Stock-Based Compensation (continued)

	Options outstanding	
	Number of shares	Weighted average price per share
Balance at December 31, 2011	1,003,000	\$ 0.31
Options granted	65,000	0.15
Options exercised, expired or forfeited	(28,000)	0.36
Balance at March 31, 2012	1,040,000	\$ 0.30
Options granted	42,500	0.15
Options exercised	(5,000)	0.07
Options expired or forfeited	(20,000)	0.20
Balance at June 30, 2012	1,057,500	\$ 0.29
Options exercised, expired or forfeited	(27,000)	0.30
Balance at September 30, 2012	1,030,500	\$ 0.29

The following table summarizes information about options at September 30, 2013:

Options outstanding				Options exercisable			
Total shares	Weighted average exercise price	Weighted average remaining contractual life in years	Aggregate intrinsic value	Total shares	Weighted average exercise price	Weighted average remaining contractual life in years	Aggregate intrinsic value
1,001,000	\$ 0.29	5.73	\$ 3,148	765,750	\$ 0.32	4.61	\$ 2,708

Nonvested stock awards as of September 30, 2013 and changes during the nine months ended September 30, 2013 were as follows:

	Nonvested	
	Number of shares	Weighted average grant date fair value
Balance at December 31, 2012	112,250	\$ 0.08
Granted	160,000	0.08
Vested	(50,000)	0.08
Balance at March 31, 2013	222,250	\$ 0.08
Granted	20,000	0.09
Vested	(39,000)	0.08
Balance at June 30, 2013	203,250	\$ 0.08
Granted	32,000	0.08
Balance at September 30, 2013	235,250	\$ 0.08

As of September 30, 2013 and 2012, unrecognized compensation cost associated with non-vested share-based employee and non-employee compensation totaled \$8,806 and \$4,765, respectively, which are expected to be recognized over weighted average periods of 5 months and 6 months, respectively.

4. Earnings Per Share

Basic earnings per share excludes dilution and is computed by dividing income (loss) available to common shareholders by the weighted-average number of shares outstanding for the period. Diluted income (loss) per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock, except for periods when the Company reports a net income (loss) because the inclusion of such items would be antidilutive.

The following is a reconciliation of the amounts used in calculating basic and diluted net income (loss) per common share.

	<u>Net Income</u>	<u>Shares</u>	<u>Per Share Amount</u>
Basic net income per common share for the three months ended September 30, 2013:			
Loss available to common stockholders	\$ 108,367	11,201,760	\$ 0.01
Effect of dilutive stock options	--	9,741	--
Diluted net income per common share for the three months ended September 30, 2013	\$ 108,367	11,211,501	\$ 0.01
Basic net income per common share for the three months ended September 30, 2012:			
Income available to common stockholders	\$ 43,422	11,201,760	\$ 0.00
Effect of dilutive stock options	--	13,161	--
Diluted net income per common share for the three months ended September 30, 2012	\$ 43,422	11,214,921	\$ 0.00
	<u>Net (Loss) income</u>	<u>Shares</u>	<u>Per Share Amount</u>
Basic net loss per common share for the nine months ended September 30, 2013:			
Loss available to common stockholders	\$ (80,293)	11,201,760	\$ (0.01)
Effect of dilutive stock options	--	--	--
Diluted net loss per common share for the nine months ended September 30, 2013	\$ (80,293)	11,201,760	\$ (0.01)
Basic net income per common share for the nine months ended September 30, 2012:			
Income available to common stockholders	\$ 72,316	11,199,442	\$ 0.01
Effect of dilutive stock options	--	14,352	--
Diluted net income per common share for the nine months ended September 30, 2012	\$ 72,316	11,213,794	\$ 0.01

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary Statement Regarding Forward-Looking Statements

This Form 10-Q contains forward-looking statements regarding our business, customer prospects, or other factors that may affect future earnings or financial results that are subject to the safe harbor created by the Private Securities Litigation Reform Act of 1995. Such statements involve risks and uncertainties which could cause actual results to vary materially from those expressed in the forward-looking statements. Investors should read and understand the risk factors detailed in our Form 10-K for the fiscal year ended December 31, 2012 and in other filings with the Securities and Exchange Commission.

We operate in a rapidly changing environment that involves a number of risks, some of which are beyond our control. This list highlights some of the risks which may affect future operating results. These are the risks and uncertainties we believe are most important for you to consider. Additional risks and uncertainties, not presently known to us, which we currently deem immaterial or which are similar to those faced by other companies in our industry or business in general, may also impair our business operations. If any of the following risks or uncertainties actually occurs, our business, financial condition and operating results would likely suffer. These risks include, among others, the following:

- changes in the funding priorities of the U.S. federal government;
- changes in the way the U.S. federal government contracts with businesses;
- terms specific to U.S. federal government contracts;
- our failure to keep pace with a changing technological environment;
- intense competition from other companies;
- inaccuracy in our estimates of the cost of services and the timeline for completion of contracts;
- non-performance by our subcontractors and suppliers;
- our dependence on key personnel;
- our dependence on third-party software and software maintenance suppliers;
- our failure to adequately integrate businesses we may acquire;
- fluctuations in our results of operations and the resulting impact on our stock price;
- the exercise of outstanding options;
- our failure to adequately protect our intellectual property;
- the limited public market for our common stock; and
- our forward-looking statements and projections may prove to be inaccurate.

In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “should,” “could,” “would,” “expect,” “plans,” “anticipates,” “believes,” “estimates,” “projects,” “predicts,” “intends,” “potential” and similar expressions intended to identify forward-looking statements. These statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties. Given these uncertainties, you should not place undue reliance on these forward-looking statements. We discuss many of these risks in greater detail under the heading “Risk Factors” in Item 1A. Also, these forward-looking statements represent our estimates and assumptions only as of the date of this report. Except as required by law, we assume no obligation to update any forward-looking statements after the date of this report.

Our Business

Founded in 1979, IAI is in the business of modernizing client information systems, developing and maintaining information technology systems, and performing consulting services to government and commercial organizations. We have performed software conversion projects for over 100 commercial and government customers, including Computer Sciences Corporation, IBM, Computer Associates, Sprint, Citibank, U.S. Department of Homeland Security, U.S. Treasury Department, U.S. Department of Agriculture, U.S. Department of Energy, U.S. Army, U.S. Air Force, U.S. Department of Veterans Affairs, and the Federal Deposit Insurance Corporation. Today, we primarily apply our technology, services and experience to legacy software migration and modernization for commercial companies and government agencies, and to developing web-based solutions for agencies of the U.S. federal government.

Two of our customers - both of which are U.S. government agencies with which we contract directly - represent material portions of our revenue. These customers accounted for 55.6% (all software sales) and 10.5% (mostly professional services) of revenue in the third quarter of 2013. These customers accounted for 32.2% and 16.5%, respectively, of revenue in the first nine months of 2013, and one additional customer, a company under which we subcontract for services to a U.S. government agency, accounted for 10.3% of revenue in the first nine months of 2013.

Three Months Ended September 30, 2013 versus Three Months Ended September 30, 2012

Revenue

Our revenues in the third quarter of 2013 were \$3,217,845 compared to \$1,735,775 in 2012, an increase of 85.4%. Professional fees revenue was \$1,017,243 versus \$1,363,421, a decrease of 25.4%, and software product and maintenance revenue was \$2,200,602 versus \$372,354, an increase of 491.0%. The decrease in our professional fees revenue is due to the expiration, near completion, or change of phase of certain contracts, reductions in funding of certain contracts, and variations in the quantity of work completed under contracts where the work is done by customer request. We have recently won renewals on some of our longer-term contracts. The increase in our software product and maintenance revenue was due to a few larger orders, as well as a number of smaller orders that we have won by utilizing some of the auction-style bidding processes now in place for U.S. government agencies. Software product and maintenance sales and associated margins are subject to considerable fluctuation from period to period, based on the product mix sold.

Gross Profit

Gross profit was \$755,517, or 23.5% of revenue in the third quarter of 2013 versus \$569,838, or 32.8% of revenue, in the third quarter of 2012. For the quarter ended September 30, 2013, \$506,846 of the gross margin was attributable to professional fees at a gross margin percentage of 49.8%, and \$248,671 of the gross margin was attributable to software sales at a gross margin percentage of 11.3%. In the same quarter in 2012, we reported gross margins of \$544,495, or 39.9% of sales for professional fees and \$25,343, or 6.8% of sales for software sales. Gross margin on professional fees decreased due to expirations and funding decreases in some contracts, the change of phase of certain contracts, while gross margin as a percentage of sales on professional fees increased due to a spike in our revenue generated from contracts with the U.S. government where we are the prime contractor. Gross margin on software sales increased in terms of dollars and as a percentage of revenue due to the use of new bidding avenues, which has exposed us to new customers and allows us to decide how much margin will be acceptable. Software product sales and associated margins are subject to considerable fluctuation from period to period, based on the product mix sold.

Selling, General and Administrative Expenses

Selling, general and administrative expenses, exclusive of sales commissions, were \$371,328, or 11.5% of revenues, in the third quarter of 2013 versus \$388,913, or 22.4% of revenues, in the third quarter of 2012. These expenses decreased \$17,585, or 4.5%, due largely to decreases in non-billable labor costs and recruiting fees.

Commission expense was \$278,474, or 8.7% of revenues, in the third quarter of 2013 versus \$139,148, or 8.0% of revenues, in the third quarter of 2012. This increase of \$139,326, or 100.1%, is due to the increases in revenue, gross margins, and operating income on commissionable contracts, which drive commission earned at varying rates for each salesperson.

Net Income

Net income for the three months ended September 30, 2013, was \$108,367, or 3.4% of revenue, versus net income of \$43,422, or 2.5% of revenue, for the same period in 2012. The increase is due primarily to increases in software sales, and though professional fees decreased, there was an increase in higher-margin services while lower-margin services decreased.

Nine Months Ended September 30, 2013 versus Nine Months Ended September 30, 2012

Revenue

Our revenues in the nine months ended September 30, 2013 were \$5,653,104 compared to \$5,684,356 in the first nine months of 2012, a decrease of 0.5%. Professional services revenue was \$3,097,139 versus \$3,891,417, a decrease of 20.4%, and software product and maintenance revenue was \$2,555,965 versus \$1,792,939, an increase of 42.6%. The decrease in our professional fees revenue is due to the expiration, near completion, or change of phase of certain contracts, reductions in funding of certain contracts, and variations in the quantity of work completed under contracts where the work is done by customer request. New contracts did not keep pace with the expirations of these contracts. The increase in our software product and maintenance revenue was due to a few larger orders, as well as a number of smaller orders that we have won by utilizing some of the auction-style bidding processes now in place for U.S. government agencies. Software product and maintenance sales and associated margins are subject to considerable fluctuation from period to period, based on the product mix sold.

Gross Profit

Gross profit was \$1,671,966, or 29.6% of revenue in the first nine months of 2013 versus \$1,819,256, or 32.0% of revenue, in the first nine months of 2012. For the nine months ended September 30, 2013, \$1,373,319 of the gross margin was attributable to professional services at a gross margin percentage of 44.3%, and \$298,647 of the gross margin was attributable to software sales at a gross margin percentage of 11.7%. In the same quarter in 2012, we reported gross margins of \$1,696,861, or 43.6% of sales for professional services and \$122,395, or 6.8% of sales for software sales. Gross margin and gross margin as a percentage of sales on professional fees decreased due to expirations and funding decreases in higher margin contracts, the change of phase of certain contracts, and a reduction in the ratio of fixed price per unit billing to hourly billing for our electronic forms professional fees. Gross margin on software sales increased in terms of dollars and as a percentage of revenue due to the use of new bidding avenues, which has exposed us to new customers and allows us to decide how much margin will be acceptable. Software product sales and associated margins are subject to considerable fluctuation from period to period, based on the product mix sold.

Selling, General and Administrative Expenses

Selling, general and administrative expenses, exclusive of sales commissions, were \$1,263,875, or 22.4% of revenues, in the first nine months of 2013 versus \$1,261,325, or 22.2% of revenues, in the first nine months of 2012. These total expenses remained constant despite an increase in selling expenses.

Commission expense was \$494,349, or 8.7% of revenues, in the first nine months of 2013 versus \$490,317, or 8.6% of revenues, in the third quarter of 2012. Commissions are earned by sales personnel based on measurements of revenue, gross margins, or operating income on commissionable contracts at varying rates for each salesperson.

Net (Loss) Income

Net loss for the nine months ended September 30, 2013, was (\$80,293), or (1.4%) of revenue, versus net income of \$72,316, or 1.3% of revenue, for the same period in 2012. The contrast is due to decreases in professional fees, which generally yield higher margins than software sales.

Liquidity and Capital Resources

Our cash and cash equivalents balance, when combined with our cash flow from operations during the first nine months of 2013, were sufficient to provide financing for our operations. Our net cash used in the combination of our operating, investing, and financing activities in the first nine months of 2013 was \$350,049. This net cash used, when subtracted from a beginning balance of \$2,623,016 yielded cash and cash equivalents of \$2,272,967 as of September 30, 2013. Our accounts receivable balances increased \$2,079,189 due to software sales, other current assets increased \$448,069 due primarily to the prepaid expenses associated with the maintenance contracts on those software sales, accounts payable increased \$1,826,100 due again to the software sales increases, and deferred revenue increased \$376,522 due to the maintenance contracts on the software sales. We had no non-current liabilities as of September 30, 2013.

We have a revolving line of credit with a bank providing for demand or short-term borrowings of up to \$1,000,000. The line became effective December 20, 2005, and expires on December 1, 2013. As of September 30, 2013, no amounts were outstanding under this line of credit. At September 30, 2013, \$1,000,000 was available under this line of credit based on our outstanding accounts receivable.

Given our current cash position and operating plan, we anticipate that we will be able to meet our cash requirements for the next twelve months and beyond.

We presently lease our corporate offices on a contractual basis with certain timeframe commitments and obligations. We believe that our existing offices will be sufficient to meet our foreseeable facility requirement. Should we need additional space to accommodate increased activities, management believes we can secure such additional space on reasonable terms.

We have no material commitments for capital expenditures.

We have no off-balance sheet arrangements.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, and people performing similar functions, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of September 30, 2013 (the “Evaluation Date”). Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the Evaluation Date, our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act (i) is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms, and (ii) is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Changes in Internal Controls over Financial Reporting

There were no changes in the Company’s internal control over financial reporting during the quarter ended September 30, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS

“Item 1A. Risk Factors” of our annual report on Form 10-K for the year ended December 31, 2012 includes a discussion of our risk factors. There have been no material changes from the risk factors described in our annual report on Form 10-K for the year ended December 31, 2012.

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

31.1	Certification of Chief Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934
31.2	Certification of Chief Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

In accordance with the requirements of the Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Information Analysis Incorporated
(Registrant)

Date: November 14, 2013

By: /S/ Sandor Rosenberg
Sandor Rosenberg, Chairman of the Board,
Chief Executive Officer,
and President

Date: November 14, 2013

/S/ Richard S. DeRose
Richard S. DeRose, Executive Vice President,
Treasurer, and Chief financial Officer

CERTIFICATIONS

I, Sandor Rosenberg, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Information Analysis Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2013

By: /s/ Sandor Rosenberg
Sandor Rosenberg, Chairman of the Board,
Chief Executive Officer and President

A signed original of this written statement required by Section 302 has been provided to Information Analysis Incorporated and will be retained by Information Analysis Incorporated and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATIONS

I, Richard S. DeRose, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Information Analysis Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2013

By: /s/ Richard S. DeRose

Richard S. DeRose, Executive Vice President,
Treasurer, Chief Financial Officer

A signed original of this written statement required by Section 302 has been provided to Information Analysis Incorporated and will be retained by Information Analysis Incorporated and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), I, Sandor Rosenberg, Chief Executive Officer of Information Analysis Incorporated, a Virginia corporation (the "Company"), do hereby certify, to the best of my knowledge, that:

- 1 the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2013, as filed with the Securities and Exchange Commission on the date hereof, (the "Report") fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2 the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company for the periods presented therein.

Date: November 14, 2013

By: /s/ Sandor Rosenberg
Sandor Rosenberg, Chairman of the Board,
Chief Executive Officer and President

A signed original of this written statement required by Section 906 has been provided to Information Analysis Incorporated and will be retained by Information Analysis Incorporated and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), I, Richard S. DeRose, Chief Financial Officer of Information Analysis Incorporated, a Virginia corporation (the "Company"), do hereby certify, to the best of my knowledge, that:

- 1 the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2013, as filed with the Securities and Exchange Commission on the date hereof, (the "Report") fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2 the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company for the periods presented therein.

Date: November 14, 2013

By: /s/ Richard S. DeRose

Richard S. DeRose, Executive Vice President,
Treasurer, Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Information Analysis Incorporated and will be retained by Information Analysis Incorporated and furnished to the Securities and Exchange Commission or its staff upon request.