FORM 10-K

ABAXIS INC - ABAX

Filed: June 12, 2009 (period: March 31, 2009)

Annual report which provides a comprehensive overview of the company for the past year

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

Form 10-K

(Mark One)

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended March 31, 2009

or

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

Commission File Number 000-19720

ABAXIS, INC.

(Exact name of registrant as specified in its charter)

California	**77-0213001**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*
3240 Whipple Road, Union City, California	**94587**
(Address of principal executive offices)	*(Zip code)*

Registrant's telephone number, including area code:
(510) 675-6500

Securities registered pursuant to Section 12(b) of the Act:

Title of Class	Name of Each Exchange on Which Registered
Common Stock, no par value	The NASDAQ Stock Market, Inc.

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☑

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☑

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 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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 ☐ Accelerated filer ☑ Non-accelerated filer ☐ Smaller reporting company ☐
(Do not check if a smaller reporting company)

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

The aggregate market value of the voting stock held by non-affiliates of Abaxis as of September 30, 2008, the last business day of the second fiscal quarter, was $295,480,000 based upon the closing sale price reported for such date on the NASDAQ Global Market. For purposes of this disclosure, 6,792,000 shares of common stock

held by persons who hold more than 5% of the outstanding shares of registrant's common stock and shares held by executive officers and directors of the registrant have been excluded because such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily conclusive for any other purpose and exclusion of such shares should not be construed to indicate that any such person possesses the power, direct or indirect, to direct or cause the direction of the management or policies of the registrant or that such person is controlled by or under common control with the registrant.

As of June 8, 2009, there were 21,985,000 shares of the Registrant's common stock outstanding.

Abaxis, Inc.
Annual Report on Form 10-K
For The Fiscal Year Ended March 31, 2009

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PART I

FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements within the meaning of Sections 21E of the Securities Exchange Act of 1934, as amended that reflect Abaxis' current view with respect to future events and financial performance. In this report, the words "will," "anticipates," "believes," "expects," "intends," "plans," "future," "projects," "estimates," "would," "may," "could," "should," "might," and similar expressions identify forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties, including but not limited to those discussed below, that could cause actual results to differ materially from historical results or those anticipated. Such risks and uncertainties include, but are not limited to, the market acceptance of our products and the continuing development of our products, regulatory clearance and approvals required by the U.S. Food and Drug Administration ("FDA") and other government approvals, risks associated with manufacturing and distributing our products on a commercial scale, free of defects, risks related to the introduction of new instruments manufactured by third parties, risks associated with entering the human diagnostic market on a larger scale, risks related to the protection of Abaxis' intellectual property or claims of infringement of intellectual property asserted by third parties, risks involved in carrying of inventory, risks associated with the ability to attract, train and retain competent sales personnel, general market conditions and competition.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Abaxis assumes no obligation to update any forward-looking statements as circumstances change. Readers are advised to read this Annual Report on Form 10-K in its entirety, paying careful attention to the risk factors set forth in this and other reports or documents filed by Abaxis from time to time with the Securities and Exchange Commission ("SEC"), particularly the quarterly reports on Form 10-Q and any current reports on Form 8-K, copies of which may be obtained from Abaxis or from the SEC at its website at www.sec.gov.

Item 1. *Business*

GENERAL

Abaxis, Inc. ("Abaxis," "us" or "we") develops, manufactures, markets and sells portable blood analysis systems for use in the human or veterinary patient-care setting to provide clinicians with rapid blood constituent measurements. Abaxis was incorporated in California in 1989. Our principal offices are located at 3240 Whipple Road, Union City, California 94587. Our telephone number is (510) 675-6500 and our Internet address is www.abaxis.com. Our common stock trades on the NASDAQ Global Market under the symbol "ABAX."

OUR INDUSTRY: IN VITRO DIAGNOSTIC TESTING

We believe that a key element of the patient-centered, cost-constrained health care system in the current year and beyond will be the availability of blood analysis systems in the patient care setting that are easily and reliably operated by caregivers and that provide accurate, real time results to enable rapid clinical decisions. The optimal system uses whole blood, has built-in calibration and quality control, provides quick turnaround time, is portable and is low cost. In addition, the optimal near-patient system should be easy to use by people with no special training and capable of transmitting test results instantly to caregivers and patient information management systems.

We have developed a blood analysis system incorporating all of these criteria into a 5.1 kilogram (11.2 pounds) portable analyzer and a series of menu-specific, multi-test single-use reagent discs. The system is essentially a compact portable laboratory that can be easily located near the patient. Each reagent disc is pre-configured with multiple analytes and contains all the reagents necessary to perform a fixed menu of tests. Taking the system to the patient care site instead of shipping the sample to a central laboratory makes blood testing and analysis as easy as measuring the patient's blood pressure, temperature, and heart rate and eliminates the necessity of multiple visits to the doctor's office. Additional advantages of near-patient testing include eliminating errors from sample handling, transcription and transportation. We have adapted this blood analysis system in both the human medical and veterinary markets in order to bring the same advantages to all health care professionals and patients.

ABAXIS PRODUCTS

We manage our business in two operating segments, based on the products sold by market and customer group: (i) the medical market and (ii) the veterinary market. Revenues in the medical market accounted for 23%, 23% and 20% of our total revenues for fiscal 2009, 2008 and 2007, respectively. Revenues in the veterinary market accounted for 70%, 71% and 74% of our total revenues for fiscal 2009, 2008 and 2007, respectively. See Note 15, "Segment Reporting Information," of the Notes to Consolidated Financial Statements for additional financial information about our segments.

Point-of-Care Blood Chemistry Analyzer

Our primary product is a blood analysis system, consisting of a compact portable analyzer and a series of single-use plastic discs, called reagent discs, containing all the chemicals required to perform a panel of up to 14 tests on human patients and 13 tests on veterinary patients. The system can be operated with minimal training and performs multiple routine tests on whole blood, serum or plasma samples. The system provides test results in approximately 12 minutes with the precision and accuracy equivalent to a clinical laboratory analyzer. We manufacture the system in our manufacturing facility in Union City, California and we market our blood chemistry analyzers in both the medical market and in the veterinary market, as described below.

- *Medical Market:* We currently market the blood analysis system in the medical market under the name Piccolo® xpress. Through October 2006, we marketed the blood analysis system in the medical market as the Piccolo®, now referred to as the Piccolo Classic. We continue to support and service our current population of Piccolo xpress and Piccolo Classic chemistry analyzers.
- *Veterinary Market:* We currently market the blood analysis system in the veterinary market under the name VetScan VS2 ®. Through March 2006, we marketed the blood analysis system in the veterinary market as the VetScan ®, now referred to as the VetScan Classic. We continue to support and service our current population of VetScan VS2 and VetScan Classic chemistry analyzers.

Reagent Discs

The reagent discs used with the blood chemistry analyzers are designed to handle almost all technical steps of blood chemistry testing automatically. The discs first separate a whole blood sample into plasma and blood cells, meter the required quantity of plasma and diluent, mix the plasma and diluent, and deliver the mixture to the reagent chambers, called cuvettes, along the disc perimeter. The diluted plasma dissolves and mixes with the reagent beads initiating the chemical reactions, which are monitored by the analyzer. The discs are 8-cm diameter, single-use devices constructed from three ultrasonically welded injection-molded plastic parts. The base and the middle piece create the chambers, cuvettes and passageways for processing the whole blood and mixing plasma with diluent and reagents. The top piece, referred to as the bar code ring, is imprinted with bar codes that contain disc-specific calibration information. In the center of the disc is a plastic diluent container sealed with polyethylene-laminated foil. Spherical lyophilized reagent beads are placed in the cuvettes during disc manufacturing. Upon completion of the analysis, used discs may be placed back into their foil pouches to minimize human contact with blood prior to proper disposal.

To perform a panel of tests, the operator collects a blood sample, then transfers the sample into the reagent disc. The operator places the disc into the analyzer drawer, and enters patient, physician, and operator information. The analyzer spins the disc to separate cells from plasma, meters and mixes plasma with diluent, distributes diluted plasma to the cuvettes, and monitors chemical reactions. In approximately 12 minutes, results are printed or can be transmitted to a patient data management system for inclusion in the patient's medical record. A computer port enables transmission of patient results to external computers for patient data management.

We offer our blood analysis system with a total of 27 diagnostic tests. Our test methods are as follows:

Test Methods		Test Methods	
Alanine aminotransferase	ALT	Lactate dehydrogenase	LD
Albumin	ALB	Magnesium	MG
Alkaline phosphatase	ALP	Phosphorous	PHOS
Amylase	AMY	Potassium	K+
Aspartate aminotransferase	AST	Sodium	NA+
Bile acids	BA	Thyroxine	T_4
Calcium	CA	Total bilirubin	TBIL
Chloride	CL-	Total carbon dioxide	tCO_2
Creatine kinase	CK	Total cholesterol	CHOL
Creatinine	CRE	Total protein	TP
Direct bilirubin	DBIL	Triglycerides	TRIG
Gamma glutamyltransferase	GGT	Urea nitrogen	BUN
Glucose	GLU	Uric acid	UA
High-density lipoprotein cholesterol	HDL		

Twenty-one of these tests are marketed for both the medical and veterinary markets. The tests for BA and T_4 are marketed exclusively in the veterinary market. The tests for DBIL, HDL, LD and TRIG are marketed exclusively in the medical market. We market our reagent products by configuring these 27 test methods in panels that are designed to meet a variety of clinical diagnostic needs. We offer 13 multi-test reagent disc products in the medical market and 8 multi-test reagent disc products in the veterinary market.

The reagent discs offered with our Piccolo chemistry analyzers are as follows:

Piccolo Panels	Description of the Test Panels
Basic Metabolic Panel (CLIA waived)	BUN, CA, CL-, CRE, GLU, K+, NA+, tCO_2.
Basic Metabolic Panel Plus	BUN, CA, CL-, CRE, GLU, K+, LD, MG, NA+, tCO_2.
Comprehensive Metabolic Panel (CLIA waived)	ALB, ALP, ALT, AST, BUN, CA, CL-, CRE, GLU, K+, NA+, TBIL, tCO_2, TP.
Electrolyte Panel (CLIA waived)	CL-, K+, NA+, tCO_2.
General Chemistry 6 (CLIA waived)	ALT, AST, BUN, CRE, GGT, GLU.
General Chemistry 13 (CLIA waived)	ALB, ALP, ALT, AMY, AST, BUN, CA, CRE, GGT, GLU, TBIL, TP, UA.
Hepatic Function Panel	ALB, ALP, ALT, AST, DBIL, TBIL, TP.
Kidney Check (CLIA waived)	BUN, CRE.
Lipid Panel (CLIA waived)	CHOL, CHOL/HDL RATIO, HDL, LDL, TRIG, VLDL.
Lipid Panel Plus (CLIA waived)	ALT, AST, CHOL, CHOL/HDL RATIO, GLU, HDL, LDL, TRIG, VLDL.
Liver Panel Plus (CLIA waived)	ALB, ALP, ALT, AMY, AST, GGT, TBIL, TP.
Metlyte 8 Panel (CLIA waived)	BUN, CK, CL-, CRE, GLU, K+, NA+, tCO_2.
Renal Function Panel (CLIA waived)	ALB, BUN, CA, CL-, CRE, GLU, K+, NA+, PHOS, tCO_2.

"CLIA waived" means the FDA has granted our application to classify the product as having waived status with respect to the Clinical Laboratory Improvement Amendments ("CLIA") of 1988. See "Government Regulation" in this section for additional information on CLIA.

The reagent discs offered with our VetScan chemistry analyzers are as follows:

VetScan Profile	Description of the Test Panels
Avian/Reptilian Profile Plus	ALB, AST, BA, CA, CK, GLOB, GLU, K+, NA+, PHOS, TP, UA.
Comprehensive Diagnostic Profile	ALB, ALP, ALT, AMY, BUN, CA, CRE, GLOB, GLU, K+, NA+, PHOS, TBIL, TP.
Critical Care Plus	ALT, BUN, CL-, CRE, GLU, K+, NA+, tCO_2.
Equine Profile Plus	ALB, AST, BUN, CA, CK, CRE, GGT, GLOB, GLU, K+, NA+, TBIL, tCO_2, TP.
Large Animal Profile	ALB, ALP, AST, BUN, CA, CK, GGT, GLOB, MG, PHOS, TP.
Mammalian Liver Profile	ALB, ALP, ALT, BA, BUN, CHOL, GGT, TBIL.
Prep Profile II	ALP, ALT, BUN, CRE, GLU, TP.
Thyroxine (T4)/Cholesterol Profile	CHOL, T_4.

Hematology

In September 2007, we introduced a veterinary hematology instrument under the name VetScan HM5. The VetScan HM5 offers a 22-parameter complete blood count (CBC) analysis, including a five-part differential cell counter specifically designed for veterinary applications. In May 2004, we introduced a veterinary hematology instrument that offers an 18-parameter CBC analysis, including a three-part white blood cell differential, marketed originally as the VetScan HMII, and is now referred to as the VetScan HM2. We currently purchase the hematology instruments from Diatron Medical Instruments PLC. of Budapest, Hungary. Through April 2004, we marketed a veterinary hematology instrument under the name VetScan HMT. We continue to support and service our current population of VetScan HM5, VetScan HM2, VetScan HMII and VetScan HMT hematology instruments. We also market reagent kits to be used with our hematology instruments which we currently purchase from three suppliers: Clinical Diagnostic Solutions, Inc., Diatron Medical Instruments PLC. and Mallinckrodt Baker BV.

Coagulation

In January 2009, we introduced a veterinary coagulation analyzer under the name VetScan VS*pro*. The VetScan VS*pro* assists in the diagnosis and evaluation of suspected bleeding disorders, toxicity/poisoning, evaluation of Disseminated Intravascular Disease, hepatic disease and monitoring therapy and progression of disease states. The point-of-care coagulation analyzer is offered with a combination assay (PT/aPTT test cartridge) for canine testing. We currently purchase the coagulation analyzers and coagulation reagents from Scandinavian Micro Biodevices APS of Farum, Denmark.

Canine Heartworm Rapid Test

In January 2009, we introduced a canine heartworm rapid test under the name VetScan Canine Heartworm Rapid Test. The VetScan Canine Heartworm Rapid Test is a highly sensitive and specific test for the detection of *Dirofilaria immitis* in canine whole blood, serum or plasma. The lateral flow immunoassay technology in the canine heartworm rapid tests provides immediate results.

Orbos Process

The dry reagents used in our reagent discs are produced using a proprietary technology called the Orbos® Discrete Lyophilization Process (the "Orbos process"). This process allows the production of a precise amount of active chemical ingredient in the form of a soluble bead. The Orbos process involves flash-freezing a drop of liquid reagent to form a solid bead and then freeze-drying the bead to remove water. The Orbos beads are stable in dry form and dissolve rapidly in aqueous solutions. We believe that the Orbos process has broad applications in products where delivery of active ingredients in a stable, pre-metered format is desired. We have licensed the technology underlying the Orbos process to bioMerieux, Inc., Cepheid and GE Healthcare (formerly Amersham Bioscience Corp.). Additionally, we have a supply contract with Becton, Dickinson and Company for products using the Orbos process.

Revenues from these arrangements, however, are unpredictable. We continue to explore potential applications with other companies, although there can be no assurance that we will be able to develop any new applications for the Orbos process.

Future Products

We continue to develop new products that we believe will provide further opportunities for growth in the human medical and veterinary markets. Development of tests for other disc products will be targeted at specific applications based on fulfilling clinical needs.

In April 2009, we submitted an assay for C-Reactive Protein ("CRP") to the FDA for 510(k) clearance. See "Government Regulation" in this section for additional information on 510(k) clearance. We have included this assay on a new reagent, MetLyte Plus CRP, which is currently offered for sale and distribution only outside the United States. CRP is used to identify the presence of inflammation and to monitor response to treatment for such inflammatory disorders with respect to certain types of arthritis, autoimmune disorders and inflammatory bowel disease, or to check for the presence of infection (especially after surgery).

In May 2009, we entered into an exclusive license agreement with Abbott Point of Care Inc., granting us the right to sell and distribute Abbott's i-STAT 1 handheld instrument (i-STAT ® 1 analyzer) and associated consumables (for blood gas, electrolyte, basic blood chemistry and immunoassay testing) in the animal health care market worldwide. Our right to sell and distribute these products is initially non-exclusive, but becomes exclusive in all countries of the world, except for Japan, on November 1, 2009. Our rights in Japan remain non-exclusive for the term of the agreement. The initial term of the agreement ends on December 31, 2014, and after this initial term, our agreement continues automatically for successive one-year periods unless terminated by either party.

CUSTOMERS AND DISTRIBUTION

We market and sell our products worldwide by maintaining direct sales forces and through independent distributors. Our direct sales force is primarily located in the United States. In July 2008, our sales office in Darmstadt, Germany was incorporated as our wholly-owned subsidiary, Abaxis Europe GmbH, to market, promote and distribute diagnostic systems for medical and veterinary uses. Abaxis Europe GmbH provides customer support in a timely manner in response to the growing and increasingly diverse services needs of customers in the European market. Sales and marketing expenses were $24.7 million, $23.7 million and $20.6 million, or 23%, 24% and 24% of our total revenues, in fiscal 2009, 2008 and 2007, respectively. See Note 16, "Revenues by Product Category and Geographic Region and Significant Concentrations," of the Notes to Consolidated Financial Statements for additional financial information by geographic area.

Customers

Depending on the needs of a customer segment, we sell our point-of-care blood analyzer products and reagent discs either directly or through distributors. In the delivery of human or veterinary care, there are many kinds of providers and a multitude of sites where Abaxis products could be used as an alternative to relying on a central laboratory for blood test information, as described below.

Medical Market

We believe that our Piccolo chemistry analyzer, consisting of a menu of 25 reagent test results, is suitable for a wide variety of the human medical market segments. These market segments include military installations (ships, field hospitals and mobile care units), physicians office practices across all specialties, urgent care and walk-in clinics (free-standing or hospital-connected), home care providers (national, regional or local), nursing homes, ambulance companies, oncology treatment clinics, hospital labs and draw stations.

Veterinary Market

We believe that our veterinary reagent product offerings meet a substantial part of the clinical diagnostic needs of veterinarians and the research marketplace. Potential customers for our VetScan products include companion

animal hospitals, animal clinics with mixed practices of small animals, birds and reptiles, equine and bovine practitioners, veterinary emergency clinics, veterinary referral hospitals, universities, government, pharmaceutical companies, biotechnology companies and private research laboratories.

Distribution Within North America

Medical Market

We sell our human-oriented products directly to those customers who serve large human patient populations with employed caregivers such as the military, hospitals and managed care organizations. As a result of health care reform, we anticipate a consolidation of providers with more centralized purchasing of medical products based on the standardization of care and the use of patient outcome studies to influence purchase decisions. We plan to achieve our direct sales objectives by employing highly skilled sales specialists and sales teams to work closely with providers in performing studies to show that the use of the Piccolo blood chemistry analyzer, rather than laboratory alternatives, can provide better outcomes at a lower cost.

Distribution alternatives in the human medical market can contribute to identifying potential customers and introducing the product, but often need the support of our personnel in completing the sale. Product distributors are generally of two types: (i) large companies that primarily serve hospitals, clinics and large health maintenance organizations (HMOs) nationwide using multiple warehouses and extensive transportation systems, and (ii) smaller companies that provide the daily supplies needed by office-based physicians. Large distributors with local and regional companies can service the office-based physicians market segment as well. In the human medical market, national firms sell thousands of products, including furniture, capital equipment, surgical instruments and a myriad of consumables. The smaller companies generally direct their product offerings to those items a physician uses daily in caring for primarily ambulatory patients. These firms also may sell lower priced equipment such as diagnostic instruments, which are used in conjunction with consumable reagents.

We are currently exploring distribution alternatives and may enter into arrangements, where appropriate. We entered into formal distribution agreements with the following distributors to sell and market Piccolo chemistry analyzers and medical reagent discs: National Distribution & Contracting, Inc. in our third quarter of fiscal 2008, McKesson Medical-Surgical Inc. in our first quarter of fiscal 2008, Cardinal Health in our fourth quarter of fiscal 2007, Henry Schein's Medical Group in our first quarter of fiscal 2007 and PSS World Medical, Inc. in our third quarter of fiscal 2006. We are also currently pursuing direct medical sales, where appropriate.

Veterinary Market

Veterinarians are served typically by local distributors, some with national affiliations. We work with various independent distributors to sell our instruments and consumable products. In the United States, we have both regional and national based distributors, which includes, among others, American Veterinary Supply Corp., DVM Resources, IVESCO LLC, Lextron Animal Health, Merritt Veterinary Supplies, Inc., Nelson Laboratories, Penn Veterinary Supply, Inc., TW Medical Veterinary Supply and Western Medical Supply, Inc. In addition to selling through distributors, we directly supply our VetScan products to Veterinary Centers of America (VCA), a large veterinary hospital chain. In fiscal 2009, one distributor in the United States veterinary market, DVM Resources, accounted for 10% of our total worldwide revenues. We depend on our distributors to assist us in promoting our products in the veterinary market, and accordingly, if one or more of our distributors were to stop selling our products in the future, we may experience a temporary sharp decline or delay in our sales revenue until our customers identify another distributor or purchase products directly from us.

We also sell our veterinary products to distributors located in Canada. Our veterinary reagents are sold to various distributors in Canada, which includes Associated Veterinary Purchase, CDMV, Distribution Vie et Sante, Midwest Veterinary Distribution Cooperative Limited, Veterinary Purchasing Company Limited and Western Drug Distribution Center Limited. Currently, we sell our VetScan chemistry analyzers, hematology instruments and coagulation analyzers to one distributor in Canada, Vet Novations.

We intend to enter into arrangements with additional veterinary distributors within North America as well as pursue direct veterinary sales, where appropriate.

Distribution Outside of North America

Our international sales and marketing objectives include identifying and defining the market segments in each country by product and then focusing on specific objectives for each segment in each country. These specific objectives include modification and expansion of distribution and distributor training and monitoring to ensure the attainment of sales goals.

We currently have distributors for our products in the following foreign countries: Afghanistan, Australia, Austria, Bahrain, Belgium, Czech Republic, Denmark, France, Germany, Hong Kong, India, Ireland, Israel, Italy, Japan, Korea, Macao, the Netherlands, New Zealand, the Philippines, Portugal, Romania, Russia, Singapore, South Africa, Spain, Sweden, Switzerland, Turkey, Ukraine, United Arab Emirates and the United Kingdom. Our distributor in each of these countries is responsible for obtaining the necessary approvals to sell our new and existing products.

Revenues in Europe accounted for 13%, 13% and 12% of our total revenues for fiscal 2009, 2008 and 2007, respectively. Revenues in Asia Pacific and rest of the world accounted for 4%, 3% and 4% of our total revenues for fiscal 2009, 2008 and 2007, respectively.

We plan to continue to enter into additional distributor relationships to expand our international distribution base and solidify our international presence.

MANUFACTURING

We manufacture our Piccolo and VetScan chemistry analyzers from our facility located in Union City, California. The VetScan HM2 and HM5 are manufactured by Diatron Medical Instruments PLC. in Budapest, Hungary and are purchased by us as a completed instrument. The VetScan VS*pro* is manufactured by Scandinavian Micro Biodevices APS in Farum, Denmark and is purchased by us as a completed instrument.

Our Piccolo products are regulated under the 1976 Medical Device Amendments to the Food, Drug and Cosmetic Act, which is administered by the FDA. To produce and commercially ship Piccolo products, we must have a license to manufacture medical products in the State of California, where we conduct our principal manufacturing activities, and be registered by the FDA as a medical device manufacturer. Current Good Manufacturing Practice requirements are set forth in the 21 CFR 820 Quality System Regulation. These requirements regulate the methods used in, and the facilities and controls used for the design, manufacture, packaging, storage, installation and servicing of our medical devices intended for human use. Our manufacturing facility is subject to periodic inspections. In addition, various state regulatory agencies may regulate the manufacture of our products. To date, we have complied with the following federal, state, local and international regulatory requirements:

- In April 2001, the State of California Food and Drug Branch granted our manufacturing facility “in compliance” status, based on the regulations for Good Manufacturing Practices for medical devices.
- In May 2001, the State of California Food and Drug Branch granted licensing for our manufacturing facility in Union City, California.
- In May 2002, we received our ISO 9001 certification, expanding our compliance with international quality standards.
- In December 2003, we received ISO 13485 Quality System certification as required by the 2003 European In Vitro Device Directive. This certified our quality system specifically to medical devices.
- In both March 2003 and September 2005, the FDA conducted a facility inspection and verified our compliance with the 21 CFR 820 Regulation.
- In November 2006, we received our recertification to the ISO 13485:2003 Quality System Standard for medical devices.
- In August 2008, the FDA conducted an additional facility inspection to verify our compliance with 21 CFR 820 Regulation.

Although we are not required to comply with all of the government regulations applicable to the human medical market when manufacturing the VetScan products, we intend that all of our manufacturing operations will be compliant with the Quality System Regulation to help ensure product quality and integrity regardless of end use or patient.

In addition to the development of standardized manufacturing processes and quality control programs for the entire manufacturing process, our manufacturing activities are concentrated in the following three primary areas:

- *Point-of-Care Blood Chemistry Analyzer:* The analyzer used in the Piccolo and VetScan systems employs a variety of components designed or specified by us, including a variable speed motor, microprocessors, a liquid crystal display, a printer, a spectrophotometer and other electronic components. These components are manufactured by several third-party vendors that have been qualified and approved by us and then assembled by our contract manufacturers. The components are assembled at our facility in Union City into the finished product and completely tested to ensure that the finished product meets product specifications. The analyzer uses technologically-advanced components, many of which are available only from single source vendors. Currently, we purchase technologically advanced components from a limited number of vendors, including components from Hamamatsu Corporation and PerkinElmer, Inc. and components from a single-source supplier, UDT Sensors (a division of OSI Optoelectronics). We do not have supply agreements with any of these companies and they are not contractually obligated to continue supplying us with components in the quantities or at the prices that such companies have done historically.
- *Reagent Discs:* The molded plastic discs used in the manufacture of the reagent disc are manufactured to our specifications by established injection-molding manufacturers. To achieve the precision required for accurate test results, the discs must be molded to very strict tolerances. To date, we have only qualified two manufacturers, C. Brewer & Co. and Nypro, Inc. to mold the discs. We do not have supply agreements with either of these companies and they are under no contractual obligation to continue supplying us with discs either in the quantities or at the prices that such companies have done historically. We are also working with our suppliers to improve yields and increase capacity on the existing production molds. While we have increased the number of disc molding tools to strengthen and better protect our line of supply, an inability by our injection-molding manufacturers to supply sufficient discs would have a material adverse impact on our results of operations. We assemble the reagent discs by using the molded plastic discs, loading the disc with reagents and then ultrasonically welding together the top and bottom pieces.
- *Reagent Beads:* The reagent discs contain diluent and all the dry reagent chemistry beads necessary to perform blood analyses. We purchase chemicals from third-party suppliers and formulate the raw materials, using proprietary processes, into beads at the proper concentration and consistency to facilitate placement in the reagent disc and provide homogeneous dissolution and mixing when contacted by the diluted plasma. We are dependent on the following companies who are our single source providers of one or more chemicals that we use in the reagent production process: Amano Enzyme USA Co., Ltd., Genzyme Corporation, Kikkoman Corporation Biochemical Division, Microgenics Corporation, Roche Molecular Biochemicals of Roche Diagnostics Corporation, a division of F. Hoffmann-La Roche, Ltd., Sigma Aldrich Inc. and Toyobo Specialties (formerly Shinko American Inc.). We do not have supply agreements with any of these companies and they are under no contractual obligation to continue supplying us in the quantities or at the price such companies have done historically. Although we believe all of the chemicals provided by these companies would be readily available elsewhere and we continue to evaluate vendor sources to protect and improve our lines of supply, the loss of any of these companies as a supplier could materially adversely affect our manufacturing activities and results of operations.

We generally operate with a limited order backlog because our products are typically shipped shortly after orders are received. As a result, product sales in any quarter are generally dependent on orders booked and shipped in that quarter.

MATERIAL RELATIONSHIPS WITH SUPPLIERS AND OTHER THIRD PARTIES

Diatron Messtechnik GmbH. In our November 2003 original equipment manufacturing ("OEM") agreement with Diatron Messtechnik GmbH ("Diatron"), we acquired the exclusive right to distribute Diatron's veterinary

hematology instruments in Australia, Canada, Japan, New Zealand and the United States. The Diatron hematology instruments are currently supplied by Diatron Medical Instruments PLC. Following a prior amendment, in February 2008, the terms of the OEM agreement, with respect to the purchase commitments, were revised. Under the amended OEM agreement, we committed to purchase a minimum number of hematology instruments through fiscal 2009. In August 2008, the Company entered into a purchase order with scheduled shipping terms through January 2009 for the remaining number of hematology instruments to be purchased under the amended OEM agreement. Since August 2008, we have operated entirely on a purchase order basis with Diatron.

Scandinavian Micro Biodevices APS. In October 2008, we entered into an OEM agreement with Scandinavian Micro Biodevices APS ("SMB") to purchase coagulation analyzers and coagulation reagents. In the fourth quarter of fiscal 2009, we started marketing the products and, upon achievement of certain milestones by SMB outlined in our agreement, we will be subject to minimum purchase commitments under the OEM agreement.

Inverness Medical Switzerland GmbH. Effective January 2009, we entered into a license agreement with Inverness Medical Switzerland GmbH ("Inverness"). In our agreement, we licensed co-exclusively certain worldwide patent rights related to lateral flow immunoassay technology in the field of animal health diagnostics in the professional marketplace. The license agreement provides that Inverness shall not grant any future rights, to any third parties under its current lateral flow patent rights in the animal health diagnostics field in the professional marketplace. The license agreement enables us to develop and market products under rights from Inverness to address animal health and laboratory animal research markets.

In exchange for the license rights, we (i) paid an up-front license fee of $5.0 million to Inverness in January 2009, (ii) agreed to pay royalties during the term of the agreement, based solely on sales of products in a jurisdiction country covered by valid and unexpired claims in that jurisdiction under the licensed Inverness patent rights, and (iii) agreed to pay a yearly minimum license fee of between $500,000 to $1.0 million per year, which fee will be creditable against any royalties due during such calendar year. The royalties, if any, are payable through the date of the expiration of the last valid patent licensed under the agreement that includes at least one claim in a jurisdiction covering products we sell in that jurisdiction. The yearly minimum fees are payable starting in fiscal 2011 for so long as we desire to maintain exclusivity under the agreement.

DVM Resources. DVM Resources, one of our distributors of veterinary products in the United States, accounted for 10%, 12% and 15% of our total worldwide revenue in fiscal 2009, 2008 and 2007, respectively.

COMPETITION

Competition in the human and veterinary diagnostic markets is intense. Blood analysis is a well-established field in which there are a number of competitors that have substantially greater financial resources and larger, more established marketing, sales and service organizations than we do. We compete primarily with the following organizations: commercial clinical laboratories, hospitals' clinical laboratories and manufacturers of bench top multi-test blood analyzers and other testing systems that health care providers can use "on-site."

Historically, hospitals and commercial laboratories perform most of the human medical testing, and veterinary specialized commercial laboratories perform most of the veterinary medical testing. We have identified five principal factors that we believe customers typically use to evaluate our products and those of our competitors. These factors are as follows: (i) range of tests offered; (ii) the immediacy of results; (iii) cost effectiveness; (iv) ease of use and (v) reliability of results. We believe that we compete effectively on each of these factors except for the range of tests offered. Clinical laboratories are effective at processing both a wide range and high volumes of discrete tests using skilled technicians and complex equipment. While our current offering of reagent discs cannot provide the same broad range of tests, we believe that in our targeted market segments, our products provide a sufficient breadth of test menus to compete successfully with clinical laboratories given the advantages of our products with respect to the other four factors.

Our principal competitors in the human diagnostic market are Alfa Wassermann S.P.A., i-STAT Corporation (which was purchased by Abbott Laboratories), Johnson & Johnson (including its subsidiary, Ortho-Clinical Diagnostics, Inc.), Kodak (DT60 analyzer), Polymedco, Inc. and F. Hoffmann-La Roche Ltd. (Reflotron system). Our principal competitors in the veterinary diagnostic market are Idexx Laboratories, Inc. and Heska Corporation.

Most of our competitors have significantly greater financial, marketing, sales and technical and other resources than we do. In particular, many of our competitors have large sales forces and well-established distribution channels. Consequently, we are developing our distribution network and expanding our direct sales force in order to compete in these markets.

GOVERNMENT REGULATION

U.S. Food and Drug Administration Clearance

Our Piccolo products are regulated under the 1976 Medical Device Amendment to the Food, Drug and Cosmetic Act, which is administered by the FDA. The FDA has classified our Piccolo products as "Class I" and "Class II" devices. These classifications require us to submit to the FDA a pre-market notification form or 510(k). The FDA uses the 510(k) to substantiate product claims that are made by medical device manufacturers prior to marketing. In our 510(k) notification, we must, among other things, establish that the product we plan to market is "substantially equivalent" to (1) a product that was on the market prior to the adoption of the 1976 Medical Device Amendment or (2) a product that the FDA has previously cleared under the 510(k) process.

The FDA review process of a 510(k) notification can last anywhere from three to six months, and the FDA must issue a written order finding "substantial equivalence" before a company can market a medical device. As of March 31, 2009, we have received market clearance from the FDA for our Piccolo system and 25 reagent tests that we have on 13 reagent discs. We are currently developing additional tests that we will have to clear with the FDA through the 510(k) notification procedures. These new test products are crucial for our success in the human medical market. If we do not receive 510(k) clearance for a particular product, we will not be able to market that product in the United States, which could harm our future sales.

Clinical Laboratory Improvements Act Regulations

Our Piccolo products are also affected by the CLIA of 1988. The CLIA are intended to insure the quality and reliability of all medical testing in the United States regardless of where the tests are performed. The current CLIA regulations divide laboratory tests into three categories: "waived," "moderately complex" and "highly complex." Many of the tests performed using the Piccolo system are in the "moderately complex" category. This category requires that any location in which testing is performed be certified as a laboratory. Hence, we can only sell some Piccolo products to customers who meet the standards of a laboratory. To receive "laboratory" certification, a testing facility must be certified by the Centers for Medicare and Medicaid Services. After the testing facility receives a "laboratory" certification, it must then meet the CLIA regulations. Because we can only sell some Piccolo products to testing facilities that are certified "laboratories," the market for some products is correspondingly constrained.

We can currently offer the following Piccolo reagent discs as waived tests to the medical market: Basic Metabolic Panel, Comprehensive Metabolic Panel, Electrolyte Panel, General Chemistry 6, General Chemistry 13, Kidney Check, Lipid Panel, Lipid Panel Plus, Liver Panel Plus, MetLyte 8 Panel and Renal Function Panel. Waived status permits untrained personnel to run the Piccolo chemistry analyzer using these tests; thus, extending the sites (doctors' offices and other point-of-care environments) that can use the Piccolo chemistry analyzer. Although we are engaged in an active program to test and apply for CLIA waivers for additional analytes, we cannot assure you that we will successfully receive CLIA waived status from the FDA for other products. Consequently, for the reagent discs that have not received CLIA waived status, the market for our Piccolo products may be confined to those testing facilities that are certified as "laboratories" and our growth can be limited accordingly.

Other Regulations

We are subject to a variety of federal, state, local and international regulations regarding the manufacture and sale of our diagnostic products. In addition, as we continue to sell in foreign markets, we may have to obtain

additional governmental clearances in those markets. Foreign certifications that we have received include the following, among others:

- In December 2003, we received certification from the British Standards Institute to the ISO 13485:1996 Quality System standard for medical devices. This quality system certification, along with successful completion of product testing to 2003 European standards and the translation of Piccolo product documentation into the required languages, enabled us to meet the compliance requirements of the CE Mark and the 2003 European In Vitro Device Directive.
- In September 2005, we received the Canadian Medical Device Conformity Assessment System stamp on our ISO 13485 certificate to signify compliance with Health Canada regulations.
- In March 2006, we received our certification to the 2003 version of the ISO 13485 Quality System standard for medical devices.
- In November 2006, we received our recertification to the ISO 13485:2003 Quality System Standard for medical devices.

As we continue to sell in foreign markets, we may have to obtain additional governmental clearances in those markets. The government regulations for our medical and veterinary products vary. We cannot predict what impact, if any, such current or future regulatory changes would have on our business.

RESEARCH AND DEVELOPMENT

Research and development activities are focused on the following: developing new immunoassay tests, clinical trials, preparation of submission for CLIA waived status on new test methods and product improvements and enhancement of existing products. Our research and development expenses, which consist of salaries and benefits, consulting expenses and materials were $8.4 million, $7.0 million and $6.2 million, or 8%, 7% and 7% of our total revenues, in fiscal 2009, 2008 and 2007, respectively.

PATENTS AND PROPRIETARY TECHNOLOGIES

We have pursued the development of a patent portfolio to protect our proprietary technology. Our policy is to file patent applications to protect technology, inventions and improvements that are important to the development of our business. We also rely upon trade secrets, know-how, continuing technological innovations and licensing opportunities to develop and maintain competitive position. As of March 31, 2009, 41 patent applications have been filed on our behalf with the United States Patent and Trademark Office, of which 30 patents have been issued and 29 patents are currently active. Our active U.S. patents have expiration dates ranging from June 2010 to January 2024. In addition, we have 81 issued and active international patents and 15 international applications pending.

EMPLOYEES

As of March 31, 2009, we employed 339 full-time employees distributed across the following divisions: 47 in research and development; 139 in manufacturing operations; and 153 in sales, general and administrative. None of our employees are covered by a collective bargaining agreement and we consider our relations with our employees to be good.

INFORMATION AVAILABLE TO INVESTORS

We make available, free of charge on or through our Internet address located at www.abaxis.com our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. In addition, copies of our reports, proxy statements and other information filed electronically with the SEC may be accessed at http://www.sec.gov. The public may also read and copy any materials filed with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. This information may also be obtained by calling the SEC at 1-800-SEC-0330, by sending an electronic message to the SEC at publicinfo@sec.gov or by sending a fax to the SEC at 1-202-777-1027.

Item 1A. ***Risk Factors***

RISK FACTORS THAT MAY AFFECT OUR PERFORMANCE

Our future performance is subject to a number of risks. If any of the following risks actually occur, our business could be harmed and the trading price of our common stock could decline. In evaluating our business, you should carefully consider the following risks in addition to the other information in this Annual Report on Form 10-K. We note these factors for investors as permitted by the Private Securities Litigation Reform Act of 1995. It is not possible to predict or identify all such factors and, therefore, you should not consider the following risks to be a complete statement of all the potential risks or uncertainties that we face.

We are not able to predict sales in future quarters and a number of factors affect our periodic results, which makes our quarterly operating results less predictable.

We are not able to accurately predict our sales in future quarters. Our revenue in the medical and veterinary markets is derived primarily by selling to distributors who resell our products to the ultimate user. While we are better able to predict sales of our reagent discs, as we sell these discs primarily for use with blood chemistry analyzers that we sold in prior periods, we generally are unable to predict with much certainty sales of our blood chemistry analyzers, as we typically sell our blood chemistry analyzers to new users. Accordingly, our sales in any one quarter are not indicative of our sales in any future period.

We generally operate with a limited order backlog, because we ship our products shortly after we receive the orders from our customers. As a result, our product sales in any quarter are generally dependent on orders that we receive and ship in that quarter. We base our expense levels, which are to a large extent fixed, in part on our expectations as to future revenues. We may be unable to reduce our spending in a timely manner to compensate for any unexpected revenue shortfall. As a result, any such shortfall would immediately materially and adversely impact our operating results and financial condition.

The sales cycle for our products can fluctuate, which may cause revenue and operating results to vary significantly from period to period. We believe this fluctuation is due primarily to (i) seasonal patterns in the decision making processes by our independent distributors and direct customers, (ii) inventory or timing considerations by our distributors and (iii) on the purchasing requirements of the U.S. Military to acquire our products. Accordingly, we believe that period to period comparisons of our results of operations are not necessarily meaningful.

In the future, our periodic operating results may vary significantly depending on, but not limited to, a number of factors, including:

- new product announcements made by us or our competitors;
- changes in our pricing structures or the pricing structures of our competitors;
- our ability to develop, introduce and market new products on a timely basis;
- our manufacturing capacities and our ability to increase the scale of these capacities;
- the mix of product sales between our blood chemistry analyzers and our reagent disc products;
- the amount we spend on research and development; and
- changes in our strategy.

We would fail to achieve anticipated revenue if the market does not accept our products.

We believe that our core compact blood chemistry analyzer product differs substantially from current blood chemistry analyzers on the market. Our primary competition is from centralized laboratories that offer a greater number of tests than our products, but do so at a greater overall cost and require more time. We also compete with other point-of-care analyzers that cost more, require more maintenance and offer a narrower range of tests. However, these point-of-care analyzers are generally marketed by larger companies which have greater resources for sales and marketing, in addition to a recognized brand name and established distribution relationships.

In the human medical market, we have relatively limited experience in large-scale sales of our Piccolo blood chemistry analyzers. Although we believe that our blood chemistry analyzers offer consumers many advantages, including substantial cost savings according to our analyses, in terms of implementation of the actual product, these advantages involve changes to current standard practices, such as using large clinical laboratories that will require changes in both the procedures and mindset of care providers. The human medical market in particular is highly regulated, structured, difficult to penetrate and often slow to adopt new product offerings. If we are unable to convince large numbers of medical clinics, hospitals and other point-of-care environments of the benefits of our Piccolo blood chemistry analyzers and our other products, we will suffer lost sales and could fail to achieve anticipated revenue.

Historically, in the veterinary market, we have marketed our VetScan systems through both direct sales and distribution channels to veterinarians. We continue to develop new animal blood tests to expand our product offerings and we cannot be assured that these tests will be accepted by the veterinary market.

We rely on patents and other proprietary information, the loss of which would negatively affect our business.

As of March 31, 2009, 41 patent applications have been filed on our behalf with the United States Patent and Trademark Office ("USPTO"), of which 30 patents have been issued and 29 patents are currently active. Additionally, we have filed several international patent applications covering the same subject matter as our domestic applications. The patent position of any medical device manufacturer, including us, is uncertain and may involve complex legal and factual issues. Consequently, we may not be issued any additional patents, either domestically or internationally. Furthermore, our patents may not provide significant proprietary protection because there is a chance that they will be circumvented or invalidated. We cannot be certain that we were the first creator of the inventions covered by our issued patents or pending patent applications, or that we were the first to file patent applications for these inventions, because (1) the USPTO maintains all patent applications that are not filed in any foreign jurisdictions in secrecy until it issues the patents (unless a patent application owner files a request for publication) and (2) publications of discoveries in the scientific or patent literature tend to lag behind actual discoveries by several months. We may have to participate in interference proceedings, which are proceedings in front of the USPTO, to determine who will be issued a patent. These proceedings could be costly and could be decided against us.

We also rely upon copyrights, trademarks and unpatented trade secrets. Others may independently develop substantially equivalent proprietary information and techniques that would undermine our proprietary technologies. Further, others may gain access to our trade secrets or disclose such technology. Although we require our employees, consultants and advisors to execute agreements that require that our corporate information be kept confidential and that any inventions by these individuals are property of Abaxis, there can be no assurance that these agreements will provide meaningful protection or adequate remedies for our trade secrets in the event of unauthorized use or disclosure of such information. The unauthorized dissemination of our confidential information would negatively impact our business.

We must increase sales of our Piccolo and VetScan products or we may not be able to increase profitability.

As of March 31, 2009, we had retained earnings of $9.0 million. Our ability to continue to be profitable and to increase profitability will depend, in part, on our ability to increase our sales volumes of our Piccolo and VetScan products. Increasing the sales volume of our products will depend upon, among other things, our ability to:

- continue to improve our existing products and develop new and innovative products;
- increase our sales and marketing activities;
- effectively manage our manufacturing activities; and
- effectively compete against current and future competitors.

We cannot assure you that we will be able to successfully increase our sales volumes of our products to sustain or increase profitability.

We must continue to develop our sales, marketing and distribution experience in the human diagnostic market or our business will not grow.

Although we have gained experience marketing our VetScan products in the veterinary diagnostic market, we have limited sales, marketing and distribution experience with our Piccolo chemistry analyzers in the human diagnostic market. Accordingly, we cannot assure you that:

- we will be able to establish and maintain effective distribution arrangements in the human diagnostic market;
- any distribution arrangements that we are able to establish will be successful in marketing our products; or
- the costs associated with sales, marketing and distributing our products will not be excessive.

Should we fail to effectively develop our sales, marketing and distribution efforts, our growth will be limited and our results of operations will be adversely affected.

We could fail to achieve anticipated revenue if we experience problems related to the manufacture of our blood chemistry analyzers.

We manufacture our blood chemistry analyzers at our manufacturing facility in Union City, California. During fiscal 2008, we experienced problems related to the manufacture of our new blood chemistry analyzer, which were primarily related to difficulties and delays in obtaining certain key components that we purchase from various suppliers. These manufacturing problems were primarily related to quality control issues for key components that we obtain from our suppliers and to design issues of the key components required in our blood chemistry analyzer. Our difficulties in obtaining an adequate amount of quality components for the manufacture of our blood chemistry analyzer had a materially adverse impact on our sales of VetScan chemistry analyzers in fiscal 2008. We believe that we have taken appropriate steps to resolve these issues, including securing quality parts from our suppliers, but there can be no assurance that our efforts to resolve these manufacturing difficulties will continue to prove to be successful or that similar manufacturing problems will not arise in the future. If we are unable to prevent similar problems from occurring in the future, we may not be able to manufacture sufficient quantities to meet anticipated demand and, therefore, will not be able to effectively market and sell our blood chemistry analyzers; accordingly, our revenue and business would be materially adversely affected.

We may inadvertently produce defective products, which may subject us to significant warranty liabilities or product liability claims and we may have insufficient product liability insurance to pay material uninsured claims.

Our business exposes us to potential warranty and product liability risks which are inherent in the testing, manufacturing and marketing of human and veterinary medical products. We strive to apply sophisticated methods to raw materials and produce defect-free medical test equipment. Although we have established procedures for quality control on both the raw materials that we receive from suppliers and our manufactured final products, these procedures may prove inadequate to detect a defect that occurs in limited quantities, that we have not anticipated or otherwise. Our Piccolo and VetScan chemistry analyzers may be unable to detect all errors which could result in the misdiagnosis of human or veterinary patients.

Should we inadvertently manufacture and ship defective products, we may be subject to substantial claims under our warranty policy or product liability laws. In addition, our policy is to credit medical providers for any defective product that we produce, including those reagent discs that are rejected by our Piccolo and VetScan chemistry analyzers. Therefore, even if a mass defect within a lot or lots of reagent discs were detected by our Piccolo and VetScan chemistry analyzers, the replacement of such reagent discs free of charge would be costly and could materially harm our financial condition. Further, in the event that a product defect is not detected in our Piccolo chemistry analyzer, our relatively recent expansion into the human medical market greatly increases the risk that the amount of damages involved with just one product defect would be material to our operations. We currently maintain limited product liability insurance that we believe is adequate for our current needs, taking into

account the risks involved and cost of coverage. However, our product liability insurance and cash may be insufficient to cover potential liabilities. In addition, in the future the coverage that we require may be unavailable on commercially reasonable terms, if at all. Even with our current insurance coverage, a mass product defect, product liability claim or recall could subject us to claims above the amount of our coverage and would materially adversely affect our business and our financial condition.

We must effectively train and integrate the members of our sales team in order to achieve our anticipated revenue or expand our business.

Many of our sales personnel directly involved in the sales and marketing activities of our products have been employed by us for a limited period of time. In addition, we experience significant turnover in our sales and marketing personnel. If we are to increase our direct sales, particularly in the human medical market, we will need to train new sales personnel and supervise our sales team closely. We also will continue hiring additional sales personnel. If we are unable to retain our existing personnel, or attract and train additional qualified personnel, our growth in the medical market may be limited due to our lack of resources to market our products.

We need to successfully manufacture and market additional reagent discs for the human diagnostic market if we are to compete in that market.

We have developed a blood analysis system that consists of a portable blood analyzer and single-use reagent discs. Each reagent disc performs a series of standard blood tests. We believe that it is necessary to develop additional series of reagent discs with various tests for use with the Piccolo and VetScan chemistry analyzers. Historically, we have developed reagent discs suitable for the human medical and veterinary diagnostic markets. We have received 510(k) clearances from the U.S. Food and Drug Administration ("FDA") for 25 test methods in the human medical market. These tests are included in standard tests for which the medical community receives reimbursements from third-party payors such as health maintenance organizations ("HMOs") and Medicare. We may not be able to successfully manufacture or market these reagent discs. Our failure to meet these challenges will materially adversely affect our operating results and financial condition.

We rely primarily on distributors to sell our products and we rely on sole distributor arrangements in a number of countries. Our failure to successfully develop and maintain these relationships could adversely affect our business.

We sell our medical and veterinary products primarily through a limited number of distributors. As a result, we are dependent upon these distributors to sell our products and to assist us in promoting and creating a demand for our products. We operate on a purchase order basis with the distributors and the distributors are under no contractual obligation to continue carrying our products. Further, many of our distributors may carry our competitors' products, and may promote our competitors' products over our own products.

We depend on a number of distributors in the United States who distribute our VetScan products. Our largest distributor in the United States, DVM Resources, accounted for 10% and 12% of our total worldwide revenues for fiscal 2009 and 2008, respectively. We depend on our distributors to assist us in promoting our products in the veterinary market, and accordingly, if one or more of our distributors were to stop selling our products in the future, we may experience a temporary sharp decline or delay in our sales revenue until our customers identify another distributor or purchase products directly from us.

In the United States medical market, we depend on a few distributors for our Piccolo products. We entered into formal distribution agreements with the following distributors to sell and market Piccolo chemistry analyzers and medical reagent discs: National Distribution & Contracting, Inc. in our third quarter of fiscal 2008, McKesson Medical-Surgical Inc. in our first quarter of fiscal 2008, Cardinal Health in our fourth quarter of fiscal 2007, Henry Schein's Medical Group in our first quarter of fiscal 2007 and PSS World Medical, Inc. in our third quarter of fiscal 2006. We depend on these distributors to assist us in promoting market acceptance of our Piccolo chemistry analyzers.

Internationally, we rely on only a few distributors for our products in both the medical and veterinary diagnostic markets. In the first quarter of fiscal 2008 we terminated our distributor agreement with T. Chatani & Co.,

Ltd. ("T. Chatani") in Japan. T. Chatani had agreed to continue to service Abaxis customers, which included selling our reagent discs and hematology reagent kits, for a limited period, which ended during the fourth quarter of fiscal 2008. In October 2007, we signed an exclusive distribution agreement with Central Scientific Commerce, Inc. ("CSC") to distribute the complete line of our medical and veterinary products in Japan. In the third quarter of fiscal 2008, CSC began the process of registering our new instruments, the VetScan VS2, VetScan HM5 and Piccolo xpress in Japan. The registration process was completed in the first quarter of fiscal 2009, and consequently, CSC can begin to import and market our instruments along with our reagent discs and kits. However, we cannot assure you that our new distribution relationship with CSC will be as successful as our prior distribution arrangement, or at all. Furthermore, an inability of, or any delays by, our distributor in receiving the necessary approvals for our new or other products can adversely impact our revenues in Japan.

We currently rely on distributors that carry either our medical or veterinary products in the following countries: Afghanistan, Australia, Austria, Bahrain, Belgium, Canada, Czech Republic, Denmark, France, Germany, Hong Kong, India, Ireland, Israel, Italy, Japan, Korea, Macao, the Netherlands, New Zealand, the Philippines, Portugal, Romania, Russia, Singapore, South Africa, Spain, Sweden, Switzerland, Turkey, Ukraine, the United Arab Emirates, the United Kingdom and the United States. Our distributors in each of these countries are responsible for obtaining the necessary approvals to sell our new and existing products. These distributors may not be successful in obtaining proper approvals for our new and existing products in their respective countries, and they may not be successful in marketing our products. We plan to continue to enter into additional distributor relationships to expand our international distribution base and solidify our international presence. However, we may not be successful in entering into additional distributor relationships on favorable terms, or at all. In addition, our distributors may terminate their relationship with us at any time. Historically, we have experienced a high degree of turnover among our international distributors. This turnover makes it difficult for us to establish a steady distribution network overseas. Consequently, we may not be successful in marketing our Piccolo and VetScan products internationally.

We depend on limited or sole suppliers for several key components in our products, many of whom we have not entered into contractual relationships with and failure of our suppliers to provide the components to us could harm our business.

We use several key components that are currently available from limited or sole sources as discussed below:

- *Reagent Discs:* Two injection-molding manufacturers, C. Brewer & Co. and Nypro, Inc., currently make the molded plastic discs which, when loaded with reagents and welded together, form our reagent disc products. We believe that only a few manufacturers are capable of producing these discs to the narrow tolerances that we require. To date, we have only qualified these two manufacturers to manufacture the molded plastic discs.
- *Reagent Chemicals:* We currently depend on the following single source vendors for some of the chemicals that we use to produce the dry reagent chemistry beads that are either inserted in our reagent discs or sold as stand-alone products: Amano Enzyme USA Co., Ltd., Genzyme Corporation, Kikkoman Corporation Biochemical Division, Microgenics Corporation, Roche Molecular Biochemicals of Roche Diagnostics Corporation, a division of F. Hoffmann-La Roche, Ltd., Sigma Aldrich Inc. and Toyobo Specialties (formerly Shinko American Inc.).
- *Blood Chemistry Analyzer Components:* Our blood analyzer products use several technologically-advanced components that we currently purchase from a limited number of vendors, including components from Hamamatsu Corporation and PerkinElmer, Inc. and components from a single-source supplier, UDT Sensors (a division of OSI Optoelectronics). Our analyzers also use a printer that is primarily made by Seiko North America Corporation. The loss of the supply of any of these components could force us to redesign our blood chemistry analyzers.
- *Hematology Instruments and Reagents:* Our hematology instruments are manufactured by Diatron Medical Instruments PLC. in Hungary and are purchased by us as a completed instrument. In addition, to date, we have qualified only three suppliers to produce the reagents for our hematology instruments: Clinical Diagnostic Solutions, Inc., Diatron Medical Instruments PLC. and Mallinckrodt Baker BV.

- *Coagulation Analyzers and Reagents:* Our coagulation analyzers and reagents are manufactured by Scandinavian MicroBiodevices APS in Denmark and are purchased by us as completed products.

We operate on a purchase order basis with all of the suppliers of our molded plastic reagent discs, reagent chemicals, blood chemistry analyzer components, hematology instruments and hematology reagents and, therefore, these suppliers are under no contractual obligation to supply us with their products or to do so at specified prices. Although we believe that there may be potential alternate suppliers available for these critical components, to date we have not qualified additional vendors beyond those referenced above and cannot assure you we would be able to enter into arrangements with additional vendors on favorable terms, or at all.

Because we are dependent on a limited number of suppliers and manufacturers for critical components to our products, we are particularly susceptible to any interruption in the supply of these products or the viability of our assembly arrangements. The loss of any one of these suppliers or a disruption in our manufacturing arrangements could materially adversely affect our business and financial condition.

We may not be able to compete effectively with larger, more established entities or their products, or with future organizations or future products, which could cause our sales to decline.

Blood analysis is a well-established field in which there are a number of competitors that have substantially greater financial resources and larger, more established marketing, sales and service organizations than we do. We compete with the following organizations:

- commercial clinical laboratories;
- hospitals' clinical laboratories; and
- manufacturers of bench top multi-test blood analyzers and other testing systems that health care providers can use "on-site" (a listing of our competitors is listed below).

Historically, hospitals and commercial laboratories performed most human diagnostic testing, and commercial laboratories performed most veterinary medical testing. We have identified five principal factors that we believe customers typically use to evaluate our products and those of our competitors. These factors include:

- range of tests offered;
- immediacy of results;
- cost effectiveness;
- ease of use; and
- reliability of results.

We believe that we compete effectively on each of these factors except for the range of tests offered. Clinical laboratories are effective at processing large panels of tests using skilled technicians and complex equipment. While our current offering of reagent discs cannot provide the same broad range of tests, we believe that in certain markets our products provide a sufficient breadth of test menus to compete successfully with clinical laboratories given the advantages of our products with respect to the other four factors. In addition, we cannot assure you that we will continue to be able to compete effectively on cost effectiveness, ease of use, immediacy of results or reliability of results. We also cannot assure you that we will ever be able to compete effectively on the basis of range of tests offered.

Competition in the human and veterinary diagnostic markets is intense. Our principal competitors in the human diagnostic market are Alfa Wassermann S.P.A., i-STAT Corporation (which was purchased by Abbott Laboratories), Johnson & Johnson (including its subsidiary, Ortho-Clinical Diagnostics, Inc.), Kodak (DT60 analyzer), Polymedco, Inc. and F. Hoffman-La Roche (Reflotron system). Our principal competitors in the veterinary diagnostic market are Idexx Laboratories, Inc. and Heska Corporation. Most of our competitors have significantly larger product lines to offer and greater financial and other resources than we do. In particular, many of our competitors have large sales forces and well-established distribution channels. Consequently, we must develop our distribution channels and significantly improve our direct sales force in order to compete in these markets.

Changes in third-party payor reimbursement regulations can negatively affect our business.

By regulating the maximum amount of reimbursement they will provide for blood testing services, third-party payors, such as HMOs, pay-per-service insurance plans, Medicare and Medicaid, can indirectly affect the pricing or the relative attractiveness of our human testing products. For example, the Centers for Medicare and Medicaid Services (the "CMS") set the level of reimbursement of fees for blood testing services for Medicare beneficiaries. If third-party payors decrease the reimbursement amounts for blood testing services, it may decrease the amount that physicians and hospitals are able to charge patients for such services. Consequently, we would need to charge less for our products. If the government and third-party payors do not provide for adequate coverage and reimbursement levels to allow health care providers to use our products, the demand for our products will decrease.

We are subject to numerous governmental regulations and regulatory changes are difficult to predict and may be damaging to our business.

Need for FDA Certification for Our Medical Device Products

Our Piccolo products are regulated under the 1976 Medical Device Amendments to the Food, Drug and Cosmetic Act, which is administered by the FDA. The FDA has classified our Piccolo products as "Class I" and "Class II" devices. These classifications require us to submit to the FDA a pre-market notification form or 510(k). The FDA uses the 510(k) to substantiate product claims that are made by medical device manufacturers prior to marketing. In our 510(k) notification, we must, among other things, establish that the product we plan to market is "substantially equivalent" to (1) a product that was on the market prior to the adoption of the 1976 Medical Device Amendment or (2) a product that the FDA has previously cleared under the 510(k) process.

The FDA review process of a 510(k) notification can last anywhere from three to six months, and the FDA must issue a written order finding "substantial equivalence" before a company can market a medical device. As of March 31, 2009, we have received market clearance from the FDA for our Piccolo chemistry analyzer and 25 reagent tests that we have on 13 reagent discs. We are currently developing additional tests that we will have to clear with the FDA through the 510(k) notification procedures. These new test products are crucial for our success in the human medical market. If we do not receive 510(k) clearance for a particular product, we will not be able to market that product in the United States, which could harm our future sales.

Need to Comply with Manufacturing Regulations

The 1976 Medical Device Amendment also requires us to manufacture our Piccolo products in accordance with Good Manufacturing Practices guidelines. Current Good Manufacturing Practice requirements are set forth in the 21 CFR 820 Quality System Regulation. These requirements regulate the methods used in, and the facilities and controls used for the design, manufacture, packaging, storage, installation and servicing of our medical devices intended for human use. Our manufacturing facility is subject to periodic inspections. In addition, various state regulatory agencies may regulate the manufacture of our products. To date, we have complied with the following federal, state, local and international regulatory requirements:

- In April 2001, the State of California Food and Drug Branch granted our manufacturing facility "in compliance" status, based on the regulations for Good Manufacturing Practices for medical devices.
- In May 2001, the State of California Food and Drug Branch granted licensing for our manufacturing facility in Union City, California.
- In May 2002, we received our ISO 9001 certification, expanding our compliance with international quality standards.
- In December 2003, we received ISO 13485 Quality System certification as required by the 2003 European In Vitro Device Directive. This certified our quality system specifically to medical devices.
- In both March 2003 and September 2005, the FDA conducted a facility inspection and verified our compliance with the 21 CFR 820 Regulation.

- In November 2006, we received our recertification to the ISO 13485:2003 Quality System Standard for medical devices.
- In August 2008, the FDA conducted an additional facility inspection to verify our compliance with 21 CFR 820 Regulation.

We cannot assure you that we will successfully pass the latest FDA inspection or any re-inspection by the FDA or the State of California. In addition, we cannot assure you that we can comply with all current or future government manufacturing requirements and regulations. If we are unable to comply with the regulations, or if we do not pass routine inspections, our business and results of operations will be materially adversely affected.

Effects of the Clinical Laboratory Improvement Amendments on Our Products

Our Piccolo products are also affected by the Clinical Laboratory Improvement Amendments (the "CLIA") of 1988. The CLIA are intended to insure the quality and reliability of all medical testing in the United States regardless of where the tests are performed. The current CLIA regulations divide laboratory tests into the following three categories:

- waived;
- moderately complex; and
- highly complex.

Many of the tests performed using the Piccolo chemistry analyzer are in the "moderately complex" category. This category requires that any location in which testing is performed be certified as a laboratory. Hence, we can only sell some Piccolo products to customers who meet the standards of a laboratory. To receive "laboratory" certification, a testing facility must be certified by the CMS. After the testing facility receives a "laboratory" certification, it must then meet the CLIA regulations. Because we can only sell some Piccolo products to testing facilities that are certified "laboratories," the market for some products is correspondingly constrained.

We can currently offer the following Piccolo reagent discs as waived tests to the medical market: Basic Metabolic Panel, Comprehensive Metabolic Panel, Electrolyte Panel, General Chemistry 6, General Chemistry 13, Kidney Check, Lipid Panel, Lipid Panel Plus, Liver Panel Plus, MetLyte 8 Panel and Renal Function Panel. Waived status permits untrained personnel to run the Piccolo chemistry analyzer using these tests; thus, extending the sites (doctors' offices and other point-of-care environments) that can use the Piccolo chemistry analyzer. Although we are engaged in an active program to test and apply for CLIA waivers for additional analytes, we cannot assure you that we will successfully receive CLIA waived status from the FDA for other products. Consequently, for the reagent discs that have not received CLIA waived status, the market for our Piccolo products may be confined to those testing facilities that are certified as "laboratories" and our growth can be limited accordingly.

Need to Comply with Various Federal, State, Local and International Regulations

Federal, state, local and international regulations regarding the manufacture and sale of health care products and diagnostic devices may change. In addition, as we continue to sell in foreign markets, we may have to obtain additional governmental clearances in those markets. Foreign certifications that we have received include the following, among others:

- In December 2003, we received certification from the British Standards Institute to the ISO 13485:1996 Quality System standard for medical devices. This quality system certification, along with successful completion of product testing to 2003 European standards and the translation of Piccolo product documentation into the required languages, enabled us to meet the compliance requirements of the CE Mark and the 2003 European In Vitro Device Directive.
- In September 2005, we received the Canadian Medical Device Conformity Assessment System stamp on our ISO 13485 certificate to signify compliance with Health Canada regulations.
- In March 2006, we received our certification to the 2003 version of the ISO 13485 Quality System Standard for medical devices.

- In November 2006, we received our recertification to the ISO 13485:2003 Quality System Standard for medical devices.

We cannot predict what impact, if any, such current or future regulatory changes would have on our business. We may not be able to obtain regulatory clearances for our products in the United States or in foreign markets, and the failure to obtain these regulatory clearances will materially adversely affect our business and results of operations.

Although we believe that we will be able to comply with all applicable regulations of the FDA and of the State of California, including the Quality System Regulation, current regulations depend on administrative interpretations. Future interpretations made by the FDA, CMS or other regulatory bodies may adversely affect our business.

We have incurred and may continue to incur, in future periods, significant share-based compensation charges under SFAS No. 123(R), which may adversely affect our reported financial results.

Effective April 1, 2006, we adopted Statement of Financial Accounting Standards No. 123 (revised 2004), "Share-Based Payment" ("SFAS No. 123(R)"), issued by the Financial Accounting Standards Board, which requires the measurement of all share-based payments to employees, using a fair-value-based method and the recording of such expense in our results of operations. The fair value of restricted stock unit awards used in our expense recognition method is measured based on the number of shares granted and the closing market price of our common stock on the date of grant. Such value is recognized as an expense, net of an estimated forfeiture rate, for those shares over the corresponding requisite service period. Since fiscal 2007, we granted restricted stock unit awards annually to employees based on the following time-based vesting schedule over a four-year period: five percent vesting after the first year; additional ten percent after the second year; additional 15 percent after the third year; and the remaining 70 percent after the fourth year of continuous employment. During fiscal 2007, 2008 and 2009, share-based compensation expense related to restricted stock units had a material impact on our earnings per share and on our financial statements and we expect that it will continue to adversely impact our reported results of operations, particularly in the fourth year of vesting for the restricted stock unit awarded to employees. As of March 31, 2009, our unrecognized compensation expense related to restricted stock unit awards granted to employees and directors to date totaled $12.9 million, which is expected to be recognized over a weighted average period of 2.16 years.

We depend on key members of our management and scientific staff and, if we fail to retain and recruit qualified individuals, our ability to execute our business strategy and generate sales would be harmed.

We are highly dependent on the principal members of our management and scientific staff. The loss of any of these key personnel, including in particular Clinton H. Severson, our President, Chief Executive Officer and Chairman of our Board of Directors, might impede the achievement of our business objectives. We may not be able to continue to attract and retain skilled and experienced marketing, sales and manufacturing personnel on acceptable terms in the future because numerous medical products and other high technology companies compete for the services of these qualified individuals. We currently do not maintain key man life insurance on any of our employees.

We are subject to increasingly complex requirements from recent legislation requiring companies to evaluate internal control over financial reporting.

Rules adopted by the Securities and Exchange Commission pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 require an assessment of internal control over financial reporting by our management and an attestation of the effectiveness of our internal controls over financial reporting by an independent registered public accounting firm. We have an ongoing program to perform the assessment, testing and evaluation to comply with these requirements and we expect to continue to incur significant expenses for Section 404 compliance on an ongoing basis.

Our management assessed the effectiveness of our internal control over financial reporting as of our fiscal years ended March 31, 2009 and 2008. Although we received an unqualified opinion on our consolidated financial statements for the fiscal years ended March 31, 2009 and 2008, and on the effectiveness of our internal control over

financial reporting as of March 31, 2009 and 2008, we cannot predict the outcome of our testing in future periods. In the event that our internal controls over financial reporting are not effective as defined under Section 404, or any failure to implement required new or improved controls, or difficulties encountered in implementation could harm operating results or prevent us from accurately reporting financial results or cause a failure to meet our reporting obligations in the future. If management cannot assess internal control over financial reporting is effective, or our independent registered public accounting firm is unable to provide an unqualified attestation report on such assessment, investor confidence and our share value may be negatively impacted.

We may need additional funding in the future and these funds may not be available to us.

We believe that our existing capital resources, available line of credit and anticipated revenue from the sales of our products will be adequate to satisfy our currently planned operating and financial requirements through the next 12 months, although no assurances can be given. The terms of our line of credit contain a number of covenants concerning financial tests that we must meet, and these tests are more fully explained in Note 8 of the Notes to Consolidated Financial Statements contained in this Annual Report on Form 10-K.

Further, we expect to incur incremental additional costs to support our future operations, including:

- further commercialization of our products and development of new test methods to allow us to further penetrate the human diagnostic market and the veterinary diagnostic market;
- our need to acquire capital equipment for our manufacturing facilities, which includes the ongoing costs related to the continuing development of our current and future products;
- research and design costs related to the continuing development of our current and future products; and
- additional pre-clinical testing and clinical trials for our current and future products.

To the extent that our existing resources and anticipated revenue from the sale of our products are insufficient to fund our activities or if we are unable to meet the financial covenants of our line of credit, we may have to raise additional funds from the issuance of public or private securities. In the event that we cannot maintain compliance with these financial covenants, we may also be subject to increased interest rate expenses. We may not be able to raise additional funding, or if we are able to, we may not be able to raise funding on acceptable terms. We may also dilute then-existing shareholders if we raise additional funds by issuing new equity securities. Alternately, we may have to relinquish rights to certain of our technologies, products and/or sales territories if we are required to obtain funds through arrangements with collaborative partners. If we are unable to raise needed funds, we may be required to curtail our operations significantly. This would materially adversely affect our operating results and financial condition.

We must comply with strict and potentially costly environmental regulations or we could pay significant fines.

We are subject to stringent federal, state and local laws, rules, regulations and policies that govern the use, generation, manufacture, storage, air emission, effluent discharge, handling and disposal of certain materials and wastes. In particular, we are subject to laws, rules and regulations governing the handling and disposal of biohazardous materials used in the development and testing of our products. Our costs to comply with applicable environmental regulations consist primarily of handling and disposing of human and veterinary blood samples for testing (whole blood, plasma, serum). Although we believe that we have complied with applicable laws and regulations in all material respects and have not been required to take any action to correct any noncompliance, we may have to incur significant costs to comply with environmental regulations if our manufacturing to commercial levels continues to increase. In addition, if a government agency determines that we have not complied with these laws, rules and regulations, we may have to pay significant fines and/or take remedial action that would be expensive and we do not carry environmental-related insurance coverage.

Our facilities and manufacturing operations are vulnerable to natural disasters and other unexpected losses; system failures or delays may harm our business.

Our success depends on the efficient and uninterrupted operation of our manufacturing operations, which are co-located with our corporate headquarters in Union City, California. A failure of manufacturing operations, be it in the development and manufacturing of our Piccolo or VetScan blood chemistry analyzers or the reagent discs used in the blood chemistry analyzers, could result in our inability to supply customer demand.

We do not have a backup facility to provide redundant manufacturing capacity in the event of a system failure. Accordingly, if our location in Union City, California experienced a system failure or regulatory problem that temporarily shuts down our manufacturing facility, our manufacturing ability would become unavailable until we were able to bring an alternative facility online, a process which could take several weeks or even months. These manufacturing operations are also vulnerable to damage from earthquakes, fire, floods, power loss, telecommunications failures, break-ins and similar events. Although we carry property and business interruption insurance, our coverage may not be adequate to compensate us for all losses that may occur. Additionally, our computer servers may be vulnerable to computer viruses, physical or electronic break-ins and similar disruptions.

Fluctuations in foreign exchange rates and the possible lack of financial stability in foreign countries could prevent overseas sales growth.

Our international sales are currently primarily U.S. dollar-denominated. As a result, an increase in the value of the U.S. dollar relative to foreign currencies could make our products less competitive in international markets. For the limited amount of our sales denominated in local currencies, we are subject to fluctuations in exchange rates between the U.S. dollar and the particular local currency. A strong U.S. dollar, when compared to local currencies in Asia, excluding the Japanese yen, may negatively impact our revenue. Our operating results could also be adversely affected by the seasonality of international sales and the economic conditions of our overseas markets.

Our operating results could be materially affected by unanticipated changes in our tax provisions or exposure to additional income tax liabilities.

Our determination of our tax liability (like any company's determination of its tax liability) is subject to review by applicable tax authorities. Any adverse outcome of such a review could have an adverse effect on our operating results and financial condition. In addition, the determination of our provision for income taxes and other tax liabilities requires significant judgment including our determination of whether a valuation allowance against deferred tax assets is required. Although we believe our estimates and judgments are reasonable, the ultimate tax outcome may differ from the amounts recorded in our financial statements and may materially affect our financial results in the period or periods for which such determination is made.

Our stock price is highly volatile and investing in our stock involves a high degree of risk, which could result in substantial losses for investors.

The market price of our common stock, like the securities of many other medical products companies, fluctuates over a wide range, and will continue to be highly volatile in the future. During the quarter ended March 31, 2009, the closing sale prices of our common stock on the NASDAQ Global Market ranged from $13.50 to $18.85 per share and the closing sale price for our quarter ended March 31, 2009 was $17.24 per share. During the last eight fiscal quarters ended March 31, 2009, our stock price closed at a high of $39.74 on December 24, 2007 and a low of $10.28 on October 27, 2008. Many factors may affect the market price of our common stock, including:

- fluctuation in our operating results;
- announcements of technological innovations or new commercial products by us or our competitors;
- changes in governmental regulation in the United States and internationally;
- prospects and proposals for health care reform;
- governmental or third-party payors' controls on prices that our customers may pay for our products;

- developments or disputes concerning our patents or our other proprietary rights;
- product liability claims and public concern as to the safety of our devices or similar devices developed by our competitors; and
- general market conditions.

Because our stock price is so volatile, investing in our common stock is highly risky. A potential investor must be able to withstand the loss of his entire investment in our common stock.

Our shareholders rights plan and our ability to issue preferred stock may delay or prevent a change of control of Abaxis.

Our shareholder rights plan, adopted by our board of directors on April 22, 2003, may make it more difficult for a third party to acquire, or discourage a third party from attempting to acquire control of, Abaxis. The shareholder rights plan could limit the price that investors might be willing to pay in the future for shares of our common stock.

In addition, our board of directors has the authority to issue up to 5,000,000 shares of preferred stock and to determine the price, rights, preferences, privileges and restrictions, including voting rights, of those shares without any further vote or action by the shareholders, except to the extent required by NASDAQ rules. The issuance of preferred stock, while providing flexibility in connection with possible financings or acquisitions or other corporate purposes, could have the effect of making it more difficult for a third party to acquire a majority of our outstanding voting stock.

Item 1B. ***Unresolved Staff Comments***

Not applicable.

Item 2. ***Properties***

We occupy approximately 91,124 square feet of office, research and development and manufacturing space in a building in Union City, California. The lease agreement is for ten years and commenced in January 2001. We have an option to extend the lease for five additional years. Starting April 2009, we also sublease approximately 25,705 square feet in Union City, California to support warehousing and distribution efforts pursuant to a sublease that expires in fiscal 2012. In Darmstadt, Germany, we lease approximately 5,800 square feet of office space, under a lease that commenced in September 2007 and expires in fiscal 2013. We believe that our existing facilities are adequate to meet our current requirements, and that we will be able to obtain additional facilities space on commercially reasonable terms, if and when they are required.

Item 3. ***Legal Proceedings***

We are involved from time to time in various litigation matters in the normal course of business. While the outcome of these proceedings and claims cannot be predicted with certainty, we believe that the ultimate resolution of these matters will not have a material effect on our financial position or results of operations.

Item 4. ***Submission of Matters to a Vote of Security Holders***

No matters were submitted to a vote of our security holders during the quarter ended March 31, 2009.

PART II

Item 5. ***Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

Market Information for Common Stock

Our common stock is traded on the NASDAQ Global Market under the symbol "ABAX." The following table sets forth the quarterly high and low intra-day per share sales prices for the common stock from April 1, 2007 through March 31, 2009 as reported on the NASDAQ Global Market:

	Prices			
	Fiscal 2009		Fiscal 2008	
	High	Low	High	Low
Quarter ended June 30	$ 30.62	$ 22.74	$ 27.00	$ 20.50
Quarter ended September 30	24.80	17.81	22.89	17.54
Quarter ended December 31	20.43	10.17	40.00	22.07
Quarter ended March 31	19.49	13.24	38.09	20.83

As of June 8, 2009, there were 21,985,000 shares of our common stock outstanding, held by 145 shareholders of record.

We did not repurchase any of our equity securities during the fourth quarter of fiscal 2009.

Dividends

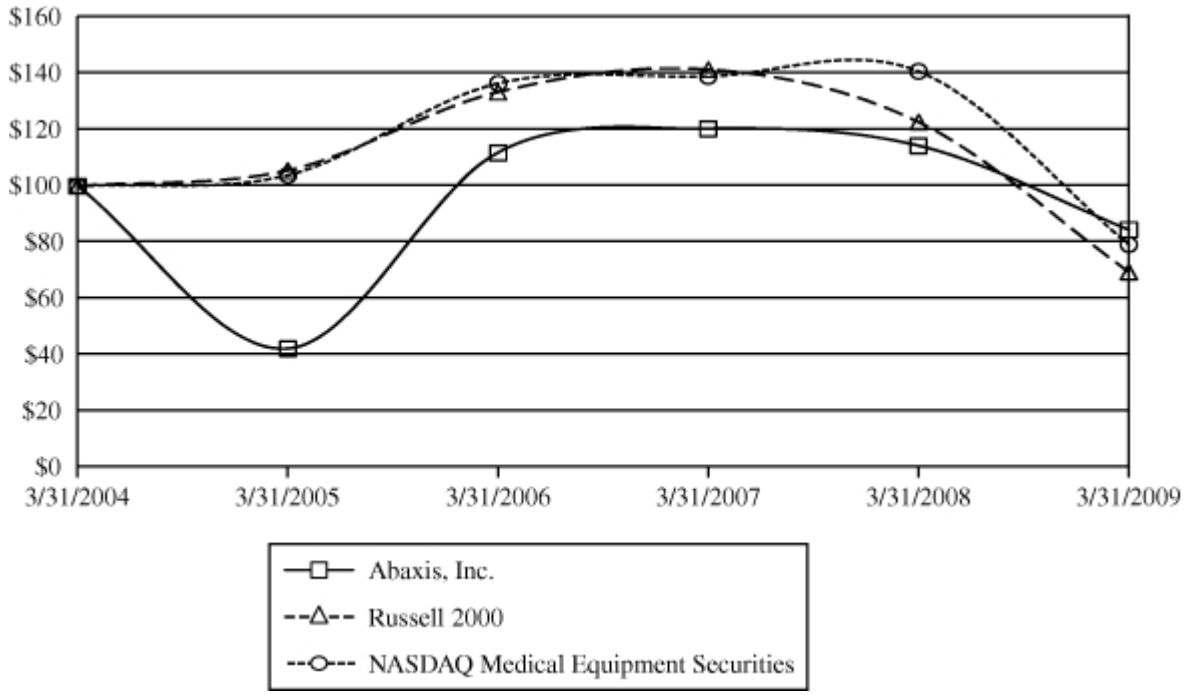
Under our debt agreements, we are restricted from paying aggregate cash dividends on our capital stock in excess of 50% of our net income on an annual basis. We have not paid cash dividends on our common stock and do not anticipate paying cash dividends in the foreseeable future.

Stock Performance Graph[1]

The graph below compares the cumulative total shareholder return on an investment in our common stock, the Russell 2000 Index and the NASDAQ Medical Equipment Securities Index over the past five year period ended March 31, 2009. The shareholder return shown on the graph below is not necessarily indicative of future performance, and we do not make or endorse any predictions as to future shareholder returns.

The graph assumes the investment of $100 on March 31, 2004 in our common stock, the Russell 2000 Index and the NASDAQ Medical Equipment Securities Index and assumes dividends, if any, are reinvested. No dividends have been declared on our common stock to date.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN
Among Abaxis, Inc., the Russell 2000 Index
and the NASDAQ Medical Equipment Securities Index



	3/31/2004	3/31/2005	3/31/2006	3/31/2007	3/31/2008	3/31/2009
Abaxis, Inc.	$ 100.00	$ 43.55	$ 111.61	$ 119.93	$ 114.03	$ 84.84
Russell 2000	$ 100.00	$ 105.41	$ 132.66	$ 140.50	$ 122.23	$ 70.13
NASDAQ Medical Equipment Securities	$ 100.00	$ 103.84	$ 135.67	$ 138.07	$ 139.82	$ 79.71

1 This section is not "soliciting material," is not deemed "filed" with the Securities and Exchange Commission and is not to be incorporated by reference in any filing of Abaxis under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language contained in any such filing.

Item 6. ***Selected Financial Data***

The following selected consolidated financial data is qualified by reference to and should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and with the consolidated financial statements, related notes thereto and other financial information included elsewhere in this Annual Report on Form 10-K.

	Year Ended March 31,				
	2009(1)	2008(1)	2007(1)	2006	2005
	(In thousands, except per share data)				
Consolidated Statements of Operations Data:					
Revenues	$ 105,562	$ 100,551	$ 86,221	$ 68,928	$ 52,758
Cost of revenues	46,937	45,507	39,362	30,075	24,811
Gross profit	58,625	55,044	46,859	38,853	27,947
Operating expenses:					
Research and development	8,361	6,966	6,180	6,127	5,150
Sales and marketing	24,712	23,689	20,569	16,219	10,820
General and administrative	7,757	6,681	5,735	5,775	4,881
Total operating expenses	40,830	37,336	32,484	28,121	20,851
Income from operations	17,795	17,708	14,375	10,732	7,096
Interest and other income (expense), net	1,271	2,096	1,774	787	269
Income before income tax provision	19,066	19,804	16,149	11,519	7,365
Income tax provision	7,053	7,301	6,076	4,044	2,514
Net income	$ 12,013	$ 12,503	$ 10,073	$ 7,475	$ 4,851
Net income per share:					
Basic net income per share	$ 0.55	$ 0.58	$ 0.49	$ 0.37	$ 0.25
Diluted net income per share	$ 0.54	$ 0.56	$ 0.46	$ 0.35	$ 0.22
Shares used in the calculation of net income per share:					
Weighted average common shares outstanding — basic	21,826	21,499	20,643	19,985	19,696
Weighted average common shares outstanding — diluted	22,324	22,261	21,846	21,492	21,662

(1) On April 1, 2006, we adopted Statement of Financial Accounting Standards No. 123 (revised 2004), "Share-Based Payment" and included share-based compensation for employee share-based awards in our consolidated statements of operations.

	As of March 31,				
	2009	2008	2007	2006	2005
	(In thousands)				
Consolidated Balance Sheet Data:					
Cash and cash equivalents	$ 49,237	$ 17,219	$ 10,183	$ 10,164	$ 5,776
Short-term investments	20,776	6,991	35,028	20,372	16,858
Working capital	101,815	52,500	74,517	49,949	38,744
Long-term investments	4,886	35,463	—	—	—
Total assets	140,711	120,903	102,715	83,078	71,009
Long-term liabilities	2,270	2,161	2,167	1,679	1,629
Total shareholders' equity	126,892	104,649	87,812	71,038	61,667

Item 7. ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

The following discussion and analysis should be read in conjunction with our consolidated financial statements and related notes thereto included elsewhere in this Annual Report on Form 10-K. This discussion may contain forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results and the timing of selected events could differ materially from those anticipated in these forward-looking statements as a result of several factors, including those set forth under Item 1A. "Risk Factors" and elsewhere in this Annual Report on Form 10-K.

BUSINESS OVERVIEW

Abaxis, Inc. develops, manufactures, markets and sells portable blood analysis systems for use in the human or veterinary patient-care setting to provide clinicians with rapid blood constituent measurements. Our primary product is a blood analysis system, consisting of a compact portable analyzer and a series of single-use plastic discs, called reagent discs, containing all the chemicals required to perform a panel of up to 14 tests on human patients and 13 tests on veterinary patients. We manufacture the system in our manufacturing facility in Union City, California and we market our blood chemistry analyzers in both the medical market and in the veterinary market, as described below.

- *Medical Market:* We currently market the blood analysis system in the medical market under the name Piccolo® xpress. Through October 2006, we marketed the blood analysis system in the medical market as the Piccolo®, now referred to as the Piccolo Classic. We continue to support and service our current population of Piccolo xpress and Piccolo Classic chemistry analyzers.
- *Veterinary Market:* We currently market the blood analysis system in the veterinary market under the name VetScan VS2 ®. Through March 2006, we marketed the blood analysis system in the veterinary market as the VetScan ®, now referred to as the VetScan Classic. We continue to support and service our current population of VetScan VS2 and VetScan Classic chemistry analyzers.

In September 2007, we introduced a veterinary hematology instrument under the name VetScan HM5. The VetScan HM5 offers a 22-parameter complete blood count (CBC) analysis, including a five-part differential cell counter specifically designed for veterinary applications. In May 2004, we introduced a veterinary hematology instrument that offers an 18-parameter CBC analysis, including a three-part white blood cell differential, marketed originally as the VetScan HMII, and is now referred to as the VetScan HM2. We currently purchase the hematology instruments from Diatron Medical Instruments PLC. of Budapest, Hungary. Through April 2004, we marketed a veterinary hematology instrument under the name VetScan HMT. We continue to support and service our current population of VetScan HM5, VetScan HM2, VetScan HMII and VetScan HMT hematology instruments. We also market reagent kits to be used with our hematology instruments which we currently purchase from three suppliers: Clinical Diagnostic Solutions, Inc., Diatron Medical Instruments PLC. and Mallinckrodt Baker BV.

In July 2008, our sales office in Darmstadt, Germany was incorporated as Abaxis Europe GmbH to market, promote and distribute diagnostic systems for medical and veterinary uses. As a result, Abaxis Europe GmbH became a wholly-owned subsidiary of Abaxis. The subsidiary was formed to provide customer support in a timely manner in response to the growing and increasingly diverse services needs of customers in the European market.

In January 2009, we introduced a veterinary coagulation analyzer under the name VetScan VS*pro*. The VetScan VS*pro* assists in the diagnosis and evaluation of suspected bleeding disorders, toxicity/poisoning, evaluation of Disseminated Intravascular Disease, hepatic disease and monitoring therapy and progression of disease states. The point-of-care coagulation analyzer is offered with a combination assay (PT/aPTT test cartridge) for canine testing. We currently purchase the coagulation analyzers and coagulation reagents from Scandinavian Micro Biodevices APS of Farum, Denmark.

In January 2009, we introduced a canine heartworm rapid test under the name VetScan Canine Heartworm Rapid Test. The VetScan Canine Heartworm Rapid Test is a highly sensitive and specific test for the detection of *Dirofilaria immitis* in canine whole blood, serum or plasma. The lateral flow immunoassay technology in the canine heartworm rapid tests provides immediate results.

Our sales for any future periods are not predictable with a significant degree of certainty, and may depend on a number of factors outside of our control, including but not limited to inventory or timing considerations by our distributors. We generally operate with a limited order backlog because our products are typically shipped shortly after orders are received. As a result, product sales in any quarter are generally dependent on orders booked and shipped in that quarter. Our expense levels, which are to a large extent fixed, are based in part on our expectations of future revenues. Accordingly, we may be unable to adjust spending in a timely manner to compensate for any unexpected revenue shortfall. As a result, any such shortfall would negatively affect our operating results and financial condition. In addition, our sales may be adversely impacted by pricing pressure from competitors. Our ability to be consistently profitable will depend, in part, on our ability to increase the sales volumes of our Piccolo and VetScan products and to successfully compete with other competitors. We believe that period to period comparisons of our results of operations are not necessarily meaningful indicators of future results.

CRITICAL ACCOUNTING POLICIES, ESTIMATES AND JUDGMENTS

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States and pursuant to the rules and regulations of the Securities and Exchange Commission. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and revenues and expenses during the reporting period. On an on-going basis, we evaluate our estimates and the sensitivity of these estimates to deviations in the assumptions used in making them. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. However, there can be no assurance that our actual results will not differ from these estimates.

We have identified the policies below as critical because they are not only important to understanding our financial condition and results of operations, but also because application and interpretation of these policies requires both judgment and estimates of matters that are inherently uncertain and unknown. Accordingly, actual results may differ materially from our estimates. The impact and any associated risks related to these policies on our business operations are discussed below. For a more detailed discussion on the application of these and other accounting policies, see the Notes to Consolidated Financial Statements included in this Annual Report on Form 10-K.

Revenue Recognition and Deferred Revenue. Our primary customers are distributors and direct customers in both the medical and veterinary markets. Revenues from product sales, net of estimated sales allowances and rebates, are recognized when (i) evidence of an arrangement exists, (ii) upon shipment of the products to the customer, (iii) the sales price is fixed or determinable and (iv) collection of the resulting receivable is reasonably assured. Rights of return are not provided.

We recognize revenue associated with extended maintenance agreements ratably over the life of the contract. Amounts collected in advance of revenue recognition are recorded as a current or non-current liability based on the time from the balance sheet date to the future date of revenue recognition. We provide incentives in the form of free goods or extended maintenance agreements to customers in connection with the sale of our instruments. Revenues from such sales are allocated separately to the instruments and incentives based on the relative fair value of each element. Revenues allocated to incentives are deferred until the goods are shipped to the customer or are recognized ratably over the life of the maintenance contract. At March 31, 2009, 2008 and 2007, the current portion of deferred revenue balances was $1.0 million, $807,000 and $917,000, respectively, and the non-current portion of deferred revenue balances was $1.6 million, $1.1 million and $1.2 million, respectively. The fluctuation in balances is due to the types of customer incentives programs offered during the period and depends on when the free goods are shipped to the customer and the maintenance period of the maintenance agreements.

We periodically offer trade-in programs to customers for trading in an existing instrument to purchase a new instrument and we will either provide incentives in the form of free goods or reduce the sales price of the instrument. These incentives in the form of free goods are recorded according to the policies described above.

Distributor and Customer Rebates. We offer distributor pricing rebates and customer incentives from time to time. The distributor pricing rebates are offered to distributors upon meeting the sales volume requirements during a qualifying period. The distributor pricing rebates are recorded as a reduction to gross revenues during a qualifying

period. Cash rebates are offered to distributors or customers who purchase certain products or instruments during a promotional period. Cash rebates are recorded as a reduction to gross revenues.

The distributor pricing rebate program is offered to distributors in the North America veterinary market, upon meeting the sales volume requirements of veterinary products during the qualifying period. Factors used in the rebate calculations include the identification of products sold subject to a rebate during the qualifying period and which rebate percentage applies. Based on these factors and using historical trends, adjusted for current changes, we estimate the amount of the rebate that will be paid and record the liability as a reduction to gross revenues when we record the sale of the product. Settlement of the rebate accruals from the date of sale ranges from one to three months after sale. At March 31, 2009, 2008 and 2007, the accrual balances related to distributor pricing rebates were $74,000, $140,000 and $229,000, respectively. The changes in the rebate accrual at each fiscal year end are based upon distributors meeting the purchase requirements during the quarter.

Other rebate programs offered to distributors or customers vary from period to period in the medical and veterinary markets. Generally, the rebate program relates to the sale of certain products during a specified promotional period. As part of the rebate program, a distributor or customer receives a cash rebate upon purchasing the products in the North America market during a promotional period. Factors used in the rebate calculations include the identification of products sold subject to a rebate during the qualifying period and the estimated lag time between the sale and payment of a rebate. We estimate the amount of the rebate that will be paid and record the liability as a reduction of gross revenues when we record the sale of the product. Settlement of the rebate accruals from the date of sale ranges from one to six months after sale. At March 31, 2009, 2008 and 2007, the accrual balances related to rebates were $22,000, $0 and $168,000, respectively. The changes in the rebate accrual were due to the type of marketing promotions offered during the fiscal year and timing of the rebate obligations paid to customers.

The following table is an analysis of the roll forward activities for the distributor and customer rebate accruals (in thousands):

	Balance at Beginning of Year	Provisions	Payments	Balance at End of Year
Year Ended March 31, 2009:				
Distributor rebates	$ 140	$ 264	$ (330)	$ 74
Customer rebates	—	30	(8)	22
Total distributor and customer rebates	$ 140	$ 294	$ (338)	$ 96
Year Ended March 31, 2008:				
Distributor rebates	$ 229	$ 498	$ (587)	$ 140
Customer rebates	168	—	(168)	—
Total distributor and customer rebates	$ 397	$ 498	$ (755)	$ 140
Year Ended March 31, 2007:				
Distributor rebates	$ 90	$ 781	$ (642)	$ 229
Customer rebates	36	328	(196)	168
Total distributor and customer rebates	$ 126	$ 1,109	$ (838)	$ 397

Sales and Other Allowances. We estimate a provision for defective reagent discs as part of sales allowances when we issue credits to customers for defective reagent discs. We also establish, upon shipment of our products to distributors, a provision for potentially defective reagent discs, based on estimates derived from historical experience. The provision for potentially defective reagent discs was recorded in sales allowances, using internal data available to estimate the level of inventory in the distribution channel, the lag time for customers to report defective reagent discs and the historical rates of defective reagent discs. The balances related to sales allowance for defective reagent discs at March 31, 2009, 2008 and 2007 were $27,000, $26,000 and $368,000, respectively. Starting on July 1, 2007, the provision for potentially defective reagent discs is recorded as part of warranty reserves, instead of sales allowances, since we replace defective reagent discs rather than issue a credit to customers. Changes in our estimates for accruals related to provisions for defective reagent discs have not been material to our financial position or results of operations. In the future, the actual defective reagent discs may exceed our estimates, which could adversely affect our financial results.

Allowance for Doubtful Accounts. We maintain an allowance for doubtful accounts based on our assessment of the collectibility of the amounts owed to us by our customers. In determining the amount of the allowance, we make judgments about the creditworthiness of customers which is mostly determined by the customer's payment history and the outstanding period of accounts. We specifically identify amounts that we believe to be uncollectible and the allowance for doubtful accounts is adjusted accordingly. An additional allowance is recorded based on certain percentages of our aged receivables, using historical experience to estimate the potential uncollectible and our assessment of the general financial condition of our customer base. If our actual collections experience changes, revisions to our allowances may be required, which could adversely affect our operating income.

Fair Value Measurements. Effective April 1, 2008, we adopted Statement of Financial Accounting Standards ("SFAS") No. 157, "Fair Value Measurements" ("SFAS No. 157") to measure the fair value of our financial assets and financial liabilities. SFAS No. 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. SFAS No. 157 establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under SFAS No. 157 are described below:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities. As of March 31, 2009, we used Level 1 assumptions for our cash, cash equivalents, certificates of deposits and corporate bonds, which are traded in an active market. The valuations are based on quoted prices of the underlying security that are readily and regularly available in an active market, and accordingly, a significant degree of judgment is not required.

Level 2: Directly or indirectly observable market based inputs used in models or other valuation methodologies. As of March 31, 2009, we did not have any Level 2 financial assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market data and require the use of significant management judgment. These values are generally determined using pricing models for which the assumptions utilize management's estimates of market participant assumptions. As of March 31, 2009, we did not have any Level 3 financial assets or liabilities.

Fair value is a market-based measure considered from the perspective of a market participant who holds the asset or owes the liability rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, our own assumptions are developed to reflect those that market participants would use in pricing the asset or liability at the measurement date.

Warranty Reserves. We provide for the estimated future costs to be incurred under our standard warranty obligation on our instruments. Our standard warranty obligation on instruments ranges from two to three years. The estimated contractual warranty obligation is recorded when the related revenue is recognized and any additional amount is recorded when such cost is probable and can be reasonably estimated. While we engage in product quality programs and processes, including monitoring and evaluating the quality of our suppliers, our estimated accrual for warranty exposure is based on historical experience, estimated product failure rates, material usage and freight incurred in repairing the instrument after failure and known design changes.

A provision for defective reagent discs is recorded when related sales are recognized and any additional amounts are recorded when such costs are probable and can be reasonably estimated, at which time they are included in cost of revenues. Prior to July 1, 2007, we primarily issued a credit to customers for defective reagent discs and, therefore, the provision for estimated costs for defective reagent discs, which includes the replacement costs and freight of a defective reagent disc, was recorded as part of sales and other allowances. Starting on July 1, 2007, the provision for defective reagent discs is recorded as part of warranty reserves, since we replace defective reagent discs rather than issue a credit to customers.

We analyze the adequacy of the ending accrual balance of warranty reserves each quarter. The determination of warranty reserves requires us to make estimates of the expected costs to repair or replace the instruments and to

replace defective reagent discs under warranty. If actual repair or replacement costs of instruments or replacement costs of reagent discs differ significantly from our estimates, adjustments to cost of revenues may be required.

Inventories. We state inventories at the lower of cost or market, cost being determined using standard costs which approximates actual costs using the first-in, first-out (FIFO) method. Inventories include material, labor and overhead. We establish provisions for excess, obsolete and unusable inventories after evaluation of future demand and market conditions. If future demand or actual market conditions are less favorable than those estimated by management or if a significant amount of the material were to become unusable, additional inventory write-downs may be required, which would have a negative effect on our operating income.

Valuation of Long-Lived Assets. The carrying value of our long-lived assets, such as property and equipment and amortized intangible assets, are reviewed for impairment, in accordance with SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We look to current and future profitability, as well as current and future undiscounted cash flows, excluding financing costs, as primary indicators of recoverability. An impairment loss would be recognized when the sum of the undiscounted future net cash flows expected to result from the use of the asset and its eventual disposal is less than the carrying amount. If impairment is determined to exist, any related impairment loss is calculated based on fair value.

Income Taxes. We account for income taxes using the liability method under which deferred tax assets and liabilities are determined based on the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amounts to be recovered.

Effective April 1, 2007, we adopted the provisions of Financial Accounting Standards Board Interpretation No. 48, "Accounting for Uncertainty in Income Taxes — an interpretation of FASB Statement No. 109" ("FIN 48"). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in the consolidated financial statements in accordance with SFAS No. 109, "Accounting for Income Taxes" and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. Our policy to include interest and penalties related to gross unrecognized tax benefits within our provision for income taxes did not change despite the adoption of FIN 48.

Share-Based Compensation Expense. Effective April 1, 2006, we adopted SFAS No. 123 (revised 2004), "Share-Based Payment" ("SFAS No. 123(R)") using the modified prospective method. Under the fair value provisions of SFAS No. 123(R), we recognize share-based compensation expense, net of an estimated forfeiture rate, for those shares over the requisite service period of the award to employees and directors.

We did not grant stock options during fiscal 2009, 2008 or 2007. For stock options granted prior to March 31, 2006, we use the Black-Scholes option pricing model to determine the fair value. Determining the appropriate fair value model and calculating the fair value of share-based awards requires highly subjective assumptions, as described below.

- *Risk-free interest rate:* The risk-free interest rate is based on U.S. Treasury yields in effect at the time of grant for the expected term of the option.
- *Expected stock price volatility:* We estimate the volatility of our common stock at the date of grant based on the historical volatility of our common stock.
- *Expected term:* We estimate the expected term of stock options granted based on historical exercise and post-vesting termination patterns, which we believe are representative of future behavior.
- *Expected dividends:* We have not paid cash dividends on our common stock and we do not anticipate paying cash dividends in the foreseeable future; consequently, we use an expected dividend yield of zero.

For restricted stock units, the assumptions to calculate compensation expense is based on the fair value of our stock at the grant date. As a result, if factors change and we use different assumptions, our share-based compensation expense could be materially different in the future.

As required by SFAS No. 123(R), employee share-based compensation expense recognized is calculated over the requisite service period of the awards and reduced for estimated forfeitures. The forfeiture rate is estimated based on historical data of our share-based awards that are granted and cancelled prior to vesting and upon historical experience of employee turnover. Changes in estimated forfeiture rates and differences between estimated forfeiture rates and actual experience may result in significant, unanticipated increases or decreases in share-based compensation expense from period to period. To the extent we revise our estimate of the forfeiture rate in the future, our share-based compensation expense could be materially impacted in the quarter of revision, as well as in following quarters.

The adoption of SFAS No. 123(R) at the beginning of fiscal 2007 had a material impact on our earnings per share and on our consolidated financial statements for fiscal 2009, 2008 and 2007, and we expect that it will materially impact our consolidated financial statements in the foreseeable future. The impact of SFAS No. 123(R) on our consolidated financial results is disclosed in Note 11, “Share-Based Compensation” in the Notes to Consolidated Financial Statement in this Annual Report on Form 10-K.

RESULTS OF OPERATIONS

Abaxis develops, manufactures, markets and sells portable blood analysis systems for use in the human or veterinary patient-care setting to provide clinicians with rapid blood constituent measurements. We operate in two segments: (i) the medical market and (ii) the veterinary market. See “Segment Results” in this section for a detailed discussion.

Total Revenues

Revenues by Geographic Region and by Product Category. Revenues by geographic region based on customer location and revenues by product category during fiscal 2009, 2008 and 2007 were as follows (in thousands, except percentages):

	Year Ended March 31,			Change 2008 to 2009		Change 2007 to 2008	
Revenues by Geographic Region	2009	2008	2007	Increase/ (Decrease)	Percent Change	Increase/ (Decrease)	Percent Change
North America	$ 87,801	$ 83,830	$ 72,015	$ 3,971	5%	$ 11,815	16%
Percentage of total revenues	83%	84%	84%				
Europe	14,045	13,472	10,370	573	4%	3,102	30%
Percentage of total revenues	13%	13%	12%				
Asia Pacific and rest of the world	3,716	3,249	3,836	467	14%	(587)	(15)%
Percentage of total revenues	4%	3%	4%				
Total revenues	$ 105,562	$ 100,551	$ 86,221	$ 5,011	5%	$ 14,330	17%

Revenues by Product Category	Year Ended March 31, 2009	2008	2007	Change 2008 to 2009 Increase/ (Decrease)	Change 2008 to 2009 Percent Change	Change 2007 to 2008 Increase/ (Decrease)	Change 2007 to 2008 Percent Change
Instruments	$ 28,194	$ 30,011	$ 28,899	$ (1,817)	(6)%	$ 1,112	4%
Percentage of total revenues	27%	30%	34%				
Consumables	69,072	61,928	50,741	7,144	12%	11,187	22%
Percentage of total revenues	65%	62%	59%				
Other products	5,170	6,583	4,775	(1,413)	(21)%	1,808	38%
Percentage of total revenues	5%	6%	5%				
Product sales, net	102,436	98,522	84,415	3,914	4%	14,107	17%
Percentage of total revenues	97%	98%	98%				
Development and licensing revenue	3,126	2,029	1,806	1,097	54%	223	12%
Percentage of total revenues	3%	2%	2%				
Total revenues	$ 105,562	$ 100,551	$ 86,221	$ 5,011	5%	$ 14,330	17%

Fiscal 2009 Compared to Fiscal 2008

North America. During fiscal 2009, total revenues in North America increased 5%, or $4.0 million, as compared to fiscal 2008. Components of the change in North America were as follows:

Instruments. During fiscal 2009, total revenues from instruments, comprised of chemistry analyzers, hematology instruments and coagulation analyzers, sold in North America decreased 6%, or $1.4 million, as compared to fiscal 2008. The primary factors of the change were as follows:

(i) Sales of our Piccolo chemistry analyzers in North America (excluding the U.S. government) decreased 32%, or $2.3 million, primarily due to economic conditions and the resulting impact of reduced capital spending at the physician office level in the third and fourth quarters of fiscal 2009. The decrease was partially offset by an increase in sales of our Piccolo chemistry analyzers to the U.S. government of 71%, or $893,000, primarily due to an increase in the U.S. Military's needs for these products in the first and third quarters of fiscal 2009, which were not predictable.

(ii) Sales of our VetScan chemistry analyzers in North America increased 21%, or $1.5 million, primarily due to (a) quality and reliability improvements on our VetScan chemistry analyzers and (b) a shift in our sales and marketing focus to our VetScan chemistry analyzers and reagent discs during fiscal 2009.

(iii) Sales of our hematology instruments in North America decreased 22%, or $1.8 million, primarily due to a shift in our sales and marketing focus to our VetScan chemistry analyzers and reagent discs during fiscal 2009.

(iv) Sales of our coagulation analyzers in North America during fiscal 2009 were $251,000. In the fourth quarter of fiscal 2009, we launched the release of our VetScan VS*pro*.

Consumables. During fiscal 2009, total revenues from consumables, comprised of reagent discs, hematology reagent kits, coagulation reagents and canine heartworm rapid tests, sold in North America increased 12%, or $5.9 million, as compared to fiscal 2008. The primary factors of the change were as follows:

(i) Medical reagent discs sales in North America (excluding the U.S. government) increased 35%, or $3.0 million, primarily due to the expanded installed base of our Piccolo chemistry analyzers. The increase was partially offset by a decrease in medical reagent discs sold to the U.S. government of 11%, or $215,000, primarily due to the U.S. Military's decreased needs for these products, which were not predictable.

(ii) Veterinary reagent discs sales in North America increased 5%, or $2.0 million, primarily due to higher average selling prices during fiscal 2009.

(iii) Sales of hematology reagent kits in North America increased 21%, or $722,000, primarily due to an expanded installed base of our hematology instruments.

(iv) Sales of our canine heartworm rapid tests in North America during fiscal 2009 were $441,000. In the fourth quarter of fiscal 2009, we launched the release of our canine heartworm rapid tests.

Other products. During fiscal 2009, total revenues from other products sold in North America decreased 24%, or $1.6 million, as compared to fiscal 2008. The net decrease in other products was primarily due to (a) an increase in maintenance contracts offered to customers from time to time as incentives in the form of free goods in connection with the sale of our products, for which revenue is deferred and recognized ratably over the life of the maintenance contract and (b) a decrease in demand from Becton, Dickinson and Company for products using the Orbos Discrete Lyophilization Process (the "Orbos Process"), which is seasonal.

Development and licensing. In fiscal 2009, total revenues from development and licensing in North America increased 54%, or $1.1 million, as compared to fiscal 2008. The increase from development and licensing revenue is primarily due to a licensing agreement to Cepheid, related to our proprietary technology, the Orbos Process.

Significant concentration. One distributor in the United States, DVM Resources, accounted for 10% of our total worldwide revenues during fiscal 2009.

Europe. During fiscal 2009, total revenues in Europe increased 4%, or $573,000, as compared to fiscal 2008. Components of the change in Europe were as follows:

Instruments. During fiscal 2009, total revenues from instruments, comprised of chemistry analyzers, hematology instruments and coagulation analyzers, sold in Europe decreased 14%, or $664,000, as compared to fiscal 2008. The primary factors of the change were as follows:

(i) Sales of our Piccolo chemistry analyzers in Europe decreased 12%, or $170,000, primarily due to requirements that we must meet to comply with local regulations of foreign countries and the strength of the U.S. dollar against the Euro currency.

(ii) Sales of our VetScan chemistry analyzers in Europe decreased 12%, or $334,000, primarily due to currency volatility.

(iii) Sales of our hematology instruments in Europe decreased 26%, or $163,000.

Consumables. During fiscal 2009, total revenues from consumables, comprised of reagent discs, hematology reagent kits, coagulation reagents and canine heartworm rapid tests, sold in Europe increased 12%, or $1.1 million, as compared to fiscal 2008. The primary factors of the change were as follows:

(i) Medical reagent discs sales in Europe increased 66%, or $804,000, primarily due to (a) the expanded installed base of our Piccolo chemistry analyzers and (b) sales to a new distributor in Europe to supply medical reagent discs into local government hospitals in the third quarter of fiscal 2009.

(ii) Veterinary reagent discs sales in Europe increased 3%, or $239,000, primarily due to higher average selling prices during fiscal 2009.

(iii) Sales of hematology reagent kits in Europe increased 18%, or $36,000.

Other products. During fiscal 2009, total revenues from other products sold in Europe increased 229%, or $158,000, as compared to fiscal 2008.

Asia Pacific and rest of the world. During fiscal 2009, total revenues in Asia Pacific and rest of the world increased 14%, or $467,000, as compared to fiscal 2008. Components of the change in Asia Pacific and rest of the world were as follows:

Instruments. During fiscal 2009, total revenues from instruments, comprised of chemistry analyzers and hematology instruments, sold in Asia Pacific and rest of the world increased 25%, or $280,000, as compared to fiscal 2008. The primary factors of the change were as follows:

(i) Sales of our Piccolo chemistry analyzers in Asia Pacific and rest of the world increased 98%, or $161,000, primarily due to increased sales to various distributors.

(ii) Sales of our VetScan chemistry analyzers in Asia Pacific and rest of the world increased 27%, or $134,000, primarily due to renewed distributor sales in Japan in fiscal 2009.

(iii) Sales of our hematology instruments in Asia Pacific and rest of the world during fiscal 2009 were substantially the same as in fiscal 2008.

Consumables. During fiscal 2009, total revenues from consumables, comprised of reagent discs, hematology reagent kits, coagulation reagents and canine heartworm rapid tests, sold in Asia Pacific and rest of the world increased 8%, or $175,000, as compared to fiscal 2008. The primary factors of the change were as follows:

(i) Medical reagent discs sales in Asia Pacific and rest of the world during fiscal 2009 were substantially the same as in fiscal 2008.

(ii) Veterinary reagent discs sales in Asia Pacific and rest of the world increased 5%, or $90,000.

(iii) Sales of hematology reagent kits in Asia Pacific and rest of the world increased 56%, or $76,000.

Other products. During fiscal 2009, total revenues from other products sold in Asia Pacific and rest of the world were substantially the same as in fiscal 2008.

Fiscal 2008 Compared to Fiscal 2007

North America. During fiscal 2008, total revenues in North America increased 16%, or $11.8 million, as compared to fiscal 2007. Components of the change in North America were as follows:

Instruments. During fiscal 2008, total revenues from instruments, comprised of chemistry analyzers and hematology instruments, sold in North America increased 5%, or $1.1 million, as compared to fiscal 2007. The primary factors of the change were as follows:

(i) Sales of our Piccolo chemistry analyzers in North America (excluding the U.S. government) increased 24%, or $1.4 million, primarily due to increased sales to distributors. Sales of our Piccolo chemistry analyzers to the U.S. government increased 60%, or $469,000, primarily due to an increase in the U.S. Military's needs for our products in the fourth quarter of fiscal 2008, which were not predictable.

(ii) Sales of our VetScan chemistry analyzers in North America decreased 22%, or $2.1 million, primarily due to a shift in our sales and marketing focus from an instrument only emphasis to a focus on both instrument and reagent discs as a result of the manufacturing issues that we experienced in previous quarters.

(iii) Sales of our hematology instruments in North America increased 19%, or $1.3 million, primarily due to the release of our VetScan HM5 in September 2007.

Consumables. During fiscal 2008, total revenues from consumables, comprised of reagent discs and hematology reagent kits, sold in North America increased 20%, or $8.7 million, as compared to fiscal 2007. The primary factors of the change were as follows:

(i) Medical reagent discs sales in North America (excluding the U.S. government) increased 37%, or $2.3 million, primarily due to the expanded installed base of our Piccolo chemistry analyzers. Medical reagent discs sold to the U.S. government decreased 10%, or $239,000.

(ii) Veterinary reagent discs sales in North America increased 21%, or $6.5 million, primarily due to the expanded installed base of our VetScan chemistry analyzers.

(iii) Sales of hematology reagent kits in North America increased 5%, or $161,000.

Other products. During fiscal 2008, total revenues from other products sold in North America increased 38%, or $1.8 million, as compared to fiscal 2007. The net increase in other products was primarily due to an increase in demand from Becton, Dickinson and Company for products using the Orbos Process, which is based on seasonal demands.

Development and licensing. In fiscal 2008, total revenues from development and licensing in North America increased 12%, or $223,000, as compared to fiscal 2007. The increase from development and licensing revenue is primarily due to a licensing agreement to Cepheid, related to our proprietary technology, the Orbos Process.

Significant concentration. One distributor in the United States, DVM Resources, accounted for 12% of our total worldwide revenues during fiscal 2008.

Europe. During fiscal 2008, total revenues in Europe increased 30%, or $3.1 million, as compared to fiscal 2007. Components of the change in Europe were as follows:

Instruments. During fiscal 2008, total revenues from instruments, comprised of chemistry analyzers and hematology instruments, sold in Europe increased 20%, or $796,000, as compared to fiscal 2007. The primary factors of the change were as follows:

(i) Sales of our Piccolo chemistry analyzers in Europe increased 83%, or $642,000, primarily due to increased sales to distributors.

(ii) Sales of our VetScan chemistry analyzers in Europe decreased 4%, or $123,000.

(iii) Sales of our hematology instruments in Europe increased 79%, or $277,000.

Consumables. During fiscal 2008, total revenues from consumables, comprised of reagent discs and hematology reagent kits, sold in Europe increased 36%, or $2.3 million, as compared to fiscal 2007. The primary factors of the change were as follows:

(i) Medical reagent discs sales in Europe increased 54%, or $428,000, primarily due to the expanded installed base of our Piccolo chemistry analyzers.

(ii) Veterinary reagent discs sales in Europe increased 35%, or $1.9 million, primarily due to the expanded installed base of our VetScan chemistry analyzers.

(iii) Sales of hematology reagent kits in Europe were substantially the same as in the prior year.

Other products. During fiscal 2008, total revenues from other products sold in Europe increased 38%, or $19,000, as compared to fiscal 2007.

Asia Pacific and rest of the world. During fiscal 2008, total revenues in Asia Pacific and rest of the world decreased 15%, or $587,000, as compared to fiscal 2007. Components of the change in Asia Pacific and rest of the world were as follows:

Instruments. During fiscal 2008, total revenues from instruments sold in Asia Pacific and rest of the world decreased 41%, or $779,000, as compared to fiscal 2007. The primary factors of the change were as follows:

(i) Sales of our Piccolo chemistry analyzers in Asia Pacific and rest of the world increased 105%, or $84,000.

(ii) Sales of our VetScan chemistry analyzers in Asia Pacific and rest of the world decreased 60%, or $729,000. The decrease in veterinary chemistry analyzers was primarily in Japan due to the termination of a distribution arrangement during the first quarter of fiscal 2008.

(iii) Sales of our hematology instruments in Asia Pacific and rest of the world decreased 22%, or $134,000. The decrease in hematology instruments was primarily in Japan due to the termination of a distribution arrangement during the first quarter of fiscal 2008.

Consumables. During fiscal 2008, total revenues from consumables, comprised of reagent discs and hematology reagent kits, sold in Asia Pacific and rest of the world increased 11%, or $208,000, as compared to fiscal 2007. The primary factors of the change were as follows:

(i) Medical reagent discs sales in Asia Pacific and rest of the world increased 43%, or $45,000.

(ii) Veterinary reagent discs sales in Asia Pacific and rest of the world increased 15%, or $236,000, primarily due to the expanded installed base of our VetScan chemistry analyzers.

(iii) Sales of hematology reagent kits in Asia Pacific and rest of the world decreased 35%, or $73,000.

Other products. During fiscal 2008, total revenues from other products sold in Asia Pacific and rest of the world decreased 55%, or $16,000, as compared to fiscal 2007.

Segment Results

Fiscal 2009 Compared to Fiscal 2008

The following table presents revenues, cost of revenues, gross profit and percentage of revenues by operating segments for fiscal 2009 and 2008 (in thousands, except percentages):

	Year Ended March 31,				Change	
	2009	Percent of Revenues(1)	2008	Percent of Revenues(1)	Increase/ (Decrease)	Percent Change
Revenues:						
Medical Market	$ 24,796	100%	$ 22,764	100%	$ 2,032	9%
Percentage of total revenues	23%		23%			
Veterinary Market	74,046	100%	71,091	100%	2,955	4%
Percentage of total revenues	70%		71%			
Other(2)	6,720		6,696		24	<1%
Percentage of total revenues	7%		6%			
Total revenues	105,562		100,551		5,011	5%
Cost of revenues:						
Medical Market	12,407	50%	11,340	50%	1,067	9%
Veterinary Market	31,052	42%	31,812	45%	(760)	(2)%
Other(2)	3,478		2,355		1,123	48%
Total cost of revenues	46,937		45,507		1,430	3%
Gross profit:						
Medical Market	12,389	50%	11,424	50%	965	8%
Veterinary Market	42,994	58%	39,279	55%	3,715	9%
Other(2)	3,242		4,341		(1,099)	(25)%
Gross profit	$ 58,625		$ 55,044		$ 3,581	7%

(1) The percentage reported is based on revenues by operating segment.

(2) Represents unallocated items, not specifically identified to any particular business segment.

Medical Market

Revenues for Medical Market Segment

During fiscal 2009, total revenues in the medical market increased 9%, or $2.0 million, as compared to fiscal 2008. Components of the change were as follows:

Instruments. Total revenues from our Piccolo chemistry analyzers decreased 14%, or $1.4 million, during fiscal 2009, as compared to fiscal 2008. We sold a total of 713 Piccolo chemistry analyzers during fiscal 2009, as compared to 811 Piccolo chemistry analyzers sold during fiscal 2008. The changes in revenues were attributed to (a) a decrease in revenues in North America (excluding the U.S. government) of 32%, or $2.3 million, primarily due to economic conditions and the resulting impact of reduced capital spending at the physician office in the third and fourth quarters of fiscal 2009 and (b) a decrease in revenues in Europe of 12%, or $170,000, primarily due to requirements that we must meet to comply with local regulations of foreign countries and the strength of the U.S. dollar against the Euro currency. The decrease in revenues was partially offset by (a) an increase in Piccolo chemistry analyzers sold to the U.S. government of 71%, or $893,000, primarily due to an increase in the U.S. Military's needs for these products in the first and third quarters of fiscal 2009, which were not predictable, and (b) an increase in revenues in Asia Pacific and rest of the world of 98%, or $161,000, primarily due to increased sales to various distributors.

Consumables. Total revenues from reagent discs sold in the medical market increased 30%, or $3.6 million, during fiscal 2009, as compared to fiscal 2008. We sold 1.7 million medical reagent discs during fiscal 2009, as compared to 1.3 million medical reagent discs sold during fiscal 2008. The total increase in revenues from medical reagent discs was primarily attributed to the expanded installed base of our Piccolo chemistry analyzers and was comprised of (a) an increase in revenues in North America (excluding the U.S. government) of 35%, or $3.0 million, and (b) an increase in revenues in Europe of 66%, or $804,000. The increase in revenues in Europe was also attributed to sales to a new distributor in Europe to supply medical reagent discs into local government hospitals in the third quarter of fiscal 2009. The increase in revenues was partially offset by a decrease in medical reagent discs sold to the U.S. government of 11%, or $215,000, primarily due to the U.S. Military's decreased needs for these products, which were not predictable. Medical reagent discs sales in Asia Pacific and rest of the world during fiscal 2009 were substantially the same as in fiscal 2008.

Gross Profit for Medical Market Segment

Gross profit for the medical market segment increased 8%, or $965,000, during fiscal 2009, as compared to fiscal 2008. Gross profit percentages for the medical market segment during fiscal 2009 and 2008 were 50%, respectively. In absolute dollars, the increase in gross profit for the medical market segment was primarily due to an increase in the sales volume of medical reagent discs in fiscal 2009, partially offset by a decrease in the sales volume of Piccolo chemistry analyzers in fiscal 2009.

Veterinary Market

Revenues for Veterinary Market Segment

During fiscal 2009, total revenues in the veterinary market increased 4%, or $3.0 million, as compared to fiscal 2008. Components of the change were as follows:

Instruments. Total revenues from our veterinary instruments sold decreased 2%, or $429,000, during fiscal 2009, as compared to fiscal 2008. We sold a total of 2,426 veterinary instruments, comprising of VetScan chemistry analyzers, hematology instruments and coagulation analyzers, during fiscal 2009, as compared to 2,332 veterinary instruments sold during 2008. The primary factors of the change were as follows:

(i) Sales of our VetScan chemistry analyzers increased 13%, or $1.3 million, comprised of (a) an increase in revenues in North America of 21%, or $1.5 million, primarily due to (1) quality and reliability improvements on our VetScan chemistry analyzers and (2) a shift in our sales and marketing focus to our VetScan chemistry analyzers and reagent discs during fiscal 2009; (b) an increase in revenues in Asia Pacific and rest of the world of 27%, or $134,000, primarily due to renewed distributor sales in Japan. The increase in revenues was partially offset by a decrease in revenues in Europe of 12%, or $334,000, primarily due to currency volatility.

(ii) Sales of our hematology instruments decreased 21%, or $2.0 million, comprised of (a) a decrease in revenues in North America of 22%, or $1.8 million, primarily due to a shift in our sales and marketing focus to our VetScan chemistry analyzers and reagent discs during fiscal 2009, and (b) a decrease in revenues in Europe of 26%, or $163,000. Sales of our hematology instruments in Asia Pacific and rest of the world during fiscal 2009 were substantially the same as in fiscal 2008.

(iii) Sales of our coagulation analyzers during fiscal 2009 were $254,000. In the fourth quarter of fiscal 2009, we launched the release of our VetScan VS*pro*.

Consumables. Total revenues from consumables, comprised of reagent discs, hematology reagent kits, coagulation reagents and canine heartworm rapid tests, sold in the veterinary market increased 7%, or $3.6 million, during fiscal 2009, as compared to fiscal 2008. The primary factors of the change were as follows:

(i) Total revenues from reagent discs sold in the veterinary market increased 5%, or $2.3 million, during fiscal 2009, as compared to fiscal 2008. We sold 3.6 million veterinary reagent discs during both fiscal 2009 and fiscal 2008, respectively. The increase in revenues from veterinary reagent discs was primarily attributed to higher average selling prices during fiscal 2009. The increase in revenues was comprised of (a) an increase in revenues in

North America of 5%, or $2.0 million, (b) an increase in revenues in Europe of 3%, or $239,000, and (c) an increase in revenues in Asia Pacific and rest of the world of 5%, or $90,000.

(ii) Total revenues from hematology reagent kits sold in the veterinary market increased 22%, or $834,000, during fiscal 2009, as compared to fiscal 2008. The increase in revenues from hematology reagent kits was attributed to (a) an increase in revenues in North America of 21%, or $722,000, primarily due to an expanded installed base of our hematology instruments, (b) an increase in revenues in Europe of 18%, or $36,000, and (c) an increase in revenues in Asia Pacific and rest of the world of 56%, or $76,000.

(iii) Sales of our canine heartworm rapid tests during fiscal 2009 were $443,000, primarily due to the release of our canine heartworm rapid tests in the fourth quarter of fiscal 2009.

Gross Profit for Veterinary Market Segment

Gross profit for the veterinary market segment increased 9%, or $3.7 million, during fiscal 2009, as compared to fiscal 2008. Gross profit percentages for the veterinary market segment during fiscal 2009 and 2008 were 58% and 55%, respectively. In absolute dollars, the increase in gross profit for the veterinary market segment was primarily due to (a) higher average selling prices and lower unit costs on veterinary reagent discs sold during fiscal 2009 and (b) an increase in the sales volume of hematology reagents in fiscal 2009.

Fiscal 2008 Compared to Fiscal 2007

The following table presents revenues, cost of revenues, gross profit and percentage of revenues by operating segments for fiscal 2008 and 2007 (in thousands, except percentages):

	Year Ended March 31,				Change	
	2008	Percent of Revenues(1)	2007	Percent of Revenues(1)	Increase/ (Decrease)	Percent Change
Revenues:						
Medical Market	$ 22,764	100%	$ 17,455	100%	$ 5,309	30%
Percentage of total revenues	23%		20%			
Veterinary Market	71,091	100%	63,851	100%	7,240	11%
Percentage of total revenues	71%		74%			
Other(2)	6,696		4,915		1,781	36%
Percentage of total revenues	6%		6%			
Total revenues	100,551		86,221		14,330	17%
Cost of revenues:						
Medical Market	11,340	50%	8,549	49%	2,791	33%
Veterinary Market	31,812	45%	29,021	45%	2,791	10%
Other(2)	2,355		1,792		563	31%
Total cost of revenues	45,507		39,362		6,145	16%
Gross profit:						
Medical Market	11,424	50%	8,906	51%	2,518	28%
Veterinary Market	39,279	55%	34,830	55%	4,449	13%
Other(2)	4,341		3,123		1,218	39%
Gross profit	$ 55,044		$ 46,859		$ 8,185	17%

(1) The percentage reported is based on revenues by operating segment.

(2) Represents unallocated items, not specifically identified to any particular business segment.

Medical Market

Revenues for Medical Market Segment

During fiscal 2008, total revenues in the medical market increased 30%, or $5.3 million, as compared to fiscal 2007. Components of the change were as follows:

Instruments. Total revenues from our Piccolo chemistry analyzers increased 35%, or $2.6 million, during fiscal 2008, as compared to fiscal 2007. We sold a total of 811 Piccolo chemistry analyzers during fiscal 2008, as compared to 644 Piccolo chemistry analyzers sold during fiscal 2007. The changes in revenues were attributed to (a) an increase in revenues in North America (excluding the U.S. government) of 24%, or $1.4 million, primarily due to increased sales to distributors; (b) an increase in Piccolo chemistry analyzers sold to the U.S. government of 60%, or $469,000, primarily due to an increase in the U.S. Military's needs for our products in the fourth quarter of fiscal 2008, which were not predictable; (c) an increase in revenues in Europe of 83%, or $642,000, primarily due to increased sales to distributors; and (d) an increase in revenues in Asia Pacific and rest of the world of 105%, or $84,000.

Consumables. Total revenues from consumables, comprised of reagent discs sold in the medical market increased 27%, or $2.5 million, during fiscal 2008, as compared to fiscal 2007. We sold 1.3 million medical reagent discs during fiscal 2008, as compared to 1.0 million medical reagent discs sold during fiscal 2007. The total increase in revenues from medical reagent discs was primarily attributed to the expanded installed base of our Piccolo chemistry analyzers and was comprised of (a) an increase in revenues in North America (excluding the U.S. government) of 37%, or $2.3 million; (b) an increase in revenues in Europe of 54%, or $428,000; and (c) an increase in revenues in Asia Pacific and rest of the world of 43%, or $45,000. The increase in revenues was partially offset by a decrease in medical reagent discs sold to the U.S. government of 10%, or $239,000.

Gross Profit for Medical Market Segment

Gross profit for the medical market segment increased 28%, or $2.5 million, during fiscal 2008, as compared to fiscal 2007. Gross profit percentages for the medical market segment during fiscal 2008 and 2007 were 50% and 51%, respectively. In absolute dollars, the increase in gross profit for the medical market segment was primarily due to (a) an increase in Piccolo chemistry analyzers and medical reagent discs sold during fiscal 2008 and (b) higher average selling prices of Piccolo chemistry analyzers sold during fiscal 2008, partially offset by (c) higher manufacturing costs on the Piccolo xpress chemistry analyzers during fiscal 2008.

Veterinary Market

Revenues for Veterinary Market Segment

During fiscal 2008, total revenues in the veterinary market increased 11%, or $7.2 million, as compared to fiscal 2007. Components of the change were as follows:

Instruments. Total revenues from our veterinary instruments sold decreased 7%, or $1.5 million, during fiscal 2008, as compared to fiscal 2007. We sold a total of 2,332 VetScan chemistry analyzers and hematology instruments during fiscal 2008, as compared to 2,485 veterinary instruments sold during fiscal 2007. The primary factors of the change were as follows:

(i) Sales of our VetScan chemistry analyzers decreased 22%, or $3.0 million, comprised of (a) a decrease in revenues in North America of 22%, or $2.1 million, primarily due to a shift in our sales and marketing focus from an instrument only emphasis to a focus on both instrument and reagent discs as a result of the manufacturing issues that we experienced in previous quarters; (b) a decrease in revenues in Europe of 4%, or $123,000, and (c) a decrease in revenues in Asia Pacific and rest of the world of 60%, or $729,000, primarily in Japan due to the termination of a distribution arrangement during the first quarter of fiscal 2008.

(ii) Sales of our hematology instruments increased 19%, or $1.5 million, comprised of (a) an increase in revenues in North America of 19%, or $1.3 million, primarily due to the release of the VetScan HM5 in September 2007 and (b) an increase in revenues in Europe of 79%, or $277,000. The increase in revenues was partially offset by a decrease in revenues in Asia Pacific and rest of the world of 22%, or $134,000.

Consumables. Total revenues from consumables, comprised of reagent discs and hematology reagent kits sold in the veterinary market increased 21%, or $8.6 million, during fiscal 2008, as compared to fiscal 2007. The primary factors of the change were as follows:

(i) Total revenues from reagent discs sold in the veterinary market increased 23%, or $8.6 million, during fiscal 2008, as compared to fiscal 2007. We sold 3.6 million veterinary reagent discs during fiscal 2008, as compared to 3.1 million veterinary reagent discs sold during fiscal 2007. The increase in revenues from veterinary reagent discs was primarily attributed to the expanded installed base of our VetScan chemistry analyzers and was comprised of (a) an increase in revenues in North America of 21%, or $6.5 million, (b) an increase in revenues in Europe of 35%, or $1.9 million, and (c) an increase in revenues in Asia Pacific and rest of the world of 15%, or $236,000.

(ii) Total revenues from hematology reagent kits sold in the veterinary market increased 2%, or $89,000, during fiscal 2008, as compared to fiscal 2007. The increase in revenues from hematology reagent kits was attributed to (a) an increase in revenues in North America of 5%, or $161,000, partially offset by (b) a decrease in revenues in Asia Pacific and rest of the world of 35%, or $73,000. Revenues from hematology reagent kits in Europe were substantially the same as in the prior year.

Gross Profit for Veterinary Market Segment

Gross profit for the veterinary market segment increased 13%, or $4.4 million, during fiscal 2008, as compared to fiscal 2007. Gross profit percentages for the veterinary market segment during fiscal 2008 and 2007 were 55%. In absolute dollars, the increase in gross profit for the veterinary market segment was primarily due to (a) an increase in veterinary reagent discs sold during fiscal 2008, partially offset by (b) a decrease in VetScan chemistry analyzers sold during fiscal 2008, (c) higher manufacturing costs on the VetScan VS2 chemistry analyzers during fiscal 2008 and (d) the weaker U.S. dollar relative to the Euro currency.

Cost of Revenues

The following sets forth, our cost of revenues for fiscal 2009, 2008 and 2007 (in thousands, except percentages):

	Year Ended March 31,			Change 2008 to 2009		Change 2007 to 2008	
	2009	2008	2007	Increase/ (Decrease)	Percent Change	Increase/ (Decrease)	Percent Change
Cost of revenues	$ 46,937	$ 45,507	$ 39,362	$ 1,430	3%	$ 6,145	16%
Percentage of total revenues	44%	45%	46%				

Cost of revenues includes the costs associated with manufacturing, assembly, packaging, warranty repairs, test and quality assurance for our instruments, reagent discs, hematology reagent kits, coagulation reagents, canine heartworm rapid tests and manufacturing overhead, including costs of personnel and equipment associated with manufacturing support.

Fiscal 2009 Compared to Fiscal 2008

Cost of revenues in fiscal 2009 increased by 3%, or $1.4 million, as compared to fiscal 2008, primarily due to the following: an increase in the sales volume of (a) VetScan chemistry analyzers, (b) medical reagent discs and (c) hematology reagent kits during fiscal 2009. The increase in cost of revenues was partially offset by a decrease in the sales volume of (a) Piccolo chemistry analyzers and (b) hematology instruments during fiscal 2009.

Fiscal 2008 Compared to Fiscal 2007

Cost of revenues in fiscal 2008 increased by 16%, or $6.1 million, as compared to fiscal 2007, primarily due to the following: (a) an increase in the sales volume of medical and veterinary reagent discs during fiscal 2008, (b) an

increase in costs associated with manufacturing the VetScan VS2 and Piccolo xpress chemistry analyzers during fiscal 2008 and (c) the weaker U.S. dollar relative to the Euro currency during fiscal 2008.

Gross Profit

The following sets forth, our gross profit for fiscal 2009, 2008 and 2007 (in thousands, except percentages):

	Year Ended March 31,			Change 2008 to 2009		Change 2007 to 2008	
	2009	2008	2007	Increase/ (Decrease)	Percent Change	Increase/ (Decrease)	Percent Change
Total gross profit	$ 58,625	$ 55,044	$ 46,859	$ 3,581	7%	$ 8,185	17%
Total gross margin	56%	55%	54%				

Fiscal 2009 Compared to Fiscal 2008

Gross profit in fiscal 2009 increased by 7%, or $3.6 million, as compared to fiscal 2008, primarily due to the following: (a) an increase in the sales volume of medical reagent discs in fiscal 2009, (b) higher average selling prices and lower unit costs on veterinary reagent discs sold during fiscal 2009, and (c) an increase in the sales volume of hematology reagents in fiscal 2009. The increase in gross profit was partially offset by a decrease in the sales volume of Piccolo chemistry analyzers during fiscal 2009.

Fiscal 2008 Compared to Fiscal 2007

Gross profit in fiscal 2008 increased by 17%, or $8.2 million, as compared to fiscal 2007, primarily due to the following: (a) an increase in Piccolo chemistry analyzers and medical reagent discs sold during fiscal 2008, (b) higher average selling prices of Piccolo chemistry analyzers sold during fiscal 2008 and (c) an increase in veterinary reagent discs sold during fiscal 2008. The increase was partially offset by (a) higher manufacturing costs on the VetScan VS2 and Piccolo xpress chemistry analyzers sold during fiscal 2008, (b) a decrease in VetScan chemistry analyzers sold during fiscal 2008 and (c) the weaker U.S. dollar relative to the Euro currency.

Operating Expenses

Research and Development

The following sets forth, our research and development expenses for fiscal 2009, 2008 and 2007 (in thousands, except percentages):

	Year Ended March 31,			Change 2008 to 2009		Change 2007 to 2008	
	2009	2008	2007	Increase/ (Decrease)	Percent Change	Increase/ (Decrease)	Percent Change
Research and development	$ 8,361	$ 6,966	$ 6,180	$ 1,395	20%	$ 786	13%
Percentage of total revenues	8%	7%	7%				

Research and development expenses consist of personnel costs (including salaries, benefits and share-based compensation expense), consulting expenses and materials and related expenses associated with the development of new tests and test methods, clinical trials, product improvements and enhancement of existing products.

Fiscal 2009 Compared to Fiscal 2008

Research and development expenses in fiscal 2009 increased by 20%, or $1.4 million, as compared to fiscal 2008. Research and development expenses in fiscal 2009 related primarily to new product development and enhancement of existing products and clinical trials. Research and development expenses are based on the project activities planned and the level of spending depends on budgeted expenditures. The projects primarily relate to new product development in both the medical and veterinary markets and costs related to compliance with FDA regulations and clinical trials. Share-based compensation expense during fiscal 2009 and 2008 was $240,000 and $153,000, respectively.

We anticipate the dollar amount of research and development expenses to increase in fiscal 2010 from fiscal 2009 but remain consistent as a percentage of total revenues, as we complete new products for both the medical and veterinary markets. There can be no assurance, however, that we will undertake such research and development activities in future periods or, if we do, that such activities will be successful.

Fiscal 2008 Compared to Fiscal 2007

Research and development expenses in fiscal 2008 increased by 13%, or $786,000, as compared to fiscal 2007. Research and development expenses in fiscal 2008 related primarily to new product development and enhancement of existing products and clinical trials. The investments in research and development were attributed primarily to new product development in both the medical and veterinary markets and costs related to compliance with FDA regulations and clinical trials. Share-based compensation expense during fiscal 2008 and 2007 was $153,000 and $117,000, respectively.

Sales and Marketing

The following sets forth, our sales and marketing expenses for fiscal 2009, 2008 and 2007 (in thousands, except percentages):

	Year Ended March 31,			Change 2008 to 2009		Change 2007 to 2008	
	2009	2008	2007	Increase/ (Decrease)	Percent Change	Increase/ (Decrease)	Percent Change
Sales and marketing expenses	$ 24,712	$ 23,689	$ 20,569	$ 1,023	4%	$ 3,120	15%
Percentage of total revenues	23%	24%	24%				

Sales and marketing expenses consist of personnel costs (including salaries, benefits and share-based compensation expense), commissions and travel-related expenses for personnel engaged in selling, costs associated with advertising, lead generation, marketing programs, trade shows and services related to customer and technical support.

Fiscal 2009 Compared to Fiscal 2008

Sales and marketing expenses in fiscal 2009 increased by 4%, or $1.0 million, as compared to fiscal 2008. The increase was primarily related to higher personnel-related costs to support the growth in both our medical and veterinary markets. Share-based compensation expense during fiscal 2009 and 2008 was $508,000 and $325,000, respectively.

Fiscal 2008 Compared to Fiscal 2007

Sales and marketing expenses in fiscal 2008 increased by 15%, or $3.1 million, as compared to fiscal 2007. The increase was primarily related to personnel-related costs resulting from an increase in headcount in sales and marketing, customer service and technical service, to support the growth in both our medical and veterinary markets. Share-based compensation expense during fiscal 2008 and 2007 was $325,000 and $292,000, respectively. Our headcount in sales and marketing (including customer support) increased to 129 employees at March 31, 2008 from 103 employees at March 31, 2007.

General and Administrative

The following sets forth, our general and administrative expenses for fiscal 2009, 2008 and 2007 (in thousands, except percentages):

	Year Ended March 31,			Change 2008 to 2009		Change 2007 to 2008	
	2009	2008	2007	Increase/ (Decrease)	Percent Change	Increase/ (Decrease)	Percent Change
General and administrative expenses	$ 7,757	$ 6,681	$ 5,735	$ 1,076	16%	$ 946	16%
Percentage of total revenues	7%	7%	7%				

General and administrative expenses consist of personnel costs (including salaries, benefits and share-based compensation expense), and expenses for outside professional services related to general corporate functions, including accounting, human resources and legal.

Fiscal 2009 Compared to Fiscal 2008

General and administrative expenses in fiscal 2009 increased by 16%, or $1.1 million, as compared to fiscal 2008, primarily related to (a) an increase in personnel-related costs, which includes share-based compensation expense and (b) fees and costs related to pursuing strategic opportunities in fiscal 2009. Share-based compensation expense during fiscal 2009 and 2008 was $843,000 and $503,000, respectively.

Fiscal 2008 Compared to Fiscal 2007

General and administrative expenses in fiscal 2008 increased by 16%, or $946,000, as compared to fiscal 2007, primarily related to (a) an increase in share-based compensation expense and (b) costs associated with our implementation of an enterprise resource planning system during fiscal 2008. Share-based compensation expense during fiscal 2008 and 2007 was $503,000 and $318,000, respectively.

Interest and Other Income (Expense), Net

The following sets forth our interest and other income (expense), net for fiscal 2009, 2008 and 2007 (in thousands, except percentages):

	Year Ended March 31,			Change 2008 to 2009		Change 2007 to 2008	
	2009	2008	2007	Increase/ (Decrease)	Percent Change	Increase/ (Decrease)	Percent Change
Interest and other income (expense), net	$ 1,271	$ 2,096	$ 1,774	$ (825)	(39)%	$ 322	18%

Interest and other income (expense), net consists primarily of interest earned on cash, cash equivalents, short-term and long-term investments and foreign currency exchange gains and losses.

Fiscal 2009 Compared to Fiscal 2008

Interest and other income (expense), net in fiscal 2009 decreased by 39%, or $825,000. The decrease in interest and other income (expense), net, in fiscal 2009, as compared to fiscal 2008, was primarily attributed to lower interest yields in our investment portfolio during fiscal 2009.

Fiscal 2008 Compared to Fiscal 2007

Interest and other income (expense), net in fiscal 2008 increased by 18%, or $322,000. The increase in interest and other income (expense), net, in fiscal 2008, as compared to fiscal 2007, was primarily attributed to interest income in our investment portfolio resulting from higher average invested balances during fiscal 2008.

Income Tax Provision

The following sets forth, our income tax provision for fiscal 2009, 2008 and 2007 (in thousands, except percentages):

	Year Ended March 31,		
	2009	2008	2007
Income tax provision	$ 7,053	$ 7,301	$ 6,076
Effective tax rate	37%	37%	38%

Fiscal 2009 Compared to Fiscal 2008

For fiscal 2009 and fiscal 2008, the income tax provisions were $7.1 million, based on an effective tax rate of 37%, and $7.3 million, based on an effective tax rate of 37%, respectively. During fiscal 2009 and 2008, the

effective tax rate included a tax benefit for tax-exempt investments and included a tax benefit for the federal research and development tax credit. During fiscal 2009, the effective tax rate also included a benefit for federal qualified production activities. Our effective tax rate of 37% in fiscal 2009, as compared to our effective tax rate of 37% in fiscal 2008, includes tax benefits from qualified production activities, partially offset by lower tax benefits from tax-exempt investments and from the federal research and development tax credit.

We expect our effective tax rate will be approximately 38% for federal and various state tax jurisdictions in the near term.

Fiscal 2008 Compared to Fiscal 2007

For fiscal 2008 and fiscal 2007, the income tax provisions were $7.3 million, based on an effective tax rate of 37%, and $6.1 million, based on an effective tax rate of 38%, respectively. Our effective tax rate of 37% in fiscal 2008, as compared to our effective tax rate of 38% in fiscal 2007, was primarily due to higher tax benefits from tax-exempt investments.

LIQUIDITY AND CAPITAL RESOURCES

Total cash, cash equivalents and short-term and long-term investments at March 31, 2009, 2008 and 2007 were as follows (in thousands, except percentages):

	March 31,		
	2009	2008	2007
Cash and cash equivalents	$ 49,237	$ 17,219	$ 10,183
Short-term investments	20,776	6,991	35,028
Long-term investments	4,886	35,463	—
Total cash, cash equivalents and investments	$ 74,899	$ 59,673	$ 45,211
Percentage of total assets	53%	49%	44%

Cash Flow Changes

Cash provided by (used in) in fiscal 2009, 2008 and 2007 were as follows (in thousands):

	Year Ended March 31,		
	2009	2008	2007
Net cash provided by operating activities	$ 14,331	$ 14,966	$ 11,822
Net cash provided by (used in) investing activities	10,673	(12,557)	(17,701)
Net cash provided by financing activities	7,066	4,627	5,898
Effect of exchange rate changes on cash and cash equivalents	(52)	—	—
Net increase in cash and cash equivalents	$ 32,018	$ 7,036	$ 19

At March 31, 2009, we had net working capital of $101.8 million compared to $52.5 million at March 31, 2008. Cash and cash equivalents at March 31, 2009 were $49.2 million compared to $17.2 million at March 31, 2008. The increase in cash and cash equivalents during fiscal 2009 was primarily due to net cash provided by operating activities of $14.3 million and proceeds from redemptions of investments in auction rate securities of $37.0 million, partially offset by purchases of property and equipment of $2.7 million and intangible assets of $5.0 million during fiscal 2009. For additional information regarding redemptions of investments in auction rate securities during fiscal 2009, see Notes 1 and 3 of the Notes to Consolidated Financial Statements contained in this Annual Report on Form 10-K.

In fiscal 2009, the effect of exchange rate changes on cash and cash equivalents and the net loss of foreign exchange translation were presented in our consolidated statement of cash flows, resulting from the incorporation of our wholly-owned subsidiary, Abaxis Europe GmbH, which maintains foreign currency denominated accounts.

Operating Activities

During fiscal 2009, we generated $14.3 million in cash from operating activities compared to $15.0 million in fiscal 2008. The cash provided by operating activities during fiscal 2009 was primarily the result of net income of $12.0 million during fiscal 2009, adjusted for the effects of non-cash adjustments including depreciation and amortization of $4.5 million, share-based compensation expense of $1.7 million and deferred income taxes of $4.8 million, partially offset by a decrease of $6.7 million related to excess tax benefits from share-based awards.

Other changes in operating activities during fiscal 2009 were as follows:

(i) Net trade receivables increased by $1.1 million, from $20.9 million at March 31, 2008 to $22.0 million as of March 31, 2009, primarily due to slower collections and extended payment terms.

(ii) Net inventories decreased by $3.0 million, from $18.7 million at March 31, 2008 to $15.7 million as of March 31, 2009, primarily due to improvements in the quality of the parts from suppliers.

(iii) Prepaid expenses increased by $530,000, from $427,000 at March 31, 2008 to $957,000 as of March 31, 2009.

(iv) Current net deferred tax asset increased by $2.3 million, from $2.4 million at March 31, 2008 to $4.7 million as of March 31, 2009, primarily as a result of an increase in the amount of federal research and development tax credits carryovers classified as current deferred tax assets.

(v) Non-current net deferred tax asset decreased by $1.4 million, from $3.9 million at March 31, 2008 to $2.5 million as of March 31, 2009, primarily as a result of an increase in the amount of federal research and development tax credits carryovers classified as current deferred tax assets.

(vi) Accounts payable decreased by $2.4 million, from $6.4 million at March 31, 2008 to $4.0 million as of March 31, 2009, primarily due to the timing and payment of services and inventory purchases.

(vii) Accrued payroll and related expenses decreased by $579,000, from $4.3 million at March 31, 2008 to $3.7 million as of March 31, 2009, primarily due to a decrease in accrued bonus as of March 31, 2009 because the Company did not achieve the established quarterly net sales and quarterly pre-tax income goals during the fourth quarter of fiscal 2009.

(viii) Total deferred revenue increased by $621,000, resulting from an increase in the current portion of deferred revenue of $217,000, from $807,000 at March 31, 2008 to $1.0 million as of March 31, 2009, and an increase in the non-current portion of deferred revenue of $404,000, from $1.1 million at March 31, 2008 to $1.6 million as of March 31, 2009, primarily due to an increase in maintenance contracts offered to customers from time to time as incentives in the form of free goods in connection with the sale of our products, for which revenue is deferred and recognized ratably over the life of the maintenance contract.

(ix) Total warranty reserves increased by $349,000, resulting from an increase in the current portion of warranty reserves of $495,000, from $1.2 million at March 31, 2008 to $1.7 million as of March 31, 2009, partially offset by a decrease in the non-current portion of warranty reserves of $146,000, from $729,000 at March 31, 2008 to $583,000 as of March 31, 2009. The net change in warranty reserves is based on (a) the number of instruments in standard warranty and estimated repair costs and (b) an estimate of defective reagent discs and replacement costs.

We anticipate that we will incur incremental additional costs to support our future operations, including further additional pre-clinical testing and clinical trials for our current and future products; research and design costs related to the continuing development of our current and future products; and acquisition of capital equipment for our manufacturing facility, which includes the ongoing costs related to the continuing development of our current and future products.

Investing Activities

Net cash provided by investing activities during fiscal 2009 totaled $10.7 million. Changes in investing activities were as follows:

Investments. Cash provided by proceeds from (a) maturities of certificates of deposits and municipal bonds totaled $14.3 million and (b) redemptions of auction rate securities totaled $37.0 million during fiscal 2009. For a discussion regarding the redemption of our auction rate securities, see Notes 1 and 3 of the Notes to Consolidated Financial Statements. Cash used to purchase held-to-maturity investments, consisting of certificate of deposits and corporate bonds, totaled $33.0 million during fiscal 2009.

Property and Equipment. Cash used to purchase property and equipment totaled $2.7 million during fiscal 2009, primarily to support (a) new product introduction and (b) more efficient production lines. We anticipate that we will continue to purchase property and equipment necessary in the normal course of our business.

Intangible Assets. Cash used to purchase intangible assets totaled $5.0 million during fiscal 2009, primarily related to a license agreement entered into with Inverness Medical Switzerland GmbH, to license co-exclusively certain worldwide patent rights related to lateral flow immunoassay technology in the field of animal health diagnostics.

Financing Activities

Net cash provided by financing activities during fiscal 2009 totaled $7.1 million, primarily consisting of $6.7 million related to excess tax benefits from share-based awards and $636,000 related to proceeds from stock options exercised, partially offset by the payment of income withholding taxes of $281,000 due upon vesting of restricted stock units.

Contractual Obligations

As of March 31, 2009, our contractual obligations for succeeding years is as follows (in thousands):

	Payments Due by Period						
		Due in Fiscal					
	Total	2010	2011	2012	2013	2014	Thereafter
Operating leases	$ 2,672	$ 1,363	$ 1,112	$ 166	$ 31	$ —	$ —

Operating Leases. Operating lease obligations were comprised of our principal facility and various leased facilities and office equipment under operating lease agreements, which expire on various dates through fiscal 2013.

Purchase Commitments. In November 2003, we entered into an original equipment manufacturing ("OEM") agreement with Diatron Messtechnik GmbH ("Diatron") of Austria to purchase Diatron hematology instruments. The Diatron hematology instruments are currently supplied by Diatron Medical Instruments PLC. Under the terms of the original OEM agreement, we committed to purchase a minimum number of hematology instruments from Diatron once the product was qualified for sale, which occurred in May 2004. Following a prior amendment, in February 2008, the terms of the OEM agreement, with respect to the purchase commitments, were revised. Under the amended OEM agreement, we committed to purchase a minimum number of hematology instruments through fiscal 2009. In August 2008, we entered into a purchase order with scheduled shipping terms through January 2009 for the remaining number of hematology instruments to be purchased under the amended OEM agreement. Since August 2008, we have operated entirely on a purchase order basis with Diatron.

In October 2008, we entered into an OEM agreement with Scandinavian Micro Biodevices APS ("SMB") of Denmark to purchase coagulation analyzers and coagulation reagents. In the fourth quarter of fiscal 2009, we started marketing the products and, upon achievement of certain milestones by SMB outlined in the agreement, we will be subject to the minimum purchase commitments under the OEM agreement.

Patent Licensing Agreement. Effective January 2009, we entered into a license agreement with Inverness Medical Switzerland GmbH ("Inverness"). Under our agreement, we licensed co-exclusively certain worldwide patent rights related to lateral flow immunoassay technology in the field of animal health diagnostics in the

professional marketplace. The license agreement provides that Inverness shall not grant any future rights to any third parties under its current lateral flow patent rights in the animal health diagnostics field in the professional marketplace. The license agreement enables us to develop and market products under rights from Inverness to address animal health and laboratory animal research markets.

In exchange for the license rights, we (i) paid an up-front license fee of $5.0 million to Inverness in January 2009, (ii) agreed to pay royalties during the term of the agreement, based solely on sales of products in a jurisdiction country covered by valid and unexpired claims in that jurisdiction under the licensed Inverness patent rights, and (iii) agreed to pay a yearly minimum license fee of between $500,000 to $1.0 million per year, which fee will be creditable against any royalties due during such calendar year. The royalties, if any, are payable through the date of the expiration of the last valid patent licensed under the agreement that includes at least one claim in a jurisdiction covering products we sell in that jurisdiction. The yearly minimum fees are payable starting in fiscal 2011 for so long as we desire to maintain exclusivity under the agreement.

Line of Credit. We have a line of credit with Comerica Bank-California which provides for borrowings of up to $2.0 million. The line of credit may be terminated upon notification by either party and any outstanding balance is payable upon demand. At March 31, 2009, there was no amount outstanding under our line of credit. The terms and conditions with respect to our loan covenants are set forth in Note 8 of the Notes to Consolidated Financial Statements contained in this Annual Report on Form 10-K.

Contingencies

We are involved from time to time in various litigation matters in the normal course of business. While the outcome of these proceedings and claims cannot be predicted with certainty, we do not believe that the ultimate resolution of these matters will have a material effect on our financial position or results of operations.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Financial Condition

We anticipate that our existing capital resources, available line of credit and anticipated revenues from the sales of our products will be adequate to satisfy our currently planned operating and financial requirements through at least the next 12 months. Our future capital requirements will largely depend upon the increased market acceptance of our point-of-care blood analyzer products. However, our sales for any future periods are not predictable with a significant degree of certainty. Regardless, we may seek to raise additional funds to pursue strategic opportunities.

RECENT ACCOUNTING PRONOUNCEMENTS

In October 2008, the Financial Accounting Standards Board (the "FASB") issued FASB Staff Position ("FSP") FAS No. 157-3, "Determining the Fair Value of a Financial Asset When the Market For That Asset Is Not Active" ("FSP FAS No. 157-3"). FSP FAS No. 157-3 clarifies the application of Statement of Financial Accounting Standards ("SFAS") No. 157, "Fair Value Measurements," in a market that is not active and provides an example to illustrate key considerations in determining the fair value of a financial asset when the market for that financial asset is not active. FSP FAS No. 157-3 became effective upon issuance, including with respect to prior periods for which financial statements have not been issued. The adoption of FSP FAS No. 157-3 did not have a material impact on our consolidated financial position or results of operations during fiscal 2009.

In April 2008, the FASB issued FSP FAS No. 142-3, "Determination of the Useful Life of Intangible Assets" ("FSP FAS No. 142-3"). FSP FAS No. 142-3 amends SFAS No. 142, "Goodwill and Other Intangible Assets," to improve the consistency between the useful life of a recognized intangible asset under SFAS No. 142 and the period of expected cash flows used to measure the fair value of the asset under SFAS No. 141 and other U.S. generally accepted accounting principles. FSP FAS No. 142-3 is effective for fiscal years beginning after December 15, 2008,

as well as interim periods within those fiscal years. We are currently in the process of evaluating the impact of adopting this pronouncement.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities" ("SFAS No. 161"), which is intended to enable investors to better understand how derivative instruments and hedging activities affect an entity's financial position, financial performance and cash flows through enhanced disclosure requirements. SFAS No. 161 will be effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. SFAS No. 161 is effective for us on April 1, 2009. We do not expect that the adoption of SFAS No. 161 will have an impact on our consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), "Business Combinations" ("SFAS No. 141(R)"). SFAS No. 141(R) will change how business acquisitions are accounted for and will impact financial statements both on the acquisition date and in subsequent periods. SFAS No. 141(R) is effective for us on April 1, 2009. We will assess the impact of SFAS No. 141(R) if and when future acquisitions occur.

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements — an amendment of ARB No. 51" ("SFAS No. 160"), which establishes new accounting and reporting standards for minority interests, which will be recharacterized as noncontrolling interests and classified as a component of equity. SFAS No. 160 is effective for us on April 1, 2009. We do not expect that the adoption of SFAS No. 160 will have an impact on our consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" ("SFAS No. 159"). SFAS No. 159 permits entities to choose, at specified election dates, to measure eligible items at fair value (the "fair value option"). Unrealized gains and losses on instruments for which the fair value option has been elected are reported in earnings at each subsequent reporting period. SFAS No. 159 is applied prospectively upon adoption. We adopted SFAS No. 159 effective April 1, 2008. To date, we have not elected the fair value option for any of our financial assets or financial liabilities.

Item 7A. ***Quantitative and Qualitative Disclosures About Market Risk***

Interest Rate Risk

We are exposed to the impact of interest rate changes with respect to our short-term and long-term investments and line of credit.

Our investment objective is to invest excess cash in cash equivalents and in various types of investments to maximize yields without significantly increased risk. At March 31, 2009, our short-term investments totaled $20.8 million, consisting of certificates of deposits and our long-term investments totaled $4.9 million, consisting of certificates of deposits and corporate bonds.

Historically, our investment portfolio had included auction rate securities, which became illiquid as a result of the negative condition in the global credit markets. In September 2008, the bank where our auction rate securities were held, reached agreements with the Financial Industry Regulatory Authority, the State of Michigan Attorney General and the Michigan Office of Financial and Insurance Regulation regarding the repurchase of auction rate securities. In October 2008, we received a commitment from our bank to repurchase all of our remaining auction rate securities, which repurchases were completed in the third quarter of fiscal 2009. During fiscal 2009, we redeemed $37.0 million of our auction rate securities at 100% of par value. As of March 31, 2009, we no longer hold any auction rate securities.

We have the ability to hold the certificates of deposits and corporate bonds in our investment portfolio at March 31, 2009 until maturity and therefore, we believe we have no material exposure to interest rate risk. A sensitivity analysis assuming a hypothetical 10% movement in interest rates applied to our total investment balances at March 31, 2009 indicated that such market movement would not have a material effect on our business, operating results or financial condition. We have not experienced any significant loss on our investment portfolio during either fiscal 2009 or fiscal 2008.

For our line of credit, which provides for borrowings of up to $2.0 million, the interest rate is equal to the bank's prime rate minus 0.25%, which totaled 3.00% at March 31, 2009. Consequently, an increase in the prime rate

would expose us to higher interest expenses. A sensitivity analysis assuming a hypothetical 10% movement in the prime rate applied to our line of credit balance at March 31, 2009 indicated that such market movement would not have a material effect on our business, operating results or financial condition, as there was no amount outstanding on our line of credit at March 31, 2009.

As a matter of management policy, we do not currently enter into transactions involving derivative financial instruments. In the event we do enter into such transactions in the future, such items will be accounted for in accordance with Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities."

Foreign Currency Rate Fluctuations

We operate primarily in the United States and a majority of our revenues, cost of revenues, operating expenses and capital purchasing activities for fiscal 2009 were transacted in U.S. dollars. However, we are exposed to foreign currency exchange rate fluctuations on the hematology instruments and hematology reagent kits purchased from Diatron Medical Instruments PLC., which are primarily denominated in Euros.

In the first quarter of fiscal 2009, operations from our sales office in Darmstadt, Germany were stated in Euros and translated into U.S. dollars at the period-end exchange rates. In July 2008, the Germany sales office was incorporated as our wholly-owned subsidiary, Abaxis Europe GmbH, to market, promote and distribute diagnostic systems for medical and veterinary uses. Abaxis Europe GmbH's functional currency is in U.S. dollars. Foreign currency transactions of the our subsidiary are remeasured into U.S. dollars at the end-of-period exchange rates for monetary assets and liabilities, and historical exchange rates for nonmonetary assets. Accordingly, the effects of foreign currency transactions, and of remeasuring the financial condition into the functional currency resulted in foreign currency gains and losses, which were included in "Interest and other income (expense), net" on the Consolidated Statements of Operations.

To the extent the U.S. dollar strengthens against the Euro currency, the translation of the foreign currency denominated transactions may result in reduced cost of revenues and operating expenses. Similarly, our cost of revenues and operating expenses will increase if the U.S. dollar weakens against the Euro currency.

Item 8. ***Financial Statements and Supplementary Data***

ABAXIS, INC.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Abaxis, Inc.

We have audited the accompanying consolidated balance sheets of Abaxis, Inc. and its subsidiary ("the Company") as of March 31, 2009 and 2008, and the related consolidated statements of operations, shareholders' equity and comprehensive income, and cash flows for each of the three years in the period ended March 31, 2009. Our audits also included the financial statement schedule listed in the Index to this Annual Report on Form 10-K at Part IV Item 15(a) 2. These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Abaxis, Inc. and its subsidiary as of March 31, 2009 and 2008, and the results of their operations and their cash flows for each of the three years in the period ended March 31, 2009, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly, in all material aspects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of the Company's internal control over financial reporting as of March 31, 2009, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated June 12, 2009 expressed an unqualified opinion thereon.

/s/ Burr, Pilger & Mayer LLP

San Jose, California
June 12, 2009

ABAXIS, INC.

CONSOLIDATED BALANCE SHEETS

	March 31, 2009	March 31, 2008
	(In thousands, except share data)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 49,237	$ 17,219
Short-term investments	20,776	6,991
Trade receivables (net of allowances of $388 and $272 in 2009 and 2008, respectively)	21,983	20,873
Inventories	15,735	18,657
Prepaid expenses	957	427
Net deferred tax asset, current	4,676	2,426
Total current assets	113,364	66,593
Long-term investments	4,886	35,463
Property and equipment, net	14,798	14,599
Intangible assets, net	5,175	375
Other assets	24	5
Net deferred tax asset, non-current	2,464	3,868
Total assets	$ 140,711	$ 120,903
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 3,963	$ 6,421
Accrued payroll and related expenses	3,698	4,277
Other accrued liabilities	1,150	1,369
Deferred revenue	1,024	807
Warranty reserve	1,714	1,219
Total current liabilities	11,549	14,093
Non-current liabilities:		
Deferred rent	137	286
Deferred revenue	1,550	1,146
Warranty reserve	583	729
Total non-current liabilities	2,270	2,161
Commitments and contingencies (Note 9)		
Shareholders' equity:		
Preferred stock, no par value: 5,000,000 shares authorized; no shares issued and outstanding in 2009 and 2008	—	—
Common stock, no par value: 35,000,000 shares authorized; 21,933,000 and 21,706,000 shares issued and outstanding in 2009 and 2008, respectively	117,846	109,031
Retained earnings (accumulated deficit)	9,046	(2,967)
Accumulated other comprehensive loss	—	(1,415)
Total shareholders' equity	126,892	104,649
Total liabilities and shareholders' equity	$ 140,711	$ 120,903

See accompanying Notes to Consolidated Financial Statements.

ABAXIS, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended March 31,		
	2009	2008	2007
	(In thousands, except per share data)		
Revenues	$ 105,562	$ 100,551	$ 86,221
Cost of revenues	46,937	45,507	39,362
Gross profit	58,625	55,044	46,859
Operating expenses:			
Research and development	8,361	6,966	6,180
Sales and marketing	24,712	23,689	20,569
General and administrative	7,757	6,681	5,735
Total operating expenses	40,830	37,336	32,484
Income from operations	17,795	17,708	14,375
Interest and other income (expense), net	1,271	2,096	1,774
Income before income tax provision	19,066	19,804	16,149
Income tax provision	7,053	7,301	6,076
Net income	$ 12,013	$ 12,503	$ 10,073
Net income per share:			
Basic net income per share	$ 0.55	$ 0.58	$ 0.49
Diluted net income per share	$ 0.54	$ 0.56	$ 0.46
Shares used in the calculation of net income per share:			
Weighted average common shares outstanding — basic	21,826	21,499	20,643
Weighted average common shares outstanding — diluted	22,324	22,261	21,846

See accompanying Notes to Consolidated Financial Statements.

ABAXIS, INC.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY AND COMPREHENSIVE INCOME

	Common Stock		Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity	Comprehensive Income
	Shares	Amount				
	(In thousands, except share data)					
Balances at March 31, 2006	20,135,000	$ 96,506	$ (25,543)	$ 75	$ 71,038	
Common stock issued for employee benefit plans	3,000	66	—	—	66	
Common stock issued under stock option exercises	931,000	4,506	—	—	4,506	
Issuance of common stock upon exercise of warrants	138,000	823	—	—	823	
Share-based compensation	—	812	—	—	812	
Excess tax benefits from share-based awards	—	569	—	—	569	
Components of comprehensive income:						
Net income	—	—	10,073	—	10,073	$ 10,073
Change in unrealized gain (loss) on investments, net of tax	—	—	—	(75)	(75)	(75)
Comprehensive income	—	—	—	—	—	$ 9,998
Balances at March 31, 2007	21,207,000	103,282	(15,470)	—	87,812	
Common stock issued under stock option exercises	483,000	3,128	—	—	3,128	
Common stock issued in settlement of restricted stock units, net of shares withheld for employee taxes	16,000	(110)	—	—	(110)	
Share-based compensation	—	1,122	—	—	1,122	
Excess tax benefits from share-based awards	—	1,609	—	—	1,609	
Components of comprehensive income:						
Net income	—	—	12,503	—	12,503	$ 12,503
Change in unrealized gain (loss) on investments, net of tax	—	—	—	(1,415)	(1,415)	(1,415)
Comprehensive income	—	—	—	—	—	$ 11,088
Balances at March 31, 2008	21,706,000	109,031	(2,967)	(1,415)	104,649	
Common stock issued under stock option exercises	194,000	636	—	—	636	
Common stock issued in settlement of restricted stock units, net of shares withheld for employee taxes	33,000	(281)	—	—	(281)	
Share-based compensation	—	1,749	—	—	1,749	
Excess tax benefits from share-based awards	—	6,711	—	—	6,711	
Components of comprehensive income:						
Net income	—	—	12,013	—	12,013	$ 12,013
Change in unrealized gain (loss) on investments, net of tax	—	—	—	1,415	1,415	1,415
Comprehensive income	—	—	—	—	—	$ 13,428
Balances at March 31, 2009	21,933,000	$ 117,846	$ 9,046	$ —	$ 126,892	

See accompanying Notes to Consolidated Financial Statements.

ABAXIS, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended March 31,		
	2009	2008	2007
	(In thousands)		
Cash flows from operating activities:			
Net income	$ 12,013	$ 12,503	$ 10,073
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	4,492	3,497	2,685
Loss on disposal of property and equipment	16	2	37
Loss on foreign exchange translation	137	—	—
Share-based compensation expense	1,743	1,108	799
Excess tax benefits from share-based awards	(6,711)	(1,609)	(569)
Provision for deferred income taxes	4,813	6,400	5,178
Common stock issued for employee benefit plans	—	—	66
Changes in assets and liabilities:			
Trade receivables, net	(1,221)	(3,944)	(2,291)
Inventories	1,051	(5,572)	(6,755)
Prepaid expenses	(295)	894	(306)
Other assets	(21)	33	42
Accounts payable	(2,440)	(84)	1,891
Accrued payroll and related expenses	(576)	447	(60)
Other accrued liabilities	509	503	464
Deferred rent	(149)	(105)	(87)
Deferred revenue	621	(208)	284
Warranty reserve	349	1,101	375
Other long-term liabilities	—	—	(4)
Net cash provided by operating activities	14,331	14,966	11,822
Cash flows from investing activities:			
Purchases of available-for-sale investments	—	(20,575)	(67,483)
Purchases of held-to-maturity investments	(32,950)	(21,167)	(25,868)
Proceeds from maturities of available-for-sale investments	36,975	—	71,330
Proceeds from maturities of held-to-maturity investments	14,279	32,804	7,240
Purchases of property and equipment	(2,651)	(3,619)	(2,920)
Proceeds from disposal of property and equipment	20	—	—
Purchase of intangible assets	(5,000)	—	—
Net cash provided by (used in) investing activities	10,673	(12,557)	(17,701)
Cash flows from financing activities:			
Proceeds from issuance of common stock under stock plans, net	355	3,018	4,506
Proceeds from exercise of warrants	—	—	823
Excess tax benefits from share-based awards	6,711	1,609	569
Net cash provided by financing activities	7,066	4,627	5,898
Effect of exchange rate changes on cash and cash equivalents	(52)	—	—
Net increase in cash and cash equivalents	32,018	7,036	19
Cash and cash equivalents at beginning of year	17,219	10,183	10,164
Cash and cash equivalents at end of year	$ 49,237	$ 17,219	$ 10,183
Supplemental disclosure of cash flow information:			
Cash paid for interest	$ 7	$ 4	$ 15
Cash paid for income taxes, net of refunds	$ 1,491	$ 319	$ 503
Supplemental disclosure of non-cash flow information:			
Change in unrealized gain (loss) on investments, net of tax	$ 1,415	$ (1,415)	$ (75)
Transfers of equipment between inventory and property and equipment	$ 1,877	$ 1,742	$ 2,351
Change in capitalized share-based compensation	$ 6	$ 14	$ 13
Common stock withheld for employee taxes in connection with share-based compensation	$ 281	$ 110	$ —

See accompanying Notes to Consolidated Financial Statements.

ABAXIS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED MARCH 31, 2009, 2008 AND 2007

NOTE 1. DESCRIPTION OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES

Description of Business. Abaxis, Inc. (the "Company"), incorporated in California in 1989, develops, manufactures, markets and sells portable blood analysis systems for use in the human or veterinary patient-care setting to provide clinicians with rapid blood constituent measurements.

On July 1, 2008, the Company's sales office in Darmstadt, Germany was incorporated as Abaxis Europe GmbH to market, promote and distribute diagnostic systems for medical and veterinary uses. Abaxis Europe GmbH, a wholly-owned subsidiary of the Company, was formed to provide customer support in a timely manner in response to the growing and increasingly diverse services needs of customers in the European market.

Principles of Consolidation. The accompanying consolidated financial statements as of and for the fiscal year ended March 31, 2009 include the accounts of the Company and its wholly-owned subsidiary, Abaxis Europe GmbH. All intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates in Preparation of Financial Statements. The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Such management estimates include allowance for doubtful accounts, fair values of investments, sales and other allowances, valuation of inventory, fair values of purchased intangible assets, useful lives of intangible assets, income taxes, valuation allowance for deferred tax assets, share-based compensation and warranty reserves. Management bases their estimates on historical experience and on various other assumptions that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results that the Company experiences may differ materially from these estimates.

Certain Significant Risks and Uncertainties. The Company is subject to certain risks and uncertainties and believes that changes in any of the following areas could have a material adverse effect on its future financial position or results of operations: continued Food and Drug Administration compliance or regulatory changes; uncertainty regarding health care reforms; fundamental changes in the technology underlying blood testing; the ability to develop new products that are accepted in the marketplace; competition, including, but not limited to, pricing and products or product features and services; litigation or other claims against the Company; the adequate and timely sourcing of inventories; and the hiring, training and retention of key employees.

Reclassification. Certain amounts in the fiscal years ended March 31, 2008 and 2007 financial statements have been reclassified to conform to the fiscal year ended March 31, 2009 presentation. These reclassifications did not result in any change in previously reported net income, total assets or shareholders' equity.

Cash and Cash Equivalents. Cash equivalents consist of highly liquid instruments with original or remaining maturities of three months or less at the time of purchase that are readily convertible into cash.

Investments. The Company's investments are accounted for under Statement of Financial Accounting Standard ("SFAS") No. 115, "Accounting for Certain Investments in Debt and Equity Securities" as either available-for-sale or held-to-maturity. Investments classified as available-for-sale are reported at fair value at the balance sheet date, and temporary differences between cost and fair value are presented as a separate component of accumulated other comprehensive income (loss), net of any related tax effect, in shareholders' equity. Short-term investments have maturities of one year or less from the date of purchase. All other investments with maturity dates greater than one year are classified as long-term.

At March 31, 2009, the Company's short-term investments totaled $20.8 million, consisting of certificates of deposits, and long-term investments totaled $4.9 million, consisting of certificates of deposits and corporate bonds.

ABAXIS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

At March 31, 2008, the Company's short-term investments totaled $7.0 million, consisting of certificates of deposits and municipal bonds. At March 31, 2008, the Company's fair value of long-term investments were $35.5 million, consisting of auction rate securities. At March 31, 2008, the Company's auction rate securities that were not liquid were classified as long-term investments. Beginning in February 2008, since several auctions related to its auction rate securities failed, the Company determined that its auction rate securities were not liquid. At March 31, 2008, the Company held $37.0 million par value of long-term investments in auction rate securities that were structured to periodically reset through auctions ranging from seven to 28 days. As of March 31, 2008, $31.0 million par value of the Company's auction rate securities were collateralized by municipal bonds and the remaining $6.0 million par value of the Company's auction rate securities were collateralized by a variety of securities including real estate income trust, preferred stock, convertible preferred stock, high yield bonds, high dividend equities or other stock. These investments in auction rate securities were rated AAA and the Company continued to earn interest on its auction rate securities at the contractual rate.

In September 2008, the Company's bank where its auction rate securities were held, reached agreements with the Financial Industry Regulatory Authority, the State of Michigan Attorney General and the Michigan Office of Financial and Insurance Regulation regarding the repurchase of auction rate securities. In October 2008, the Company received a commitment from its bank to repurchase all of its remaining auction rate securities, which repurchases were completed in the third quarter of fiscal 2009. During fiscal 2009 the Company redeemed $37.0 million of its auction rate securities at 100% of par value by the issuer of the auction rate securities and in fiscal 2009, the Company adjusted unrealized loss of $1.4 million, net of related income taxes, that was recorded in other comprehensive income in fiscal 2008. Such adjustment in fiscal 2009 did not affect net income for the applicable accounting period.

Interest and realized gains and losses from investments are included in interest income, computed using the specific identification cost method. The Company assesses whether an other-than-temporary impairment loss on the investments has occurred due to declines in fair value or other market conditions. Declines in fair value that are considered other-than-temporary, if any, are recorded as charges in the Consolidated Statements of Operations. The Company did not recognize any impairment loss on investments during fiscal 2009, 2008 or 2007.

Concentration of Credit Risk. Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash, cash equivalents, investments and trade receivables. Cash, cash equivalents and investments are placed with high quality financial institutions and are regularly monitored by management.

The Company sells its products to distributors and direct customers located primarily in Europe, Japan and North America. The Company monitors the credit status of its distributors and direct customers on an ongoing basis and generally does not require its customers to provide collateral for purchases on credit. Collection of trade receivables may be affected by changes in economic or other industry conditions and may, accordingly, impact the Company's overall credit risk. At March 31, 2009 and 2008, one distributor accounted for 16% and 14%, respectively, of trade receivables.

Allowance for Doubtful Accounts. The Company maintains an allowance for doubtful accounts based on management's assessment of the collectibility of the amounts owed by its customers. The Company considers the following in determining the level of allowance required: the customer's payment history, the age of the receivables, the credit quality of its customers, the general financial condition of its customer base and other factors that may affect the customers' ability to pay.

Fair Value of Financial Instruments. Financial instruments include cash, cash equivalents, investments, trade receivables, accounts payable and certain other accrued liabilities. The fair value of cash, cash equivalents, trade receivables, accounts payable and certain other accrued liabilities are valued at their carrying value, which approximates fair value due to their short maturities.

The fair values of cash, cash equivalents and investments are assessed using guidance from SFAS No. 157, "Fair Value Measurements," based on the observability of the inputs used in the valuation of such assets and

liabilities, and are ranked according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Directly or indirectly observable market based inputs used in models or other valuation methodologies.

Level 3: Unobservable inputs that are supported by little or no market data and require the use of significant management judgment. These values are generally determined using pricing models for which the assumptions utilize management's estimates of market participant assumptions.

Inventories. Inventories include material, labor and overhead, and are stated at the lower of standard cost (which approximates actual cost using the first-in, first-out method) or market. Provisions for excess, obsolete and unusable inventories are made after management's evaluation of future demand and market conditions.

Property and Equipment. Property and equipment are stated at cost, net of accumulated depreciation and amortization. Depreciation and amortization is calculated using the straight-line method over the following estimated useful lives of the assets:

Asset Classification	Estimated Useful Life
Machinery and equipment	2-10 years
Furniture and fixtures	3-8 years
Computer equipment	2-7 years
Leasehold improvements	Shorter of estimated useful life or lease term, including any lease term extensions that the Company has the right and intention to execute

Construction in progress primarily consists of purchased material used in the development of production lines. The Company did not capitalize interest on constructed assets during fiscal 2009 or 2008, due to immateriality.

Valuation of Long-Lived Assets. The carrying value of the Company's long-lived assets, such as property and equipment and amortized intangible assets, are reviewed for impairment, in accordance with SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company looks to current and future profitability, as well as current and future undiscounted cash flows, excluding financing costs, as primary indicators of recoverability. An impairment loss would be recognized when the sum of the undiscounted future net cash flows expected to result from the use of the asset and its eventual disposal is less than the carrying amount. If impairment is determined to exist, any related impairment loss is calculated based on fair value. The Company recognized no impairment charges on long-lived assets in fiscal 2009, 2008 or 2007.

Intangible Assets. Intangible assets, consisting of purchased patents and licenses, are presented at cost, net of accumulated amortization. The intangible assets are amortized using the straight-line method over their estimated useful life of ten years.

Revenue Recognition and Deferred Revenue. Revenues from product sales, net of estimated sales allowances and rebates, are recognized when the following four criteria are met:

- *Evidence of an arrangement exists:* Persuasive evidence of an arrangement with a customer that reflects the terms and conditions to deliver products must exist in order to recognize revenue.
- *Upon shipment of the products to the customer:* Delivery is considered to occur at the time of shipment of products to a distributor or direct customer, as title and risk of loss have been transferred to the distributor or direct customer on delivery to the common carrier. Rights of return are not provided.

- *Fixed or determinable sales price:* When the sales price is fixed or determinable that amount is recognized as revenue.
- *Collection is reasonably assured:* Collection is deemed probable if a customer is expected to be able to pay amounts under the arrangement as those amounts become due. Revenue is recognized when the resulting receivable is reasonably assured.

The Company provides incentives in the form of free goods or extended maintenance agreements to customers in connection with the sale of its instruments. Revenues from such sales are allocated separately to the instruments and incentives based on the relative fair value of each element. Revenues allocated to incentives are deferred until the goods are shipped to the customer or recognized ratably over the life of the maintenance contract.

The Company periodically offers trade-in programs to customers for trading in an existing instrument to purchase a new instrument and either provides incentives in the form of free goods or reduce the sales price of the instrument. These incentives are recorded according to the policies described above.

Revenues associated with extended maintenance agreements are recognized ratably over the life of the contract. Amounts collected in advance of revenue recognition are recorded as a current or non-current liability based on the time from the balance sheet date to the future date of revenue recognition.

Distributor and Customer Rebates. The Company periodically offers distributor pricing rebates to distributors upon meeting the sales volume requirements during a qualifying period. The distributor pricing rebates are recorded as a reduction to gross revenues during a qualifying period. The Company also periodically offers rebate programs to distributors or customers who purchase certain products or instruments during a promotional period. Cash rebates are recorded as a reduction to gross revenues.

Shipping and Handling. In accordance with Emerging Issues Task Force ("EITF") Issue No. 00-10, "Accounting for Shipping and Handling Fees and Costs," amounts billed to a customer in a sale transaction related to shipping and handling are classified as revenue. Additionally, the cost of shipping products to customers is included in cost of revenues.

Research and Development Costs. Research and development costs, including internally generated software costs, are expensed as incurred and include expenses associated with new product research and regulatory activities. The Company's products include certain software applications that are resident in the product. The costs to develop such software have not been capitalized as the Company believes its current software development processes are completed concurrent with the establishment of technological feasibility of the software.

Advertising Expenses. Costs of advertising, which are recognized as sales and marketing expenses, are generally expensed in the period incurred. Advertising expenses for fiscal 2009, 2008 and 2007 were $1.8 million, $2.2 million and $2.9 million, respectively.

Income Taxes. The Company accounts for income taxes using the liability method under which deferred tax assets and liabilities are determined based on the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amounts to be recovered.

Effective April 1, 2007, the Company adopted the provisions of Financial Accounting Standards Board (the "FASB") Interpretation No. 48, "Accounting for Uncertainty in Income Taxes — an interpretation of FASB Statement No. 109" ("FIN 48"). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in the consolidated financial statements in accordance with SFAS No. 109, "Accounting for Income Taxes" and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition,

classification, interest and penalties, accounting in interim periods, disclosure and transition. The Company's policy to include interest and penalties related to gross unrecognized tax benefits within its provision for income taxes did not change despite the adoption of FIN 48.

Share-Based Compensation Expense. Effective April 1, 2006, the Company adopted SFAS No. 123 (revised 2004), "Share-Based Payment" ("SFAS No. 123(R)") using the modified prospective method. Under the fair value provisions of SFAS No. 123(R), the Company recognizes share-based compensation expense, net of an estimated forfeiture rate, for those shares over the requisite service period of the award to employees and directors.

The Company did not grant stock options during fiscal 2009, 2008 or 2007. For stock options granted prior to March 31, 2006, the Company uses the Black-Scholes option pricing model to determine the fair value. Determining the appropriate fair value model and calculating the fair value of share-based awards require highly subjective assumptions, as described below.

- *Risk-free interest rate:* The risk-free interest rate is based on U.S. Treasury yields in effect at the time of grant for the expected term of the option.
- *Expected stock price volatility:* The Company estimates the volatility of its common stock at the date of grant based on the historical volatility of its common stock.
- *Expected term:* The Company estimates the expected term of stock options granted based on historical exercise and post-vesting termination patterns, which it believes are representative of future behavior.
- *Expected dividends:* The Company has not paid cash dividends on its common stock and does not anticipate paying cash dividends in the foreseeable future; consequently, the Company uses an expected dividend yield of zero.

For restricted stock units, the assumptions to calculate compensation expense are based on the fair value of the Company's stock at the grant date.

As required by SFAS No. 123(R), employee share-based compensation expense recognized is calculated over the requisite service period and reduced for estimated forfeitures. The forfeiture rate is estimated based on historical data of the Company's share-based awards that are granted and cancelled prior to vesting and upon historical experience of employee turnover.

Net Income Per Share. Basic net income per share is computed by dividing the net income attributable to common shareholders by the weighted average number of common shares outstanding during the period. Diluted net income per share is computed by dividing the net income attributable to common shareholders by the weighted average number of common shares that would have been outstanding during the period assuming the issuance of common shares for all potential dilutive common shares outstanding using the treasury stock method. Dilutive potential common shares outstanding include outstanding stock options, restricted stock units and warrants.

Comprehensive Income. In accordance with SFAS No. 130, "Reporting Comprehensive Income," all changes in equity during a period, resulting from net income and transactions from non-owner sources, are reported in a financial statement for the period in which they are recognized. Comprehensive income consists of net income and the net-of-tax amounts for unrealized gain (loss) on available-for-sale investments (difference between the cost and fair market value). Comprehensive income and its components are reported in the Consolidated Statement of Shareholders' Equity and Comprehensive Income.

Foreign Currency Translations. In July 2008, the Company's sales office in Darmstadt, Germany was incorporated as Abaxis Europe GmbH, a wholly-owned subsidiary of the Company. The Company's functional currency is the U.S. dollar for its international subsidiary. Foreign currency transactions of the Company's subsidiary are remeasured into U.S. dollars at the end-of-period exchange rates for monetary assets and liabilities, and historical exchange rates for nonmonetary assets. Accordingly, the effects of foreign currency transactions, and of remeasuring the financial condition into the functional currency resulted in foreign currency gains and losses,

which were included in "Interest and other income (expense), net" on the Consolidated Statements of Operations and were insignificant for fiscal 2009. Prior to July 2008, operations from the Company's Germany sales office were stated in Euros and translated into U.S. dollars at the period-end exchange rates and foreign exchange translations were insignificant for fiscal 2008 and 2007. The effect of exchange rate changes on cash and cash equivalents was insignificant for fiscal 2009, 2008 and 2007.

Recent Accounting Pronouncements

In October 2008, the Financial Accounting Standards Board (the "FASB") issued FASB Staff Position ("FSP") FAS No. 157-3, "Determining the Fair Value of a Financial Asset When the Market For That Asset Is Not Active" ("FSP FAS No. 157-3"). FSP FAS No. 157-3 clarifies the application of Statement of Financial Accounting Standards ("SFAS") No. 157, "Fair Value Measurements," in a market that is not active and provides an example to illustrate key considerations in determining the fair value of a financial asset when the market for that financial asset is not active. FSP FAS No. 157-3 became effective upon issuance, including with respect to prior periods for which financial statements have not been issued. The Company's adoption of FSP FAS No. 157-3 did not have a material impact on its consolidated financial position or results of operations during fiscal 2009.

In April 2008, the FASB issued FSP FAS No. 142-3, "Determination of the Useful Life of Intangible Assets" ("FSP FAS No. 142-3"). FSP FAS No. 142-3 amends SFAS No. 142, "Goodwill and Other Intangible Assets," to improve the consistency between the useful life of a recognized intangible asset under SFAS No. 142 and the period of expected cash flows used to measure the fair value of the asset under SFAS No. 141 and other U.S. generally accepted accounting principles. FSP FAS No. 142-3 is effective for fiscal years beginning after December 15, 2008, as well as interim periods within those fiscal years. The Company is currently in the process of evaluating the impact of adopting this pronouncement.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities" ("SFAS No. 161"), which is intended to enable investors to better understand how derivative instruments and hedging activities affect an entity's financial position, financial performance and cash flows through enhanced disclosure requirements. SFAS No. 161 will be effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. SFAS No. 161 is effective for the Company on April 1, 2009. The Company does not expect that the adoption of SFAS No. 161 will have an impact on its consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), "Business Combinations" ("SFAS No. 141(R)"). SFAS No. 141(R) will change how business acquisitions are accounted for and will impact financial statements both on the acquisition date and in subsequent periods. SFAS No. 141(R) is effective for the Company on April 1, 2009. The Company will assess the impact of SFAS No. 141(R) if and when future acquisitions occur.

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements — an amendment of ARB No. 51" ("SFAS No. 160"), which establishes new accounting and reporting standards for minority interests, which will be recharacterized as noncontrolling interests and classified as a component of equity. SFAS No. 160 is effective for the Company on April 1, 2009. The Company does not expect that the adoption of SFAS No. 160 will have an impact on its consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" ("SFAS No. 159"). SFAS No. 159 permits entities to choose, at specified election dates, to measure eligible items at fair value (the "fair value option"). Unrealized gains and losses on instruments for which the fair value option has been elected are reported in earnings at each subsequent reporting period. SFAS No. 159 is applied prospectively upon adoption. The Company adopted SFAS No. 159 effective April 1, 2008. To date, the Company has not elected the fair value option for any of its financial assets or financial liabilities.

ABAXIS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

NOTE 2. INVESTMENTS

The following table summarizes short-term and long-term investments by major security type at March 31, 2009 and 2008 (in thousands):

	March 31, 2009		
	Cost or Amortized Cost	Gross Unrealized Gain (Loss)	Fair Value
Short-term investments			
Held-to-maturity:			
Certificates of deposits	$ 20,776	$ —	$ 20,776
Total short-term investments in held-to-maturity	$ 20,776	$ —	$ 20,776
Long-term investments			
Held-to-maturity:			
Certificates of deposits	$ 2,376	$ —	$ 2,376
Corporate bonds	2,510		2,510
Total long-term investments in held-to-maturity	$ 4,886	$ —	$ 4,886

	March 31, 2008		
	Cost or Amortized Cost	Gross Unrealized Gain (Loss)	Fair Value
Short-term investments			
Held-to-maturity:			
Certificates of deposits	$ 2,974	$ —	$ 2,974
Municipal bonds	4,017	—	4,017
Total short-term investments in held-to-maturity	$ 6,991	$ —	$ 6,991
Long-term investments			
Available-for-sale:			
Auction rate securities	$ 36,975	$ (1,512)	$ 35,463
Total long-term investments in available-for-sale	$ 36,975	$ (1,512)	$ 35,463

As of March 31, 2009 and 2008, unrealized gain (loss) on investments, net of related income taxes, were $0 and ($1.4 million), respectively.

The contractual maturities of short-term and long-term investments as of March 31, 2009, are as follows (in thousands):

March 31, 2009	Fair Value
Due in less than one year (fiscal year 2010)	$ 20,776
Due in 1 to 2 years (fiscal year 2011)	4,886
	$ 25,662

At March 31, 2008, the contractual maturities for certificate of deposits and municipal bonds were less than one year. The Company's auction rate securities were classified as long-term investments at March 31, 2008 even though the stated maturity dates may be less than one year from the balance sheet date. The Company determined

that its auction rate securities were not liquid at March 31, 2008 since several auctions related to its auction rate securities failed. For a discussion regarding the redemption of the Company's auction rate securities during fiscal 2009, see Notes 1 and 3.

NOTE 3. FAIR VALUE MEASUREMENTS

On April 1, 2008, the Company adopted SFAS No. 157, "Fair Value Measurements" ("SFAS No. 157") to measure the fair value of its financial assets and financial liabilities. In February 2008, the FASB issued FSP FAS No. 157-2 "Effective Date of FASB Statement No. 157" which delayed the effective date of SFAS No. 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually) to fiscal years beginning after November 15, 2008. The adoption of SFAS No. 157 for financial assets and liabilities did not have a material impact on the Company's financial position, cash flows or results of operations.

SFAS No. 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. SFAS No. 157 establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under SFAS No. 157 are described below:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Directly or indirectly observable market based inputs used in models or other valuation methodologies.

Level 3: Unobservable inputs that are supported by little or no market data and require the use of significant management judgment. These values are generally determined using pricing models for which the assumptions utilize management's estimates of market participant assumptions.

The following table summarizes financial assets, measured at fair value on a recurring basis, by level within the fair value hierarchy as of March 31, 2009 (in thousands):

	As of March 31, 2009			
Assets	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Total
Cash and cash equivalents(1)	$ 49,237	$ —	$ —	$ 49,237
Short-term investments:				
Certificates of deposits	20,776	—	—	20,776
Long-term investments:				
Certificates of deposits	2,376	—	—	2,376
Corporate bonds	2,510	—	—	2,510
Total assets at fair value	$ 74,899	$ —	$ —	$ 74,899

(1) Cash and cash equivalents as of March 31, 2009 consisted of $18.8 million in cash and $30.4 million in cash equivalents, consisting of money market mutual funds.

The fair value of the Company's Level 1 financial assets is based on quoted market prices of the underlying security. As of March 31, 2009, the Company did not have any Level 2 or 3 financial assets or liabilities.

ABAXIS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

At April 1, 2008, the Company had Level 3 financial assets comprised of auction rate securities. At March 31, 2008, the par value of the Company's investments in auction rate securities totaled $37.0 million and the fair value of these auction rate securities was $35.5 million. In September 2008, the Company's bank where its auction rate securities were held, reached agreements with the Financial Industry Regulatory Authority, the State of Michigan Attorney General and the Michigan Office of Financial and Insurance Regulation regarding the repurchase of auction rate securities. In October 2008, the Company received a commitment from its bank to repurchase all of its remaining auction rate securities, which repurchases were completed in the third quarter of fiscal 2009. During the fiscal year ended March 31, 2009, the Company redeemed $37.0 million of its auction rate securities at 100% of par value by the issuer of the auction rate securities.

The following table summarizes the changes in the beginning and ending balances in the carrying value associated with Level 3 financial assets for the fiscal year ended March 31, 2009 (in thousands):

	Auction Rate Securities
Balance at April 1, 2008	$ 35,463
Redemptions during the period	(36,975)
Transfers	—
Total gain or loss (realized or unrealized):	
Included in earnings (loss)	—
Included in other comprehensive income (loss)	1,512
Balance at March 31, 2009	$ —

NOTE 4. INVENTORIES

Components of inventories at March 31, 2009 and 2008 were as follows (in thousands):

	March 31,	
	2009	2008
Raw materials	$ 8,539	$ 9,067
Work-in-process	2,592	4,315
Finished goods	4,604	5,275
Inventories	$ 15,735	$ 18,657

NOTE 5. PROPERTY AND EQUIPMENT, NET

Property and equipment, net, at March 31, 2009 and 2008 consisted of the following (in thousands):

	March 31,	
	2009	2008
Machinery and equipment	$ 22,223	$ 19,197
Furniture and fixtures	1,621	1,446
Computer equipment	2,353	1,937
Leasehold improvements	6,195	6,179
Construction in progress	3,376	3,001
	35,768	31,760
Accumulated depreciation and amortization	(20,970)	(17,161)
Property and equipment, net	$ 14,798	$ 14,599

ABAXIS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Depreciation and amortization expense for property and equipment amounted to $4.3 million, $3.4 million and $2.6 million in fiscal 2009, 2008 and 2007, respectively.

NOTE 6. INTANGIBLE ASSETS, NET

Intangible assets, net, at March 31, 2009 and 2008 consisted of the following (in thousands):

	Cost	Accumulated Amortization	Net Book Value
Balance, March 31, 2009			
Licenses	$ 5,000	$ 125	$ 4,875
Patents	750	450	300
Total purchased intangible assets	$ 5,750	$ 575	$ 5,175
Balance, March 31, 2008			
Patents	$ 750	$ 375	$ 375
Total purchased intangible assets	$ 750	$ 375	$ 375

In January 2009, the Company entered into a license agreement with Inverness Medical Switzerland GmbH ("Inverness"), pursuant to which the Company licensed co-exclusively certain worldwide patent rights. The Company paid a $5.0 million up-front license fee to Inverness in January 2009, which was recorded as an intangible asset on the balance sheet. See Note 9 for additional information on the Company's patent license agreement with Inverness.

Amortization expense for intangible assets, included in cost of revenues, amounted to $200,000, $75,000 and $75,000 in fiscal 2009, 2008 and 2007, respectively. Based on the Company's intangible assets subject to amortization as of March 31, 2009, the estimated amortization expense for succeeding years is as follows (in thousands):

	Estimated Future Annual Amortization Expense						
		Fiscal Year Ending March 31,					
	Total	2010	2011	2012	2013	2014	Thereafter
Amortization expense	$ 5,175	$ 575	$ 575	$ 575	$ 575	$ 500	$ 2,375

NOTE 7. WARRANTY RESERVES

The Company provides for the estimated future costs to be incurred under the Company's standard warranty obligation on its instruments. Starting on July 1, 2007, the Company provides for the estimated future costs to be incurred under the Company's warranty obligation on its reagent discs as part of warranty reserves. Prior to July 1, 2007, the Company maintained a provision for defective reagent discs as part of sales allowances.

Instruments. The Company's standard warranty obligation on instruments ranges from two to three years. The estimated contractual warranty obligation is recorded when the related revenue is recognized and any additional amount is recorded when such cost is probable and can be reasonably estimated. The estimated accrual for warranty exposure is based on historical experience, estimated product failure rates, material usage, freight incurred in repairing the instrument after failure and known design changes.

Reagent Discs. Beginning on July 1, 2007, the Company records a provision for defective reagent discs when the related sale is recognized and any additional amount is recorded when such cost is probable and can be reasonably estimated. The warranty cost includes the replacement costs and freight of a defective reagent disc. Prior to July 1, 2007, the Company recorded a provision for defective reagent discs as part of sales allowances since the Company primarily issued a credit to customers for defective reagent discs. Starting on July 1, 2007, the provision

for defective reagent discs is recorded as part of warranty reserves, since the Company replaces defective reagent discs rather than issue a credit to customers. The change did not have a material impact on the Company's financial statements. For fiscal 2009 and 2008, the provision for warranty expense related to replacement of defective reagent discs was $425,000 and $507,000, respectively. The balance of accrued warranty reserve related to replacement of defective reagent discs at March 31, 2009 and 2008 was $450,000 and $418,000, respectively, which was classified as a current liability on the balance sheet.

The Company evaluates its estimates for warranty reserves on an ongoing basis and believes it has the ability to reasonably estimate warranty costs. However, unforeseeable changes in factors may impact the estimate for warranty and such changes could cause a material change in the Company's warranty reserve accrual in the period in which the change was identified.

The change in the Company's accrued warranty reserve during fiscal 2009, 2008 and 2007 is summarized as follows (in thousands):

	Year Ended March 31,		
	2009	2008	2007
Balance at beginning of period	$ 1,948	$ 847	$ 472
Provision for warranty expense(1)	1,558	2,036	611
Warranty costs incurred(1)	(1,209)	(935)	(236)
Balance at end of period	2,297	1,948	847
Non-current portion of warranty reserve	583	729	532
Current portion of warranty reserve	$ 1,714	$ 1,219	$ 315

(1) The change in the Company's accrued warranty reserve during fiscal 2009 and 2008 includes a provision for warranty expense and warranty costs incurred for replacement costs of reagent discs.

NOTE 8. LINE OF CREDIT

The Company has a line of credit with Comerica Bank-California which provides for borrowings of up to $2.0 million. The line of credit may be terminated upon notification by either party and any outstanding balance is payable upon demand. The line of credit bears interest at the bank's prime rate minus 0.25%, which totaled 3.00% at March 31, 2009, and is payable monthly. At March 31, 2009, of the $2.0 million available, $97,000 was committed to secure a letter of credit for the Company's facility lease. At March 31, 2009, there was no amount outstanding under the Company's line of credit. The weighted average interest rates on the line of credit during fiscal 2009 and 2008 were 4.10% and 7.29%, respectively.

The line of credit agreement contains certain financial covenants, which are evaluated on a quarterly basis. At March 31, 2009, the Company was in compliance with each of these covenants. Included in these financial covenants, among other stipulations, are the following requirements:

- The Company must have a minimum net income of $25,000 before preferred stock dividends and accretion on preferred stock in any three quarters of a fiscal year, provided that any loss before preferred stock dividends and accretion on preferred stock incurred in the remaining quarter is not to exceed $250,000.
- The Company is required to be profitable, as defined, on a fiscal year to date basis beginning, with respect to the current fiscal year, with the six month period ended September 30, 2008 and to have net income before preferred stock dividends and accretion on preferred stock of at least $1.2 million for the fiscal year ended March 31, 2009.

- The Company is required to comply with certain financial covenants as follows:

Financial Covenants	Requirements
Quick ratio, as defined	Not less than 2.00 to 1.00
Cash flow coverage, as defined	Not less than 1.25 to 1.00
Debt to net worth ratio, as defined	Not greater than 1.00 to 1.00
Tangible effective net worth, as defined	Not less than $25.7 million

Borrowings under the line of credit are collateralized by the Company's net book value of assets of $126.9 million at March 31, 2009, including its intellectual property.

NOTE 9. COMMITMENTS AND CONTINGENCIES

As of March 31, 2009, the Company's contractual obligations for succeeding years is as follows (in thousands):

	Payments Due by Period						
		Due in Fiscal					
	Total	2010	2011	2012	2013	2014	Thereafter
Operating leases	$ 2,672	$ 1,363	$ 1,112	$ 166	$ 31	$ —	$ —

Operating Leases. The Company's operating lease obligations were comprised of its principal facility and various leased facilities and office equipment under operating lease agreements, which expire on various dates through fiscal 2013. Rent expense under operating leases was $1.4 million, $1.3 million and $1.1 million for fiscal 2009, 2008 and 2007, respectively.

The Company's principal facility is under a non-cancelable operating lease agreement, which expires in fiscal 2011. The monthly rental payments on the facility lease increase based on a predetermined schedule. The Company recognizes rent expense on a straight-line basis over the life of the lease. In connection with its facility lease agreement, the Company established a letter of credit for $97,000, which is secured by its line of credit. See Note 8 for additional information.

Purchase Commitments. In November 2003, the Company entered into an original equipment manufacturing ("OEM") agreement with Diatron Messtechnik GmbH ("Diatron") of Austria to purchase Diatron hematology instruments. The Diatron hematology instruments are currently supplied by Diatron Medical Instruments PLC. Under the terms of the original OEM agreement, the Company committed to purchase a minimum number of hematology instruments from Diatron once the product was qualified for sale, which occurred in May 2004. Following a prior amendment, in February 2008, the terms of the OEM agreement, with respect to the purchase commitments, were revised. Under the amended OEM agreement, the Company committed to purchase a minimum number of hematology instruments through fiscal 2009. In August 2008, the Company entered into a purchase order with scheduled shipping terms through January 2009 for the remaining number of hematology instruments to be purchased under the amended OEM agreement. Since August 2008, the Company has operated entirely on a purchase order basis with Diatron.

In October 2008, the Company entered into an OEM agreement with Scandinavian Micro Biodevices APS ("SMB") to purchase coagulation analyzers and coagulation reagents. In the fourth quarter of fiscal 2009, the Company started marketing the products and, upon achievement of certain milestones by SMB outlined in the agreement, the Company will be subject to the minimum purchase commitments under the OEM agreement.

Patent Licensing Agreement. Effective January 2009, the Company entered into a license agreement with Inverness Medical Switzerland GmbH ("Inverness"). Under the agreement, the Company licensed co-exclusively certain worldwide patent rights related to lateral flow immunoassay technology in the field of animal health diagnostics in the professional marketplace. The license agreement provides that Inverness shall not grant any future rights to any third parties under its current lateral flow patent rights in the animal health diagnostics field in

the professional marketplace. The license agreement enables the Company to develop and market products under rights from Inverness to address animal health and laboratory animal research markets.

In exchange for the license rights, the Company (i) paid an up-front license fee of $5.0 million to Inverness in January 2009, (ii) agreed to pay royalties during the term of the agreement, based solely on sales of products in a jurisdiction country covered by valid and unexpired claims in that jurisdiction under the licensed Inverness patent rights, and (iii) agreed to pay a yearly minimum license fee of between $500,000 to $1.0 million per year, which fee will be creditable against any royalties due during such calendar year. The royalties, if any, are payable through the date of the expiration of the last valid patent licensed under the agreement that includes at least one claim in a jurisdiction covering products we sell in that jurisdiction. The yearly minimum fees are payable starting in fiscal 2011 for so long as the Company desires to maintain exclusivity under the agreement.

Litigation. The Company is involved from time to time in various litigation matters in the normal course of business. The Company believes that the ultimate resolution of these matters will not have a material effect on its financial position or results of operations.

NOTE 10. EMPLOYEE BENEFIT PLAN

The Company has a tax deferred savings plan for the benefit of qualified employees. The plan is designed to provide employees with an accumulation of funds at retirement. Qualified employees may elect to have salary reduction contributions made to the plan on a bi-weekly basis. The Company may make quarterly contributions to the plan at the discretion of the Board of Directors of the Company either in cash or in common stock. The Company's matching contributions to the tax deferred savings plan were $153,000, $288,000, and $242,000 in fiscal 2009, 2008 and 2007, respectively, of which $0, $0 and $66,000, respectively, were in the form of common stock.

NOTE 11. SHARE-BASED COMPENSATION

The following table summarizes total share-based compensation expense, net of tax, related to stock options and restricted stock units recorded in accordance with SFAS No. 123(R) for fiscal 2009, 2008 and 2007, which is included in the Company's Consolidated Statements of Operations (in thousands, except per share data):

	Year Ended March 31,		
	2009	2008	2007
Cost of revenues	$ 152	$ 127	$ 72
Research and development	240	153	117
Sales and marketing	508	325	292
General and administrative	843	503	318
Share-based compensation expense before income taxes	1,743	1,108	799
Income tax benefit	(704)	(442)	(219)
Total share-based compensation expense after income taxes	$ 1,039	$ 666	$ 580
Net impact of share-based compensation on:			
Basic net income per share	$ 0.05	$ 0.03	$ 0.03
Diluted net income per share	$ 0.05	$ 0.03	$ 0.03

Share-based compensation has been classified in the statements of operations or capitalized on the balance sheets in the same manner as cash compensation paid to employees. Capitalized share-based compensation costs at March 31, 2009, 2008 and 2007 were $33,000, $27,000 and $13,000, respectively, which were included in inventories on the Company's Consolidated Balance Sheets.

Cash Flow Impact

SFAS No. 123(R) requires cash flows resulting from excess tax benefits to be classified as a part of cash flows from financing activities. Excess tax benefits are realized tax benefits from tax deductions for exercised stock options and vested restricted stock units in excess of the deferred tax asset attributable to share-based compensation expense for such share-based awards. Excess tax benefits are considered realized when the tax deductions reduce taxes that otherwise would be payable. Excess tax benefits classified as a financing cash inflow for fiscal 2009, 2008 and 2007 were $6.7 million, $1.6 million and $569,000, respectively.

Equity Compensation Plans

The Company's share-based compensation plans are described below.

2005 Equity Incentive Plan. The Company's 2005 Equity Incentive Plan (the "Equity Incentive Plan") restated and amended the Company's 1998 Stock Option Plan. The Equity Incentive Plan allows for the awards of stock options, stock appreciation rights, restricted stock awards, restricted stock units, performance shares, performance units, deferred compensation awards or other share-based awards to employees, directors and consultants. On October 28, 2008, the Company's shareholders approved an amendment to the Equity Incentive Plan to increase the shares reserved for issuance under the Equity Incentive Plan by 500,000 shares. As of March 31, 2009, the Equity Incentive Plan provides for the issuance of a maximum of 5,386,000 shares, of which 703,000 shares of common stock were then available for future issuance.

Options granted to employees and directors generally expire ten years from the grant date. Options granted to employees generally become exercisable over a period of four years based on cliff-vesting terms and continuous employment. Options granted to non-employee directors generally become exercisable over a period of one year based on monthly vesting terms and continuous service. See the "Stock Options" section in this Note 11 for additional information.

Restricted stock units awarded to employees generally vest over a period of four years and the awards may also be subject to accelerated vesting upon achieving certain performance-based milestones and continuous employment during the vesting period. Restricted stock units awarded to non-employee directors generally vest in full one year after the grant date based on continuous service. See the "Restricted Stock Units" section in this Note 11 for additional information.

1992 Outside Directors' Stock Option Plan. Under the Company's 1992 Outside Directors' Stock Option Plan (the "Directors Plan"), options to purchase shares of common stock were automatically granted, annually, to non-employee directors. Options under the Directors Plan were nonqualified stock options and were granted at the fair market value on the date of grant and expired ten years from the date of grant. Options granted to non-employee directors generally become exercisable over a period of one year based on monthly vesting terms and continuous service. The Directors Plan provided for the issuance of a maximum of 250,000 shares. As of March 31, 2009, all outstanding options under the Directors Plan were fully vested and fully exercisable and no shares of common stock were available for future issuance because the time period for granting options expired in accordance with the terms of the Directors Plan in June 2002.

The Company's current practice is to issue new shares of common stock from its authorized shares for share-based awards upon the exercise of stock options or vesting of restricted stock units.

Stock Options

The Company did not grant stock options during fiscal 2009, 2008 or 2007. Prior to April 1, 2006, the Company granted stock options to employees, with an exercise price equal to the closing market price of the Company's common stock on the date of grant and with cliff-vesting terms over four years, conditional on continuous employment with the Company. In addition, prior to April 1, 2006, the Company granted stock options

to non-employee directors with an exercise price equal to the closing market price of the Company's common stock on the date of grant and became exercisable over a period of one year based on monthly vesting terms, conditional on continuous service to the Company.

Valuation and Expense Recognition Method for Stock Options

The Company used the Black-Scholes option pricing model to determine the fair value of stock options granted prior to March 31, 2006. The fair value of each stock option granted was estimated on the date of the grant using the Black-Scholes option pricing model, based on a multiple option valuation approach, and forfeitures were recognized as they occurred. As of March 31, 2009, the total unrecognized compensation expense related to stock options granted was not significant and is expected to be recognized over a weighted average period of 0.07 years.

Stock Option Activity

Stock option activity under all stock plans is summarized as follows:

	Number of Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value (In thousands)
Outstanding at March 31, 2006 (2,317,000 shares exercisable at a weighted average exercise price of $6.61 per share)	2,532,000	$ 6.77		
Granted	—	—		
Exercised	(931,000)	4.84		
Canceled or forfeited	(24,000)	12.93		
Outstanding at March 31, 2007 (1,522,000 shares exercisable at a weighted average exercise price of $7.69 per share)	1,577,000	$ 7.82		
Granted	—	—		
Exercised	(483,000)	6.48		
Canceled or forfeited	(50,000)	20.71		
Outstanding at March 31, 2008 (1,026,000 shares exercisable at a weighted average exercise price of $7.75 per share)	1,044,000	$ 7.82		
Granted	—	—		
Exercised	(194,000)	3.27		
Canceled or forfeited	(2,000)	11.85		
Outstanding at March 31, 2009	848,000	$ 8.86	3.24	$ 7,832
Vested and expected to vest at March 31, 2009	848,000	$ 8.86	3.24	$ 7,832
Exercisable at March 31, 2009	848,000	$ 8.86	3.24	$ 7,832

The aggregate intrinsic value in the table above represents the pre-tax intrinsic value, based on the Company's closing stock price as of March 31, 2009, that would have been received by the option holders had all option holders exercised their stock options as of that date. Total intrinsic value of stock options exercised during fiscal 2009, 2008

and 2007 was $2.9 million, $9.8 million and $15.7 million, respectively. Cash proceeds from the exercise of stock options during fiscal 2009, 2008 and 2007 were $636,000, $3.1 million and $4.5 million, respectively.

The following table summarizes information regarding stock options outstanding and stock options exercisable at March 31, 2009:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number of Shares Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price Per Share	Number of Shares Exercisable	Weighted Average Exercise Price Per Share
$ 3.00 - $ 3.84	59,000	2.85	$ 3.06	59,000	$ 3.06
$ 3.85 - $ 3.85	144,000	4.06	3.85	144,000	3.85
$ 4.13 - $ 4.75	30,000	2.18	4.31	30,000	4.31
$ 4.87 - $ 4.87	211,000	2.07	4.87	211,000	4.87
$ 4.94 - $ 6.31	103,000	1.73	5.95	103,000	5.95
$ 6.33 - $12.68	85,000	2.56	8.23	85,000	8.23
$12.75 - $19.45	53,000	5.20	14.76	53,000	14.76
$19.65 - $19.65	4,000	4.66	19.65	4,000	19.65
$21.45 - $21.45	2,000	5.04	21.45	2,000	21.45
$21.65 - $21.65	157,000	5.05	21.65	157,000	21.65
$ 3.00 - $21.65	848,000	3.24	$ 8.86	848,000	$ 8.86

Restricted Stock Units

The Company grants restricted stock unit awards to employees and directors as part of its share-based compensation program which began in fiscal 2007. The restricted stock unit awards entitle holders to receive shares of common stock at the end of a specified period of time. Vesting for restricted stock unit awards is based on continuous employment or service of the holder. Upon vesting, the equivalent number of common shares are typically issued net of tax withholdings. If the vesting conditions are not met, unvested restricted stock unit awards will be forfeited. Generally, the restricted stock unit awards vest according to one of the following time-based vesting schedules:

- *Restricted stock unit awards to employees:* Four-year time-based vesting as follows: five percent vesting after the first year; additional ten percent after the second year; additional 15 percent after the third year; and the remaining 70 percent after the fourth year of continuous employment with the Company.
- *Restricted stock unit awards to non-employee directors:* 100 percent vesting after one year of continuous service to the Company.

Certain restricted stock unit awards granted to employees in fiscal 2007 may also be subject to accelerated vesting upon achieving certain performance-based milestones. Additionally, the Compensation Committee of the Company's Board of Directors (the "Compensation Committee"), in its discretion, may provide in the event of a change in control for the acceleration of vesting and/or settlement of the restricted stock unit held by a participant upon such conditions and to such extent as determined by the Compensation Committee. The Company's Board of Directors has adopted an executive change in control severance plan, which it may terminate or amend at any time, that provides that awards granted to executive officers will accelerate fully on a change of control. The vesting of non-employee director awards granted under the Equity Incentive Plan automatically will also accelerate in full upon a change in control.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Valuation and Expense Recognition Method for Restricted Stock Unit

The fair value of restricted stock unit awards used in the Company's expense recognition method is measured based on the number of shares granted and the closing market price of the Company's common stock on the date of grant. Such value is recognized as an expense over the corresponding requisite service period. The share-based compensation expense is reduced for an estimate of the restricted stock unit awards that are expected to be forfeited. The forfeiture estimate is based on historical data and other factors, and compensation expense is adjusted for actual results. As of March 31, 2009, the total unrecognized compensation expense related to restricted stock unit awards granted amounted to $12.9 million, which is expected to be recognized over a weighted average period of 2.16 years.

Restricted Stock Unit Activity

The following table summarizes restricted stock unit activity during fiscal 2009, 2008 and 2007:

	Number of Shares	Weighted Average Grant Date Fair Value(1)
Unvested at March 31, 2006	—	$ —
Granted	305,000	24.56
Vested(2)	—	—
Canceled or forfeited	(10,000)	21.43
Unvested at March 31, 2007	295,000	$ 24.66
Granted	267,000	21.73
Vested(2)	(22,000)	25.06
Canceled or forfeited	(46,000)	23.11
Unvested at March 31, 2008	494,000	$ 23.21
Granted	254,000	23.68
Vested(2)	(45,000)	23.34
Canceled or forfeited	(13,000)	20.09
Unvested at March 31, 2009	690,000	$ 23.43

(1) The weighted average grant date fair value of restricted stock units is based on the number of shares and the closing market price of the Company's common stock on the date of grant.

(2) The number of restricted stock units vested includes shares that the Company withheld on behalf of the employees to satisfy the statutory tax withholding requirements.

There were no restricted stock units granted during fiscal 2006 or prior to March 31, 2006. Total intrinsic value of restricted stock units vested during fiscal 2009 and 2008 was $1.1 million and $481,000, respectively. The total grant date fair value of restricted stock units vested during fiscal 2009 and 2008 was $1.1 million and $544,000, respectively. There were no restricted stock units vested during fiscal 2007.

NOTE 12. COMMON STOCK

Stock Purchase Rights. On April 22, 2003, the Board of Directors of the Company approved the adoption of a Shareholder Rights Plan. Under the terms of the plan, shareholders of record on May 8, 2003, received one preferred stock purchase right for each outstanding share of common stock held. Each right entitled the registered holder to purchase from the Company one one-thousandth of a share of the Company's Series RP Preferred Stock, $0.001 par

value, at a price of $24.00 per share and becomes exercisable when a person or group acquires 15% or more of the Company's common stock without prior approval by the Board of Directors.

In addition, under certain conditions involving an acquisition or proposed acquisition, the rights permit the holders (other than the acquirer) to purchase the Company's common stock at a 50% discount from the market price at that time, and in the event of certain business combinations, the rights permit the purchase of the common stock of an acquirer at a 50% discount from the market price at that time. Under certain conditions, the purchase rights may be redeemed by the Board of Directors in whole, but not in part, at a price of $0.001 per right. The rights have no voting privileges and are attached to and automatically trade with the Company's common stock.

Common Stock Warrants. As of March 31, 2009 and 2008, there were no warrants outstanding to purchase shares of common stock. At March 31, 2007, there were warrants outstanding to purchase 65,000 shares of common stock at a weighted average exercise price of $7.00 per share. The warrants were issued to purchasers of the Company's Series E convertible preferred stock in fiscal 2003 and 2002. The warrants expired in April 2007.

NOTE 13. NET INCOME PER SHARE

The following is a reconciliation of the weighted average number of common shares outstanding used in calculating basic and diluted net income per share (in thousands, except share and per share data):

	Year Ended March 31,		
	2009	2008	2007
Numerator:			
Net income	$ 12,013	$ 12,503	$ 10,073
Denominator:			
Weighted average common shares outstanding — basic	21,826,000	21,499,000	20,643,000
Weighted average effect of dilutive securities:			
Stock options	467,000	701,000	1,082,000
Restricted stock units	31,000	58,000	4,000
Warrants	—	3,000	117,000
Weighted average common shares outstanding — diluted	22,324,000	22,261,000	21,846,000
Net income per share:			
Basic net income per share	$ 0.55	$ 0.58	$ 0.49
Diluted net income per share	$ 0.54	$ 0.56	$ 0.46

The Company excluded the following stock options and warrants from the computation of diluted weighted average shares outstanding because the exercise price of the stock options and warrants is greater than the average market price of the Company's common stock during the period and, therefore, the inclusion of these stock options and warrants would be antidilutive to net income per share:

	Year Ended March 31,		
	2009	2008	2007
Weighted average number of shares underlying antidilutive stock options and warrants	159,000	—	222,000
Weighted average exercise price per share underlying antidilutive stock options and warrants	$ 21.65	N/A	$ 21.65

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The Company excluded the following restricted stock units from the computation of diluted weighted average shares outstanding because the inclusion of these awards would be antidilutive to net income per share:

	Year Ended March 31,		
	2009	2008	2007
Weighted average number of shares underlying antidilutive restricted stock units	195,000	9,000	199,000

NOTE 14. INCOME TAXES

The components of the Company's income tax provision are summarized as follows (in thousands):

	Year Ended March 31,		
	2009	2008	2007
Current:			
Federal	$ 1,000	$ 368	$ 405
State	1,204	533	493
Foreign	36	—	—
Total current income tax provision	2,240	901	898
Deferred:			
Federal	4,794	5,838	4,930
State	19	562	248
Total deferred income tax provision	4,813	6,400	5,178
Total income tax provision	$ 7,053	$ 7,301	$ 6,076

The components of the Company's income before income tax provision are summarized as follows (in thousands):

	Year Ended March 31,		
	2009	2008	2007
United States	$ 18,941	$ 19,804	$ 16,149
Foreign	125	—	—
Income before income tax provision	$ 19,066	$ 19,804	$ 16,149

The income tax provision differs from the amount computed by applying the federal statutory income tax rate (35 percent) to income before income tax provision as follows (in thousands):

	Year Ended March 31,		
	2009	2008	2007
Income taxes at federal income tax rate	$ 6,673	$ 6,931	$ 5,652
State income taxes, net of federal benefits	920	880	635
Share-based compensation	(5)	6	93
Research and development tax credits	(62)	(242)	(350)
Extraterritorial income exclusion	—	—	(27)
Tax-exempt interest income	(241)	(336)	—
Qualified production activities income benefit	(51)	—	—
Other	(181)	62	73
Provision for income taxes	$ 7,053	$ 7,301	$ 6,076

ABAXIS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Significant components of the Company's deferred tax assets are as follows (in thousands):

	Year Ended March 31,		
	2009	2008	2007
Deferred tax assets:			
Net operating loss carryforwards	$ —	$ —	$ 5,328
Research and development tax credit carryforwards	2,417	3,007	3,713
Capitalized research and development	266	—	86
Inventory reserves	297	364	140
Deferred revenue from extended maintenance agreements and warranty reserves	1,864	1,172	864
Accrued vacation	506	424	383
Share-based compensation	648	378	192
Alternative minimum tax credits	710	675	485
Other	583	496	725
Valuation allowance for deferred tax assets	—	—	(352)
Total deferred tax assets	7,291	6,516	11,564
Deferred tax liabilities:			
Depreciation	$ (51)	$ (145)	$ (189)
Other	(100)	(77)	(84)
Total deferred tax liabilities	(151)	(222)	(273)
Net deferred tax assets	$ 7,140	$ 6,294	$ 11,291

A valuation allowance against deferred tax assets is provided when it is more likely than not that some portion of the deferred tax assets will not be realized. As of March 31, 2009, the Company did not have a valuation allowance. The Company's valuation allowance as of March 31, 2007 was attributable to expiring federal research and development tax credits. The change in valuation allowance for fiscal years 2008 and 2007 was due to the expiration of federal research development tax credits for which a valuation allowance had previously been established.

As of March 31, 2009, the Company has recognized $24.3 million of tax deductions relating to share-based compensation in excess of recognized compensation expense ("excess benefits"). The Company recorded tax benefits resulting from excess benefits when the benefits result in a reduction in cash paid for income taxes. As a result of available federal net operating loss ("NOL") carryforwards and California research and development tax credit carryforwards, at March 31, 2008, a tax benefit of $6.7 million will be realized in shareholders' equity in subsequent periods when the deduction reduces federal and California taxes payable. During fiscal 2009, additional tax benefits of $816,000 were generated and $6.7 million were utilized. At March 31, 2009, a tax benefit of $806,000 will be realized in shareholders' equity in subsequent periods upon the realization of the California carryforwards.

As of March 31, 2009, the Company had no federal or California NOL carryforwards. As of March 31, 2009, the Company had federal and California research and development tax credit carryforwards of $2.3 million and $1.4 million, respectively. The federal research and development tax credit carryforward will expire at various dates from fiscal years 2010 through 2029, if not utilized. The California research and development tax credit will carryforward indefinitely. The Company had combined federal and state alternative minimum tax credit carryforwards of $723,000, which do not expire.

The Company's policy is to reinvest earnings of its foreign subsidiary unless such earnings are subject to U.S. taxation. As of March 31, 2009, there were no earnings for which U.S. taxes had not been provided.

As a result of implementing FIN 48 during fiscal 2008, as discussed in Note 1, the Company did not change the amount of unrecognized tax benefits related to tax positions taken in prior periods. The Company did not have any unrecognized tax benefits as of April 1, 2007, the date of adoption, or as of March 31, 2009. During fiscal 2009, the Company did not recognize any interest and penalties related to unrecognized tax benefits. The Company files income tax returns in the U.S. federal jurisdiction and various state jurisdictions. The Company is not under examination for any of these jurisdictions. The Company is subject to examination by U.S. federal and various state jurisdictions for fiscal years 1992 through 2001 and fiscal years 2003 through 2009.

NOTE 15. SEGMENT REPORTING INFORMATION

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the Company's chief operating decision maker, or decision making group, in deciding how to allocate resources and in assessing performance.

The Company develops, manufactures, markets and sells portable blood analysis systems for use in the human or veterinary patient-care setting to provide clinicians with rapid blood constituent measurements. The Company identifies its reportable segments as those customer groups that represent more than 10% of the combined revenue or gross profit or loss of all reported operating segments. The Company manages its business on the basis of the following two reportable segments: (i) the medical market and (ii) the veterinary market, which are based on the products sold by market and customer group. Each reportable segment has similar manufacturing processes, technology and shared infrastructures. The accounting policies for segment reporting are the same as for the Company as a whole. Assets are not segregated by segments since the Company's chief operating decision maker does not use assets as a basis to evaluate a segment's performance.

Medical Market

In the medical market reportable segment, the Company serves a worldwide customer group consisting of military installations (ships, field hospitals and mobile care units), physicians office practices across all specialties, urgent care and walk-in clinics (free-standing or hospital-connected), home care providers (national, regional or local), nursing homes, ambulance companies, oncology treatment clinics, hospital labs and draw stations. The products manufactured and sold in this segment primarily consist of Piccolo chemistry analyzers and medical reagent discs.

Veterinary Market

In the veterinary market reportable segment, the Company serves a worldwide customer group consisting of companion animal hospitals, animal clinics with mixed practices of small animals, birds and reptiles, equine and bovine practitioners, veterinary emergency clinics, veterinary referral hospitals, universities, government, pharmaceutical companies, biotechnology companies and private research laboratories. The products manufactured and sold in this segment primarily consist of VetScan chemistry analyzers and veterinary reagent discs. The Company also sells OEM-supplied products in this segment consisting primarily of hematology instruments and hematology reagent kits. Starting in fiscal 2009, OEM-supplied products also included coagulation analyzers, coagulation reagents and canine heartworm rapid tests.

ABAXIS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The table below summarizes revenues, cost of revenues and gross profit from the Company's two operating segments and from certain unallocated items for fiscal 2009, 2008 and 2007 (in thousands).

	Year Ended March 31,		
	2009	2008	2007
Revenues:			
Medical Market	$ 24,796	$ 22,764	$ 17,455
Veterinary Market	74,046	71,091	63,851
Other(1)	6,720	6,696	4,915
Total revenues	105,562	100,551	86,221
Cost of revenues:			
Medical Market	12,407	11,340	8,549
Veterinary Market	31,052	31,812	29,021
Other(1)	3,478	2,355	1,792
Total cost of revenues	46,937	45,507	39,362
Gross profit:			
Medical Market	12,389	11,424	8,906
Veterinary Market	42,994	39,279	34,830
Other(1)	3,242	4,341	3,123
Gross profit	$ 58,625	$ 55,044	$ 46,859

(1) Represents unallocated items, not specifically identified to any particular business segment.

NOTE 16. REVENUES BY PRODUCT CATEGORY AND GEOGRAPHIC REGION AND SIGNIFICANT CONCENTRATIONS

Revenue Information

The following is a summary of revenues for each group of products provided by the Company (in thousands):

	Year Ended March 31,		
	2009	2008	2007
Revenues by Product Category			
Instruments(1)	$ 28,194	$ 30,011	$ 28,899
Consumables(2)	69,072	61,928	50,741
Other products	5,170	6,583	4,775
Product sales, net	102,436	98,522	84,415
Development and licensing revenue	3,126	2,029	1,806
Total revenues	$ 105,562	$ 100,551	$ 86,221

(1) Instruments include chemistry analyzers, hematology instruments and coagulation analyzers.

(2) Consumables include reagent discs, hematology reagent kits, coagulation reagents and canine heartworm rapid tests.

The following is a summary of revenues by geographic region based on customer location (in thousands):

	Year Ended March 31,		
	2009	2008	2007
Revenues by Geographic Region			
North America	$ 87,801	$ 83,830	$ 72,015
Europe	14,045	13,472	10,370
Asia Pacific and rest of the world	3,716	3,249	3,836
Total revenues	$ 105,562	$ 100,551	$ 86,221

Significant Concentrations

Revenues from significant customers as a percentage of total revenues were as follows:

Distributor	Geographical Location	Year Ended March 31, 2009	2008	2007
Walco International, Inc., d/b/a DVM Resources	United States	10%	12%	15%

Substantially all of the Company's long-lived assets are located in the United States.

NOTE 17. QUARTERLY RESULTS OF OPERATIONS (UNAUDITED)

The following is a summary of the unaudited quarterly results of operations for fiscal 2009 and 2008 (in thousands, except per share data):

	Quarter Ended June 30	September 30	December 31	March 31
Fiscal Year Ended March 31, 2009:				
Revenues	$ 24,572	$ 27,688	$ 26,964	$ 26,338
Gross profit	$ 13,503	$ 15,342	$ 15,105	$ 14,675
Net income	$ 2,776	$ 3,297	$ 3,356	$ 2,584
Net income per share — basic	$ 0.13	$ 0.15	$ 0.15	$ 0.12
Net income per share — diluted	$ 0.12	$ 0.15	$ 0.15	$ 0.12
Fiscal Year Ended March 31, 2008:				
Revenues	$ 22,931	$ 25,192	$ 25,690	$ 26,738
Gross profit	$ 13,016	$ 13,857	$ 13,609	$ 14,562
Net income	$ 3,098	$ 2,888	$ 3,205	$ 3,312
Net income per share — basic	$ 0.15	$ 0.13	$ 0.15	$ 0.15
Net income per share — diluted	$ 0.14	$ 0.13	$ 0.14	$ 0.15

NOTE 18. SUBSEQUENT EVENT

In May 2009, the Company entered into an Exclusive Agreement (the "Agreement") with Abbott Point of Care Inc. ("Abbott"). Pursuant to the Agreement, Abbott granted to the Company the right to sell and distribute Abbott's i-STAT 1 handheld instrument (i-STAT ® 1 analyzer) and associated consumables (for blood gas, electrolyte, basic blood chemistry and immunoassay testing) in the animal health care market worldwide.

The Company's right to sell and distribute these products is initially non-exclusive, but becomes exclusive in all countries of the world, except for Japan, on November 1, 2009. The Company's rights in Japan remain non-exclusive for the term of the Agreement. The initial term of the Agreement ends on December 31, 2014, and after this initial term, the Agreement continues automatically for successive one-year periods unless terminated by either party.

Under the Agreement, the Company will be responsible for marketing and promoting the i-STAT 1 products and providing customer service and technical support. Additionally, the Agreement imposes on the Company certain minimum purchase and sales requirements in order to retain exclusivity or maintain the contract. The Company anticipates that its i-STAT cartridge marketing and sales activities will commence in June 2009, and that it will launch an Abaxis-branded version of the i-STAT 1 instrument as part of its VetScan line in August 2009.

Item 9. ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

Not applicable.

Item 9A. ***Controls and Procedures***

Evaluation of Disclosure Controls and Procedures

The Company's management, with the participation of the Company's principal executive officer and principal financial officer, has evaluated that the effectiveness of the Company's disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, (the "Exchange Act"), as of the end of the period covered by this report. Based on such evaluation, the Company's principal executive officer and principal financial officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures were effective.

Management's Report on Internal Control Over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Under the supervision and with the participation of the Company's management, including its principal executive officer and principal financial officer, the Company conducted an evaluation of the effectiveness of its internal control over financial reporting based on criteria established in the framework in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this evaluation, the Company's management has concluded that the Company's internal control over financial reporting was effective as of March 31, 2009.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Accordingly, even an effective system of internal control will provide only reasonable assurance that the objectives of the internal control system are met.

Attestation Report of the Independent Registered Public Accounting Firm

Burr, Pilger & Mayer LLP, our independent registered public accounting firm, has issued an audit report on the effectiveness of our internal control over financial reporting as of March 31, 2009, which report is included elsewhere herein.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the fiscal quarter ended March 31, 2009 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON INTERNAL CONTROLS OVER FINANCIAL REPORTING

To the Board of Directors and Shareholders of
Abaxis, Inc.

We have audited the internal control over financial reporting of Abaxis, Inc. and its subsidiary ("the Company") as of March 31, 2009, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the effectiveness of the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (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 receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Abaxis, Inc. and its subsidiary maintained, in all material respects, effective internal control over financial reporting as of March 31, 2009, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the balance sheets of Abaxis, Inc. and its subsidiary as of March 31, 2009 and 2008, and the related statements of operations, shareholders' equity and comprehensive income, and cash flows for each of the three years in the period ended March 31, 2009 and the related financial statement schedule and our report dated June 12, 2009 expressed an unqualified opinion thereon.

/s/ Burr, Pilger & Mayer LLP

San Jose, California
June 12, 2009

Item 9B. ***Other Information***

None.

PART III

Item 10. ***Directors, Executive Officers and Corporate Governance***

The following table sets forth information concerning the Company's executive officers and directors as of May 31, 2009.

Name	Age	Title
Clinton H. Severson	61	Chairman of the Board, President and Chief Executive Officer
Richard J. Bastiani, Ph.D.(1)(2)(3)	66	Director
Henk J. Evenhuis(1)(3)	66	Director
Brenton G. A. Hanlon(1)(2)(3)	63	Director
Prithipal Singh, Ph.D.(1)(3)	70	Director
Ernest S. Tucker, III, M.D.(1)(3)	76	Director
Alberto R. Santa Ines	62	Chief Financial Officer and Vice President of Finance
Kenneth P. Aron, Ph.D.	56	Chief Technology Officer
Donald P. Wood	57	Chief Operations Officer
Vladimir E. Ostoich, Ph.D.	63	Vice President of Government Affairs and Vice President of Marketing for the Pacific Rim, Founder
Martin V. Mulroy	48	Vice President of Veterinary Sales and Marketing for North America

(1) Member of the Audit Committee

(2) Member of the Compensation Committee

(3) Member of the Nominating and Corporate Governance Committee

Clinton H. Severson has served as the Company's President, Chief Executive Officer and one of our directors since June 1996. He was appointed Chairman of the Board in May 1998. Since November 2006, Mr. Severson served on the Board of Directors of CytoCore, Inc. (OTCBB: CYCR). From February 1989 to May 1996, Mr. Severson served as President and Chief Executive Officer of MAST Immunosystems, Inc., a privately-held medical diagnostic company.

Richard J. Bastiani, Ph.D. joined the Board of Directors in September 1995. Dr. Bastiani is currently retired and serves as Chairman of the Board of Directors of Response Biomedical Corporation (CDNX: RBM). From 1998 to 2005, Dr. Bastiani served as Chairman of the Board of Directors of ID Biomedical Corporation (Nasdaq: IDBE), after he was appointed to the Board of Directors of ID Biomedical Corporation in October 1996. Dr. Bastiani was President of Dendreon (Nasdaq: DNDN), a biotechnology company, from September 1995 to September 1998. From 1971 until 1995, Dr. Bastiani held a number of positions with Syva Company, a diagnostic company, including as President from 1991 until Syva was acquired by a subsidiary of Hoechst AG of Germany in 1995. Dr. Bastiani is also a member of the board of directors of three privately-held companies.

Henk J. Evenhuis joined the Board of Directors in November 2002. Mr. Evenhuis is currently retired. He served on the Board of Directors of Credence Systems Corporation (Nasdaq: CMOS), a semiconductor equipment manufacturer from 1993 to 2008. Mr. Evenhuis served as Executive Vice President and Chief Financial Officer of Fair Isaac Corporation (NYSE: FIC), a global provider of analytic software products to the financial services, insurance and health care industries from October 1999 to October 2002. From 1987 to 1998, he was Executive Vice President and Chief Financial Officer of Lam Research Corporation (Nasdaq: LRCX), a semiconductor equipment manufacturer.

Brenton G. A. Hanlon joined the Board of Directors in November 1996. Since January 2001, Mr. Hanlon has been President and Chief Executive Officer of Hitachi Chemical Diagnostics, a manufacturer of in vitro allergy diagnostic products. Concurrently, from December 1996 until the present, Mr. Hanlon has served as President and Chief Operating Officer of Tri-Continent Scientific, a subsidiary of Hitachi Chemical, specializing in liquid-handling products and instrument components for the medical diagnostics and biotechnology industries. From 1989 to December 1996, Mr. Hanlon was Vice President and General Manager of Tri-Continent Scientific. Mr. Hanlon serves on the board of directors of two privately-held companies.

Prithipal Singh, Ph.D. joined the Board of Directors in June 1992. Prior to retiring, Dr. Singh was the Founder, Chairman and Chief Executive Officer of ChemTrak Inc. (Pink Sheets: CMTR) from 1988 to 1998. Prior to this, Dr. Singh was an Executive Vice President of Idetec Corporation from 1985 to 1988 and a Vice President of Syva Corporation from 1977 to 1985.

Ernest S. Tucker, III, M.D. joined the Board of Directors in September 1995. Dr. Tucker currently serves as a self-employed healthcare consultant after having retired as Chief Compliance Officer for Scripps Health in San Diego in September 2000, a position which he assumed in April 1998. Dr. Tucker was Chairman of Pathology at Scripps Clinic and Research Foundation from 1992 to 1998 and Chair of Pathology at California Pacific Medical Center in San Francisco from 1989 to 1992.

Alberto R. Santa Ines has served as the Company's Chief Financial Officer and Vice President of Finance since April 2002. Mr. Santa Ines joined us in February 2000 as Finance Manager. In April 2001, Mr. Santa Ines was promoted to Interim Chief Financial Officer and Director of Finance, and in April 2002 he was promoted to his current position. From March 1998 to January 2000, Mr. Santa Ines was a self-employed consultant to several companies. From August 1997 to March 1998, Mr. Santa Ines was the Controller of Unisil (Pink Sheets: USIL), a semiconductor company. From April 1994 to August 1997, he was a Senior Finance Manager at Lam Research Corporation (Nasdaq: LRCX), a semiconductor equipment manufacturer.

Kenneth P. Aron, Ph.D. has served as the Company's Chief Technology Officer since April 2008. Dr. Aron joined us in February 2000 as Vice President of Research and Development. From April 1998 to November 1999, Dr. Aron was Vice President of Engineering and Technology of Incyte Pharmaceuticals (Nasdaq: INCY), a genomic information company. From April 1996 to April 1998, Dr. Aron was Vice President of Research, Development and Engineering for Cardiogenesis Corporation (Nasdaq: CGCP), a manufacturer of laser-based cardiology surgical products.

Donald P. Wood has served as the Company's Chief Operations Officer since April 2009. Mr. Wood joined us in October 2007 as Vice President of Operations. From April 2003 to September 2007, Mr. Wood was the Vice President of Operations of Cholestech Corporation (Nasdaq: CTEC), a medical products manufacturing company which was subsequently acquired by Inverness Medical Innovations, Inc. in September 2007. From July 2001 to March 2003, Mr. Wood served as Vice President of Bone Health, a business unit of Quidel Corporation, a manufacturing and marketer of point-of-care diagnostics, and was responsible for Bone Health Product Operations, Device Research and Development, and Sales and Marketing. He also served as Quidel's Vice President of Ultrasound Operations from August 1999 to July 2001. Prior to joining Quidel, Mr. Wood was the Director of Ultrasound Operations for Metra Biosystems Inc., a developer and manufacturing company of point-of-care products for osteoporosis, from July 1998 to August 1999 prior to Quidel's acquisition of Metra Biosystems Inc.

Vladimir E. Ostoich, Ph.D., one of the Company's co-founders, is currently the Vice President of Government Affairs and Vice President of Marketing for the Pacific Rim. Dr. Ostoich has served as Vice President in various capacities at Abaxis since inception, including as Vice President of Research and Development, Senior Vice President of Research and Development, Vice President of Engineering and Instrument Manufacturing and Vice President of Marketing and Sales for the United States and Canada.

Martin V. Mulroy has served as the Company's Vice President of Veterinary Sales and Marketing for North America since May 2006. Mr. Mulroy joined us in November 1997 as the Northeast Regional Sales Manager. He was promoted to Eastern Area Director of Sales in December 1998 and, in January 2005, he was promoted to National Sales Director for the Domestic Veterinary market. From March 1996 to November 1997, Mr. Mulroy was Regional Sales Manager for BioCircuits Inc., an immunoassay company in the medical market.

Mr. Mulroy was Regional Sales Manager from 1990 to 1992 and Field Operations Manager from 1992 to 1995 for MAST Immunosystems Inc., a privately-held medical diagnostic company.

Term and Number of Directors

All of our directors hold office until the next annual meeting of shareholders of Abaxis and until their successors have been elected and qualified. Our Bylaws authorize our Board of Directors to fix the number of directors at not less than four or no more than seven. The number of directors of the Company is currently six.

Each of our executive officers serves at the discretion of the Board of Directors. There are no family relationships among any of our directors or executive officers.

Identification of Audit Committee and Financial Expert

The Audit Committee of the Board of Directors oversees Abaxis' corporate accounting, financial reporting process and systems of internal control and financial controls. The following outside directors comprise the Audit Committee: Mr. Evenhuis, Dr. Bastiani, Mr. Hanlon, Dr. Singh and Dr. Tucker. Mr. Evenhuis serves as Chairman of the Audit Committee.

The Board of Directors annually reviews the Nasdaq Stock Market, or NASDAQ, listing standards definition of independence for Audit Committee members and has determined that all members of our Audit Committee are "independent" (based on the requirements for independence set forth in Rule 4350(d)(2)(A)(i) and (ii) of the NASDAQ listing standards). Securities and Exchange Commission, or SEC, regulations require Abaxis to disclose whether a director qualifying as an "audit committee financial expert" serves on the Audit Committee. The Board of Directors has determined that Mr. Evenhuis qualifies as an "audit committee financial expert," as defined in applicable SEC rules. The Board of Directors made a qualitative assessment of Mr. Evenhuis's level of knowledge and experience based on a number of factors, including his formal education and experience as a chief financial officer for public reporting companies.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our executive officers, directors and persons who beneficially own more than 10% of our equity securities to file initial reports of ownership and reports of changes in ownership with the SEC. Such persons are required by SEC regulations to furnish us with copies of all Section 16(a) forms filed by such persons.

Based solely on our review of the copies of Forms 3, 4 and 5 and amendments thereto received by us, we believe that during the period from April 1, 2008 through March 31, 2009, our executive officers, directors and greater than 10% shareholders complied with all applicable filing requirements applicable to these executive officers, directors and greater than 10% shareholders, except with respect to one late report filing, covering one transaction, by Mr. Brenton Hanlon, one of our directors.

Code of Business Conduct and Ethics

Abaxis has adopted a Code of Business Conduct and Ethics that applies to all our executive officers, directors and employees, including without limitation our principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions. The Code of Business Conduct and Ethics is available on our website at www.abaxis.com under "Investor Relations" at "Corporate Governance." If we make any amendments to the Code of Business Conduct and Ethics or grant any waiver from a provision of the code to any executive officer or director, we will promptly disclose the nature of the amendment or waiver on our website. We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding any amendment to, or waiver of, any provision of the Code of Business Conduct and Ethics by disclosing such information on the same website. You may also request a copy of our Code of Business Conduct and Ethics by contacting our investor relations department at investors@abaxis.com.

Item 11. ***Executive Compensation***

COMPENSATION DISCUSSION AND ANALYSIS

Overview

The goals of our executive compensation program are to attract, retain, motivate and reward executive officers who contribute to our success and to incentivize these executives on both a short-term and long-term basis to achieve our business objectives. This program combines cash and equity awards in the proportions that we believe will motivate our executive officers to increase shareholder value over the long-term.

Our executive compensation program is designed to achieve the following objectives:

- to align our executive compensation with our strategic business objectives;
- to align the interests of our executive officers with both short-term and long-term shareholder interests; and
- to place a substantial portion of our executives' compensation at risk such that actual compensation depends on both overall company performance and individual performance.

Executive Compensation Program Objectives and Framework

Our executive compensation program has three primary components: (1) base salary, (2) annual cash incentive bonus and (3) equity grants. Base salaries for our executive officers are a minimum fixed level of compensation consistent with or below competitive market practice. Annual cash incentive bonuses awarded to our executive officers are intended to incentivize and reward achievement of financial, operating and strategic objectives during the fiscal year. Equity grants awarded to our executive officers are designed to ensure that incentive compensation is linked to our long-term company performance, promote retention and to align our executives' long-term interests with shareholders' long-term interests. Our executive officers' total potential cash compensation is heavily weighted toward annual cash incentive bonuses, because our Compensation Committee and Board of Directors believes this weighting best aligns the interests of our executive officers with that of shareholders generally.

Executive compensation is reviewed annually by our Compensation Committee and Board of Directors, and adjustments are made to reflect company objectives and competitive conditions. Generally, base salaries are adjusted effective May 1 of each year. We also offer our executive officers participation in our 401(k) plan, health care insurance, flexible spending accounts and certain other benefits available generally to all full-time employees.

Role of Our Compensation Committee

Our Compensation Committee, which operates under a written charter adopted by the Board of Directors, is primarily responsible for reviewing and recommending to the Board of Directors for approval the compensation arrangements for our executive officers and directors. In carrying out these responsibilities, the Compensation Committee shall review all components of executive officer and director compensation for consistency with the Compensation Committee's compensation philosophy as in effect from time to time. In connection with their review and recommendations, our Compensation Committee also considers the recommendations of our Chief Executive Officer, Mr. Clinton Severson. Our Compensation Committee gives considerable weight to Mr. Severson's recommendations because of his direct knowledge of each executive officer's performance and contribution to our financial performance. However, Mr. Severson does not participate in the determination of his own compensation. No other executive officers participate in the determination or recommendation of the amount or form of executive officer compensation, except the Company's Chief Financial Officer as discussed below. Our Compensation Committee does not delegate any of its functions in determining executive and/or director compensation. To date, our Compensation Committee has not established any formal policies or guidelines for allocating compensation between long-term and currently paid out compensation, cash and non-cash compensation, or among different forms of non-cash compensation.

Our Compensation Committee may discuss with our Chief Executive Officer or Chief Financial Officer our financial, operating and strategic business objectives, bonus targets or performance goals. The Compensation

Committee reviews and determines the appropriateness of the financial measures and performance goals, as well as assesses the degree of difficulty in achieving specific bonus targets and performance goals. The Compensation Committee then presents its recommendation for executive compensation to the Board of Directors for final review and approval. Typically, these recommendations are made to our Board of Directors during the first quarter of the ensuing fiscal year.

From time to time, our Compensation Committee may engage an independent compensation advisor to obtain competitive compensation data. In March 2006, we retained the independent compensation consulting firm of Top Five Data Services, Inc. ("Top Five") to, among other things, help identify appropriate peer group companies and to obtain and evaluate executive compensation data for these companies, and took its recommendations into account in setting fiscal 2007 executive compensation. We did not engage another compensation consultant, or request additional recommendations from Top Five, in connection with our determination of fiscal 2008 or fiscal 2009 executive compensation because our Compensation Committee and Board of Directors determined that many of the recommendations made by Top Five with respect to fiscal 2007 continued to be relevant for fiscal 2008 and fiscal 2009. In May 2008, our Compensation Committee engaged an independent compensation consulting firm, Watson Wyatt, to prepare competitive benchmarking studies as to, and advise the Compensation Committee on long-term equity compensation for executives in similarly-situated companies. Our Compensation Committee and Board of Directors may engage compensation consultants in the future as they deem it to be necessary or appropriate.

Competitive Benchmarking

In April 2006, Top Five, in consultation with our Compensation Committee, compared our senior management compensation to the senior management compensation at a group of 19 companies (the "Compensation Peer Group"). This Compensation Peer Group represented similarly-situated medical device and diagnostic companies that were identified by Top Five as companies with similar financial growth and as competitors for executive talent. The following companies comprised the Compensation Peer Group:

Abiomed	Conceptus	Palomar Medical Technologies
Adeza Biomedical	Cutera	Surmodics
Angiodynamics	Digene	Thoratec
Aspect Medical Systems	Intralase	Vivus
ATS Medical	Kensey Nash	VNUS Medical Technologies
Biosite	Meridian Bioscience	
Cholestech	Orasure Technologies	

Top Five measured our relative performance against the Compensation Peer Group over one and three year periods based on the following three financial metrics:

- total shareholder return;
- revenue; and
- EBITDA (earnings before income tax, depreciation and amortization).

The market data obtained regarding the Compensation Peer Group was considered by the Compensation Committee in its fiscal 2009 executive compensation decisions.

Compensation Determinations

The Compensation Committee did not target executive compensation in fiscal 2009 to any specific benchmarks against the Compensation Peer Group, but did generally target total compensation to be competitive with companies in the Compensation Peer Group with similar financial growth rates based on the compensation information for the Compensation Peer Group in fiscal 2006. However, our executive officers' total potential cash compensation is more heavily weighted toward annual cash incentive bonuses than most companies in the Compensation Peer Group. In addition to any competitive benchmarks the Compensation Committee deems relevant, the Compensation Committee also considers the recommendations from our Chief Executive Officer regarding the compensation of our executive officers who report directly to him. These recommendations generally

include annual adjustments to compensation levels, an assessment of each executive officer's overall individual contribution, scope of responsibilities and level of experience.

Elements of Compensation

Base Salary

We provide an annual base salary to each of our executive officers, including each of the named executive officers listed on the Summary Compensation Table below (the "Named Executive Officers"). Each base salary is reviewed annually by the Compensation Committee and adjusted for the ensuing year based on both (i) an evaluation of individual job performance during the prior year, and (ii) an evaluation of the compensation levels of similarly-situated executive officers at the Compensation Peer Group and in our industry generally.

In determining fiscal 2009 base salaries for our Named Executive Officers, our Compensation Committee generally targeted salaries to be between the 25th and 50th percentile of the Compensation Peer Group. Our Compensation Committee considered this 25th and 50th percentile range as a general guideline for the appropriate level of potential salaries, but did not attempt to specifically match this or any other percentile. Our Compensation Committee also considered the recommendations of the Chief Executive Officer regarding the compensation of each of the Named Executive Officers who reported directly to him. However, the Compensation Committee and our Board of Directors did not base their considerations on any single factor but rather considered a mix of factors and evaluated individual salaries against that mix.

Our Board of Directors set salaries for fiscal 2009 after considering a peer company analysis of total compensation for executive officers prepared in April 2006 by Top Five and the recommendations of the Compensation Committee. For fiscal 2009, the Compensation Committee recommended that we increase base salaries in amounts designed to reward each of the Named Executive Officers for their performance in the prior year while maintaining base salaries at an appropriately competitive level. Our Compensation Committee did not use any specific formula based on the factors described above to determine the final base salary levels for each Named Executive Officer. For fiscal 2009, Dr. Aron received an increase of 8.8% in his base salary upon his promotion to Chief Technology Officer.

In determining fiscal 2010 base salaries for our Named Executive Officers, our Compensation Committee recommended to the Board of Directors not to increase executive base salaries for fiscal 2010 due to the global economic downturn.

Based on the recommendations of the Compensation Committee, our Board of Directors approved the following base salaries (effective May 1, 2008 for fiscal 2009 and July 1, 2009 for fiscal 2010) for our Named Executive Officers:

Named Executive Officer	Fiscal 2009 Base Salary	Fiscal 2010 Base Salary
Clinton H. Severson	$ 360,000	$ 360,000
Alberto R. Santa Ines	$ 200,000	$ 200,000
Kenneth P. Aron, Ph.D.	$ 210,000	$ 210,000
Vladimir E. Ostoich, Ph.D.	$ 210,000	$ 210,000
Martin V. Mulroy	$ 185,000	$ 185,000

Fiscal 2009 and 2010 base salary increases for the Named Executive Officers were as follows:

Named Executive Officer	Fiscal 2009 Percent Increase In Base Salary	Fiscal 2010 Percent Increase In Base Salary
Clinton H. Severson	6.5%	—%
Alberto R. Santa Ines	8.1%	—%
Kenneth P. Aron, Ph.D.	8.8%	—%
Vladimir E. Ostoich, Ph.D.	3.5%	—%
Martin V. Mulroy	5.7%	—%

Annual Cash Incentive Bonus

Our annual cash incentive bonus program is an "at-risk" compensation arrangement designed to provide market competitive cash incentive opportunities that reward our executive officers for the achievement of key financial performance goals that we believe are important for us in creating long-term shareholder value. Most importantly, the program is structured to achieve our overall objective of tying this element of compensation to the attainment of company performance goals that will contribute to our financial success and create shareholder value.

Our annual cash incentive bonus paid to each executive officer, including each of our Named Executive Officers, is primarily based upon Abaxis achieving two equally-weighted financial performance goals, quarterly net sales and quarterly pre-tax income. Additionally, the bonus targets established by the Compensation Committee require executive officers to increase annual corporate financial performance during the applicable fiscal year, compared to our previous year's actual financial results. Accordingly, meeting the bonus targets is highly challenging and requires executive officers to improve financial performance on a year-over-year basis and, thus, a substantial portion of our executive officers' compensation is at risk if corporate financial results are not achieved during a particular fiscal year. In addition to meeting financial goals, we must not exceed a certain failure rate on our reagents discs in order for cash incentives to be paid to our executive officers. However, our Compensation Committee has the discretion to grant bonuses even if these performance goals are not met.

For fiscal 2009, our Compensation Committee generally targeted total cash compensation to be at or above the 75th percentile of the Compensation Peer Group. Our Compensation Committee considered this 75th percentile target as a general guideline for the appropriate level of potential cash bonus compensation, but did not attempt to specifically match this or any other percentile. In April 2008, our Board of Directors approved the fiscal 2009 target bonus levels for our executive officers. The following table summarizes the fiscal 2009 target bonus amounts and the bonus amounts awarded for fiscal 2009 for our Named Executive Officers:

Named Executive Officer	Fiscal 2009 Target Bonus	Fiscal 2009 Bonus Awarded
Clinton H. Severson	$ 525,000	$ 226,406
Alberto R. Santa Ines	$ 300,000	$ 129,375
Kenneth P. Aron, Ph.D.	$ 300,000	$ 129,375
Vladimir E. Ostoich, Ph.D.	$ 300,000	$ 129,375
Martin V. Mulroy	$ 275,000	$ 139,219

Payment of the target bonus is equally weighted between achievement of our quarterly net sales performance goal and our quarterly pre-tax income performance goal. For fiscal 2009, bonuses were earned only if we achieved at least 90% of one or more of our pre-established quarterly net sales and/or quarterly pre-tax income goals. After the initial threshold is met, the amount of the target bonus paid is based on a sliding scale relative to the proportionate achievement of the performance goals. If we achieve 90% of only one performance goal, the payout would be limited to 25% of the aggregate target bonus. For each 1% above 90% of that performance goal, the payout would increase by 2.5% for the aggregate target bonus. The target bonus will be fully earned if at least 100% of both performance goals are achieved. For each 1% above 100% of a performance goal, the payout would increase by 1.5% for the aggregate target bonus. The maximum potential bonus payout is 200% of the target bonus, provided we achieve greater than 133% of at least one of the performance goals. Assuming targets are reached, the bonus payments are paid as follows: 15% of the applicable bonus amount for the first quarter, 25% in the second and third quarters, and 35% in the fourth quarter. At the end of the fourth quarter, the final amount of the bonus earned will be adjusted to reflect overall performance against the year. For the Named Executive Officers, excluding Mr. Mulroy, our Vice President of Veterinary Sales and Marketing for North America, the financial targets for fiscal 2009 were based on the company's annual net sales and pre-tax income goals. Based on these pre-established goals, our other Named Executive Officers received 43.1% of their target bonus awards for fiscal 2009. Since Mr. Mulroy's responsibility is to manage the veterinary sales in North America, his financial targets for fiscal 2009 were based on sales for the veterinary market for North America and on the company's annual pre-tax income goals. Based on these pre-established goals, Mr. Mulroy received 50.6% of his target bonus awards for fiscal 2009.

Due to the global economic downturn, the Compensation Committee recommended to our Board of Directors that for fiscal 2010 target bonuses, we maintain the target bonuses from fiscal 2009 for the Named Executive Officers. In April 2009, our Board of Directors approved the fiscal 2010 target bonus levels for our executive officers. The following table summarizes the fiscal 2010 target bonus amounts for our Named Executive Officers:

Named Executive Officer	Fiscal 2010 Target Bonus
Clinton H. Severson	$ 525,000
Alberto R. Santa Ines	$ 300,000
Kenneth P. Aron, Ph.D.	$ 300,000
Vladimir E. Ostoich, Ph.D.	$ 300,000
Martin V. Mulroy	$ 275,000

We expect payment of the target bonus, as identified above, to continue to be equally weighted at 50% for achievement of our quarterly net sales performance goal and 50% for achievement of our quarterly pre-tax income performance goal. For fiscal 2010, bonuses will only be earned if we achieve at least 90% of one or more of our pre-established quarterly net sales and/or quarterly pre-tax income goals during fiscal 2010. After the initial threshold is met, the amount of the target bonus paid will be based on a sliding scale relative to the proportionate achievement of the performance goals. If we achieve 90% of only one performance goal, the payout would be limited to 25% of the aggregate target bonus. For each 1% above 90% of that performance goal, the payout would increase by 2.5% for the aggregate target bonus. The target bonus will be fully earned if at least 100% of both performance goals are achieved. For each 1% above 100% of a performance goal, the payout would increase by 1.5% for the aggregate target bonus. The maximum potential bonus payout is 200% of the target bonus, provided we achieve greater than 133% of at least one of the performance goals. Assuming targets are reached, we expect that the bonus payments will be paid as follows: 15% of the applicable bonus amount for the first quarter, 25% in the second and third quarters, and 35% in the fourth quarter. At the end of the fourth quarter of fiscal 2010, the final payment will be adjusted to reflect overall performance against the year. Our Compensation Committee and Board of Directors have the discretion to adjust the parameters and performance goals for payment of these annual performance bonuses.

We do not currently have a formal policy regarding adjustments or recovery of awards or payments following a restatement of financial performance targets. In such a circumstance, the Compensation Committee would evaluate whether compensation adjustments were appropriate based upon the facts and circumstances surrounding the restatement.

Long-term Equity Incentive Compensation

Under our 2005 Equity Incentive Plan, we are permitted to award stock options, stock appreciation rights, restricted stock awards, restricted stock units, performance shares, performance units, deferred compensation awards or other share-based awards. Beginning in fiscal 2007, we began granting restricted stock units to our executive officers in lieu of other forms of equity-based grants. Prior to fiscal 2007, equity-based grants to our executive officers comprised solely of stock options. There were no equity grants to our current Named Executive Officers in fiscal 2006. Equity grants to our Named Executive Officers in fiscal 2009 and fiscal 2010 are discussed below. We do not currently have stock ownership guidelines for our executive officers.

Stock Options

Prior to fiscal 2007, a substantial portion of our executive compensation arrangement consisted of long-term incentive grants, comprising of stock options. We granted stock options with an exercise price equal to the fair market value of our common stock on the grant date. Accordingly, our executive officers only realize actual compensation value if our shareholders realize value. In addition, we believe the stock options granted to executive officers created retention incentives as the stock options vested over a period of four years based on cliff-vesting terms only as long as executive officers remained an employee with us. For the unvested stock options granted prior to April 1, 2006, we are required to recognize share-based compensation expense over the vesting period in accordance with Statement of Financial Accounting Standards No. 123 (revised 2004), “Share-Based Payment,” which we adopted in fiscal 2007 using the modified prospective method.

Restricted Stock Units

Fiscal 2009 Restricted Stock Unit Grants. In fiscal 2007, we granted restricted stock units with performance acceleration. Our Board of Directors believed that this form of long-term equity incentive will help ensure executive retention and more directly link executive pay to company financial performance. The four-year time-based vesting of the restricted stock units granted in fiscal 2007 accelerates if certain performance criteria are exceeded during the performance period. For a discussion of the performance criteria, see the table entitled "Outstanding Equity Awards at Fiscal Year End 2009" below. The Compensation Committee approves all restricted stock unit grants to our Named Executive Officers and other executive officers.

In April 2008, after considering an analysis of total compensation for our Named Executive Officers and upon the recommendation of our Compensation Committee, our Board of Directors granted 50,000 restricted stock units to our Chief Executive Officer and 20,000 restricted stock units to each of our other Named Executive Officers. The value of these equity grants was approximately $1.3 million for our Chief Executive Officer and approximately $500,000 for each of our other Named Executive Officers. The Compensation Committee believed that these grants of restricted stock units were appropriate based on our financial performance over the prior year. The four-year time-based vesting terms of the fiscal 2009 restricted stock unit awards are as follows:

- five percent vesting after the first year of continuous employment;
- additional ten percent after the second year of continuous employment;
- additional 15 percent after the third year of continuous employment; and
- the remaining 70 percent after the fourth year of continuous employment.

Time-based vesting terms is intended to provide retention for our executive officers as the awards vest based on continuous employment. Unlike the fiscal 2007 restricted stock units, these restricted stock units are not subject to performance-based acceleration. Our Compensation Committee believed that retention of the Named Executive Officers was key to our success and that these additional restricted stock units would be more likely, given the time-based vesting schedule of the restricted stock units, to maximize retention of our Named Executive Officers without performance-based acceleration milestones.

Fiscal 2010 Restricted Stock Unit Grants. In April 2009, after considering an analysis of long-term equity incentives conducted by Watson Wyatt in fiscal 2009, for our Named Executive Officers and upon the recommendation of the Compensation Committee, our Board of Directors granted 55,000 restricted stock units to our Chief Executive Officer and 25,000 restricted stock units to each of our other Named Executive Officers. The Compensation Committee believed that these grants of restricted stock units were appropriate based on our financial performance over the prior year. The fiscal 2010 restricted stock unit awards vest, based on time-based vesting terms, in the same manner as the fiscal 2009 restricted stock unit awards discussed above. The fiscal 2010 restricted stock units are also not subject to performance-based acceleration. Our Compensation Committee believed that retention of the Named Executive Officers was key to our success and that these additional restricted stock units would be more likely, given the time-based vesting schedule of the restricted stock units, to maximize retention of our Named Executive Officers without performance-based acceleration milestones.

Other Compensation and Benefits

We do not provide any of our executive officers with any material perquisites. Currently, all benefits offered to our executive officers, including an opportunity to participate in our 401(k) plan, medical, dental, vision, life insurance, disability coverage and flexible spending accounts, are also available on a non-discriminatory basis to other full-time employees. We also provide vacation and other paid holidays to all full-time employees, including our Named Executive Officers.

Employment Agreements

In August 2005, we entered into an employment agreement with Clinton H. Severson, our President and Chief Executive Officer, which provides Mr. Severson with a severance payment equal to two years of salary, bonus and benefits if his employment with us is terminated for any reason other than cause. Certain severance benefits

provided pursuant to the Severance Plan (described below in "Change in Control Agreements") with respect to a change of control supersede those provided pursuant to the employment agreement. None of our other executives have employment agreements with us.

Change in Control Agreements

In July 2006, our Board of Directors, after considering a change of control program analysis from the Compensation Peer Group prepared by Top Five and upon the recommendation of our Compensation Committee, approved and adopted the Abaxis, Inc. Executive Change of Control Severance Plan (the "Severance Plan"). The Severance Plan was adopted by our Board of Directors to reduce the distraction of executives and potential loss of executive talent that could arise from a potential change of control. Participants in the Severance Plan include Abaxis' senior managers who are selected by the Board of Directors. In December 2008, our Board of Directors amended the Severance Plan to ensure its compliance with Section 409A of the Internal Revenue Code of 1986, as amended (the "Code") and designated the following current executive officers as participants in the Severance Plan: Clinton H. Severson, our Chairman, President and Chief Executive Officer; Alberto R. Santa Ines, our Chief Financial Officer and Vice President of Finance; Kenneth P. Aron, Ph.D., our Chief Technology Officer; Vladimir E. Ostoich, Ph.D., our Vice President of Government Affairs and Vice President of Marketing for the Pacific Rim; Donald P. Wood, our Chief Operations Officer; and Martin V. Mulroy, our Vice President of Veterinary Sales and Marketing for North America.

The Severance Plan provides that upon the occurrence of a change of control a participant's outstanding stock option(s) and other unvested equity-based instruments will accelerate in full, and any such stock awards shall become immediately exercisable.

In addition, the Severance Plan provides that, if the participant's employment is terminated by us (or any successor of Abaxis) for any reason other than cause, death, or disability within 18 months following the change of control date and such termination constitutes a separation in service, the participant is eligible to receive severance benefits as follows:

- on the 60th day after the termination date, a lump sum cash payment equal to two times the sum of the participant's annual base salary and the participant's target annual bonus amount for the year in which the change of control occurs;
- payment of up to 24 months of premiums for medical, dental and vision benefits, provided, however, that if the participant becomes eligible to receive comparable benefits under another employer's plan, the Company's benefits shall be secondary to those provided under such other plan;
- reimbursement, on a monthly basis, of up to 24 months of premiums for disability and life insurance benefits if the participant elects to convert his or her disability and/or life insurance benefits under the Company's plans into individual policies following termination; and
- payment of an amount equal to any excise tax imposed under Section 4999 of the Code, provided, however, that payment of such amount is capped at $1,000,000 per participant.

Payment of the foregoing severance benefits is conditioned upon the participant's execution of a valid and effective release of claims against us.

Tax Considerations

Deductibility of Executive Compensation

We have considered the provisions of Section 162(m) of the Code and related Treasury Regulations which restrict deductibility of executive compensation paid to our Named Executive Officers and our other executive officers holding office at the end of any year to the extent such compensation exceeds $1,000,000 for any of such officers in any year and does not qualify for an exception under the statute or regulations. The Compensation Committee endeavors to maximize deductibility of compensation under Section 162(m) of the Code to the extent practicable while maintaining a competitive, performance-based compensation program. However, tax consequences, including tax deductibility, are subject to many factors (such as changes in the tax laws and regulations or

interpretations thereof and the timing of various decisions by officers regarding stock options) which are beyond the control of both the Company and our Compensation Committee. In addition, our Compensation Committee believes that it is important to retain maximum flexibility in designing compensation programs that meet its stated business objectives. For these reasons, our Compensation Committee, while considering tax deductibility as a factor in determining compensation, will not limit compensation to those levels or types of compensation that will be deductible. Our Compensation Committee will continue to consider alternative forms of compensation, consistent with its compensation goals that preserve deductibility. The Compensation Committee does not believe that the components of our compensation will be likely to exceed $1,000,000 by a material amount for any affected executive officer in the near future and therefore concluded that no further action with respect to qualifying such compensation for deductibility was necessary at this time.

Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee has ever been an executive officer or employee of the Company. None of the Company's executive officers currently serves, or has served during the last completed fiscal year, on the Compensation Committee or board of directors of any other entity that has one or more executive officers serving as a member of the Company's board of directors or compensation committee. For information with respect to related-person transactions involving members of the Compensation Committee, see Item 13. Certain Relationships and Related Transactions, and Director Independence of this Form 10-K.

COMPENSATION COMMITTEE REPORT[2]

The Compensation Committee has reviewed and discussed with management the disclosures contained in the Compensation Discussion and Analysis included in this Annual Report on Form 10-K for the fiscal year ended March 31, 2009.

Based upon this review and discussion with management, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Annual Report on Form 10-K for the fiscal year ended March 31, 2009.

THE COMPENSATION COMMITTEE

Richard J. Bastiani, Ph.D., Chair
Brenton G. A. Hanlon

[2] The material in this report is not "soliciting material," is not deemed "filed" with the SEC and is not to be incorporated by reference into any filing of Abaxis under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language contained in any such filing.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth for fiscal 2009, 2008 and 2007, the compensation awarded or paid to, or earned by, Abaxis' Chief Executive Officer, Chief Financial Officer and the three other most highly compensated executive officers at March 31, 2009 (collectively, the "Named Executive Officers").

Name and Principal Position	Fiscal Year	Salary ($)	Bonus ($)	Stock Awards ($)(1)	Option Awards ($)(2)	Non-Equity Incentive Plan Compensation ($)(3)	All Other Compensation ($)(4)	Total ($)
Clinton H. Severson	2009	355,770	—	465,214	—	226,406	9,311(5)	1,056,701
President, Chief Executive Officer and	2008	336,500	—	253,941	1,099	456,000	11,535(5)	1,059,075
Chairman of the Board	2007	323,500	—	101,040	8,603	500,250	13,823(5)	947,216
Alberto R. Santa Ines	2009	197,115	—	129,741	—	129,375	8,949(6)	465,180
Chief Financial Officer and	2008	183,846	—	64,597	879	261,250	10,972(6)	521,544
Vice President of Finance	2007	174,008	—	22,453	8,997	287,500	13,227(6)	506,185
Kenneth P. Aron, Ph.D.	2009	206,730	—	129,741	—	129,375	19,585(7)	485,431
Chief Technology Officer	2008	192,077	—	64,597	879	261,250	20,753(7)	539,556
	2007	184,054	—	22,453	6,882	287,500	22,592(7)	523,481
Vladimir E. Ostoich, Ph.D.	2009	208,654	—	129,741	—	129,375	14,552(8)	482,322
Vice President of Government Affairs	2008	202,077	—	64,597	879	261,250	16,599(8)	545,402
and Vice President of Marketing for the Pacific Rim	2007	194,100	—	22,453	6,882	287,500	17,013(8)	527,948
Martin V. Mulroy	2009	183,077	—	129,741	6,218	139,219	7,896(10)	466,151
Vice President of Veterinary Sales and Marketing for North America(9)								

(1) Awards consist of restricted stock units granted to the Named Executive Officer in the fiscal year specified as well as prior fiscal years. Amounts shown do not reflect whether the Named Executive Officer has actually realized a financial benefit from the awards (such as by vesting in a restricted stock unit award). Amounts listed in this column represent the compensation cost recognized by us for financial statement reporting purposes. These amounts have been calculated in accordance with Statement of Financial Accounting Standards No. 123 (revised 2004), "Share-Based Payment" ("SFAS No. 123(R)"). For a discussion of the assumptions used in determining the fair value of awards of restricted stock units in the above table, see Note 11 of the Notes to Consolidated Financial Statements included in this Annual Report on Form 10-K.

(2) Awards consist of stock options granted to the Named Executive Officer in the fiscal year specified as well as prior fiscal years. Amounts shown do not reflect whether the Named Executive Officer has actually realized a financial benefit from the awards (such as by exercising stock options). Amounts listed in this column represent the compensation cost recognized by us for financial statement reporting purposes. These amounts have been calculated in accordance with SFAS No. 123(R). For a discussion of the assumptions used in determining the fair value of awards of stock options in the above table, see Note 11 of the Notes to Consolidated Financial Statements included in this Annual Report on Form 10-K.

(3) Represents aggregate cash performance bonuses earned during each fiscal year based on achievement of corporate financial performance goals, as described under "Executive Compensation — Compensation Discussion and Analysis" above. These bonuses were paid in four quarterly installments within one month following the end of the applicable quarter upon achieving the established quarterly net sales and quarterly pre-tax income goals for that quarter. Amounts do not include bonuses paid during a fiscal year, with respect to bonuses earned in a prior fiscal year.

(4) Amounts listed are based upon our actual costs expensed in connection with such compensation.

(5) In fiscal 2009, consists of $4,652 in supplemental health plan expenses reimbursed by us, $648 in group life insurance paid by us, $626 in disability insurance premiums paid by us and $3,385 in matching contributions made by us to Mr. Severson's 401(k) account. In fiscal 2008, consists of $4,378 in supplemental health plan expenses reimbursed by us, $780 in group life insurance paid by us, $752 in disability insurance premiums paid by us and $5,625 in matching contributions made by us to Mr. Severson's 401(k) account. In fiscal 2007, consists of $4,366 in supplemental health plan expenses reimbursed by us, $780 in group life insurance paid by

us, $812 in disability insurance premiums paid by us and $7,865 in matching contributions made by us to Mr. Severson's 401(k) account.

(6) In fiscal 2009, consists of $4,652 in supplemental health plan expenses reimbursed by us, $432 in group life insurance paid by us, $480 in disability insurance premiums paid by us and $3,385 in matching contributions made by us to Mr. Santa Ines' 401(k) account. In fiscal 2008, consists of $4,490 in supplemental health plan expenses reimbursed by us, $420 in group life insurance paid by us, $437 in disability insurance premiums paid by us and $5,625 in matching contributions made by us to Mr. Santa Ines' 401(k) account. In fiscal 2007, consists of $4,505 in supplemental health plan expenses reimbursed by us, $420 in group life insurance paid by us, $437 in disability insurance premiums paid by us and $7,865 in matching contributions made by us to Mr. Santa Ines' 401(k) account.

(7) In fiscal 2009, consists of $14,959 in supplemental health plan expenses reimbursed by us, $451 in group life insurance paid by us, $502 in disability insurance premiums paid by us and $3,673 in matching contributions made by us to Mr. Aron's 401(k) account. In fiscal 2008, consists of $14,222 in supplemental health plan expenses reimbursed by us, $444 in group life insurance paid by us, $462 in disability insurance premiums paid by us and $5,625 in matching contributions made by us to Mr. Aron's 401(k) account. In fiscal 2007, consists of $14,186 in supplemental health plan expenses reimbursed by us, $444 in group life insurance paid by us, $462 in disability insurance premiums paid by us and $7,500 in matching contributions made by us to Mr. Aron's 401(k) account.

(8) In fiscal 2009, consists of $10,599 in supplemental health plan expenses reimbursed by us, $451 in group life insurance paid by us, $502 in disability insurance premiums paid by us and $3,000 in matching contributions made by us to Mr. Ostoich's 401(k) account. In fiscal 2008, consists of $10,043 in supplemental health plan expenses reimbursed by us, $444 in group life insurance paid by us, $487 in disability insurance premiums paid by us and $5,625 in matching contributions made by us to Mr. Ostoich's 401(k) account. In fiscal 2007, consists of $10,058 in supplemental health plan expenses reimbursed by us, $468 in group life insurance paid by us, $487 in disability insurance premiums paid by us and $6,000 in matching contributions made by us to Mr. Ostoich's 401(k) account.

(9) Mr. Mulroy was not a Named Executive Officer for fiscal 2008 or 2007.

(10) In fiscal 2009, consists of $4,652 in supplemental health plan expenses reimbursed by us, $400 in group life insurance paid by us, $444 in disability insurance premiums paid by us and $2,400 in matching contributions made by us to Mr. Mulroy's 401(k) account.

Salary and Bonus in Proportion to Total Compensation. The following table sets forth the percentage of base salary and annual cash incentive bonus earned by each Named Executive Officer as a percentage of total compensation for fiscal 2009.

Named Executive Officer	Base Salary As a Percentage of Total Compensation	Annual Cash Incentive Bonus As a Percentage of Total Compensation
Clinton H. Severson	34%	21%
Alberto R. Santa Ines	42%	28%
Kenneth P. Aron, Ph.D.	43%	27%
Vladimir E. Ostoich, Ph.D.	43%	27%
Martin V. Mulroy	39%	30%

CEO Employment Agreement. In August 2005, we entered into an employment agreement with Clinton H. Severson, our President and Chief Executive Officer, which provides Mr. Severson with a severance payment equal to two years of salary, bonus and benefits if his employment with us is terminated for any reason other than cause. Certain severance benefits provided pursuant to the Severance Plan (described above in "Change of Control Agreements") with respect to a change of control supersede those provided pursuant to the employment agreement. None of our other executives have employment agreements with us.

Grants of Plan-Based Awards in Fiscal 2009

The following table sets forth the grants of plan-based awards to our Named Executive Officers during fiscal 2009.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units	Grant Date Fair Value of Stock and Option Awards
		Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)(2)	(#)	($)(3)
Clinton H. Severson	5/5/2008						50,000	—	1,250,000
		131,250	525,000	1,050,000					
Alberto R. Santa Ines	5/5/2008						20,000	—	500,000
		75,000	300,000	600,000					
Kenneth P. Aron, Ph.D.	5/5/2008						20,000	—	500,000
		75,000	300,000	600,000					
Vladimir E. Ostoich, Ph.D.	5/5/2008						20,000	—	500,000
		75,000	300,000	600,000					
Martin V. Mulroy	5/5/2008						20,000	—	500,000
		68,750	275,000	550,000					

(1) Actual cash performance bonuses, which were approved by the Board of Directors upon recommendation by the Compensation Committee based on achievement of corporate financial performance goals for fiscal 2009, were paid in four quarterly installments within one month following the end of the applicable quarter upon achieving the established quarterly net sales and quarterly pre-tax income goals. Actual cash performance bonuses are shown in the "Non-Equity Incentive Plan Compensation" column of the "Summary Compensation Table" above.

(2) Each of the equity-based awards reported in the "Grants of Plan-Based Awards" table was granted under, and is subject to, the terms of our 2005 Equity Incentive Plan. The time-based vesting schedule of restricted stock unit grants during fiscal 2009 are described above in "Restricted Stock Units."

(3) Represents the fair value of the restricted stock unit award on the date of grant, pursuant to SFAS No. 123(R). See Note 11 of the Notes to Consolidated Financial Statements included in this Annual Report on Form 10-K for additional information.

Outstanding Equity Awards at Fiscal Year End 2009

The following table shows, for the fiscal year ended March 31, 2009, certain information regarding outstanding equity awards at fiscal year end for our Named Executive Officers.

	Option Awards				Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable (1)	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)(2)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)(3)
Clinton H. Severson	150,000	—	4.87	4/24/2011				
	10,417	—	3.85	4/22/2013				
	50,000(4)	—	21.65	4/20/2014				
							34,000(5)	586,160
							42,500(5)	732,700
							47,500(6)	818,900
							50,000(7)	862,000
Alberto R. Santa Ines	37,432	—	3.00	7/23/2012				
	25,000	—	3.85	4/22/2013				
	40,000(4)	—	21.65	4/20/2014				
							17,000(5)	293,080
							19,000(6)	327,560
							20,000(7)	344,800
Kenneth P. Aron, Ph.D.	3,109	—	7.5625	2/7/2010				
	50,000	—	6.31	10/31/2010				
	4,500	—	5.47	7/24/2011				
	40,000(4)	—	21.65	4/20/2014				
							17,000(5)	293,080
							19,000(6)	327,560
							20,000(7)	344,800
Vladimir E. Ostoich, Ph.D.	16,000	—	8.125	1/25/2010				
	9,500	—	5.47	7/24/2011				
	40,000	—	3.85	4/22/2013				
	22,000(4)	—	21.65	4/20/2014				
							17,000(5)	293,080
							19,000(6)	327,560
							20,000(7)	344,800
Martin V. Mulroy	437	—	6.0625	1/2/2011				
	2,812	—	4.87	4/24/2011				
	8,000	—	3.85	4/22/2013				
	2,292	—	14.05	1/3/2015				
							17,000(5)	293,080
							19,000(6)	327,560
							20,000(7)	344,800

(1) Options granted to the Named Executive Officers expire ten years after the grant date. All options vest one-fourth on the first anniversary date of grant and vests at a rate of 1/48th for each full month thereafter, except as otherwise noted.

(2) Represents the fair value of our common stock on the grant date of the option.

(3) The value of the equity award is based on the closing price of our common stock of $17.24 on March 31, 2009, as reported on the NASDAQ Global Select Market.

(4) These options were accelerated in full by our Board of Directors and became fully vested on December 5, 2005. However, pursuant to a lock-up and consent agreement entered into with each of our Named Executive Officers, these options may not be exercised prior to the date on which the exercise would have been permitted under the vesting schedule set forth in footnote 1, or earlier upon the Named Executive Officer's last day of employment or a change in control. On April 20, 2008, the restrictions under the lock-up and consent agreements expired and 100% of these shares became exercisable.

(5) The four-year time-based vesting terms of the restricted stock units is as follows, assuming continuous employment: five percent of the shares vest on April 25, 2007; ten percent of the shares vest on April 25, 2008; 15 percent of the shares vest on April 25, 2009; and 70 percent of the shares vest on April 25, 2010. Additionally, these restricted stock unit awards are also subject to accelerated vesting upon achieving the following performance-based milestones:

- upon attainment of certain pre-tax income goals by March 31, 2007, vesting will accelerate to an aggregate of 25% within one year from grant date; by March 31, 2008, vesting will accelerate to an aggregate of 25% within two years from grant date; by March 31, 2009, vesting will accelerate to an aggregate of 30%, within three years of grant date; hence, meeting pre-tax income goals in each of the fiscal years ended March 31, 2007, 2008 and 2009 can result in a cumulative vesting of 80% over three years;
- upon attainment of certain product development objectives prior to June 30, 2007, an additional vesting of 10% would be awarded;
- upon satisfaction of certain regulatory requirements prior to March 31, 2008, an additional vesting of 10% would be awarded; or
- upon attainment of a certain level of operating income per share for any fiscal year during the four-year vesting period, the restricted stock units will accelerate in full.

To date, none of the foregoing performance-based milestones required for acceleration has been achieved. In each case, vesting of the equity award is conditioned upon the Named Executive Officer's continuous employment through the applicable vesting date.

(6) The four-year time-based vesting terms of the restricted stock units is as follows, assuming continuous employment: five percent of the shares vest on April 30, 2008; ten percent of the shares vest on April 30, 2009; 15 percent of the shares vest on April 30, 2010; and 70 percent of the shares vest on April 30, 2011.

(7) The four-year time-based vesting terms of the restricted stock units is as follows, assuming continuous employment: five percent of the shares vest on May 5, 2009; ten percent of the shares vest on May 5, 2010; 15 percent of the shares vest on May 5, 2011; and 70 percent of the shares vest on May 5, 2012.

Option Exercises and Stock Vested in Fiscal 2009

The following table shows all shares of common stock acquired upon exercise of stock options and value realized upon exercise, and all stock awards vested and value realized upon vesting, held by our Named Executive Officers during fiscal 2009.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)(1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)(2)
Clinton H. Severson	70,000	893,394	11,500	287,500
Alberto R. Santa Ines	—	—	3,000	75,000
Kenneth P. Aron, Ph.D.	—	—	3,000	75,000
Vladimir E. Ostoich, Ph.D.	50,000	723,625	3,000	75,000
Martin V. Mulroy	400	5,233	3,000	75,000

(1) The value realized equals the difference between the option exercise price and the fair market value of our common stock on the date of exercise, as reported on the NASDAQ Global Market, multiplied by the number of shares for which the option was exercised.

(2) The value realized on vesting of restricted stock units equals the fair market value of our common stock on the settlement date, multiplied by the number of shares that vested.

Severance and Change in Control Agreements

Employment Agreement

In August 2005, we entered into an employment agreement with Clinton H. Severson, our President and Chief Executive Officer, which provides Mr. Severson with a severance payment equal to two years of salary, bonus and benefits if his employment with us is terminated for any reason other than cause. Certain severance benefits provided pursuant to the Severance Plan (described below in "Executive Change of Control Severance Plan") with respect to a change of control supersede those provided pursuant to the employment agreement. None of our other executives have employment agreements with us.

Executive Change of Control Severance Plan

In July 2006, our Board of Directors, after considering a change of control program analysis from the Compensation Peer Group prepared by Top Five and upon the recommendation of our Compensation Committee, approved and adopted the Abaxis, Inc. Executive Change of Control Severance Plan (the "Severance Plan"). The Severance Plan was adopted by our Board of Directors to reduce the distraction of executives and potential loss of executive talent that could arise from a potential change of control. Participants in the Severance Plan include Abaxis' senior managers who are selected by the Board of Directors. In December 2008, our Board of Directors amended the Severance Plan to ensure its compliance with Section 409A of the Internal Revenue Code of 1986, as amended (the "Code") and designated the following current executive officers as participants in the Severance Plan: Clinton H. Severson, our Chairman, President and Chief Executive Officer; Alberto R. Santa Ines, our Chief Financial Officer and Vice President of Finance; Kenneth P. Aron, Ph.D., our Chief Technology Officer; Vladimir E. Ostoich, Ph.D., our Vice President of Government Affairs and Vice President of Marketing for the Pacific Rim; Donald P. Wood, our Chief Operations Officer; and Martin V. Mulroy, our Vice President of Veterinary Sales and Marketing for North America.

The Severance Plan provides that upon the occurrence of a change of control a participant's outstanding stock option(s) and other unvested equity-based instruments will accelerate in full, and any such stock awards shall become immediately exercisable.

In addition, the Severance Plan provides that, if the participant's employment is terminated by us (or any successor of Abaxis) for any reason other than cause, death, or disability within 18 months following the change of control date and such termination constitutes a separation in service, the participant is eligible to receive severance benefits as follows:

- on the 60th day after the termination date, a lump sum cash payment equal to two times the sum of the participant's annual base salary and the participant's target annual bonus amount for the year in which the change of control occurs;
- payment of up to 24 months of premiums for medical, dental and vision benefits, provided, however, that if the participant becomes eligible to receive comparable benefits under another employer's plan, the Company's benefits shall be secondary to those provided under such other plan;
- reimbursement, on a monthly basis, of up to 24 months of premiums for disability and life insurance benefits if the participant elects to convert his or her disability and/or life insurance benefits under the Company's plans into individual policies following termination; and
- payment of an amount equal to any excise tax imposed under Section 4999 of the Code, provided, however, that payment of such amount is capped at $1,000,000 per participant.

Payment of the foregoing severance benefits is conditioned upon the participant's execution of a valid and effective release of claims against us.

Incentive Plans

Under our 2005 Equity Incentive Plan, (the "2005 Plan"), in the event of a "change in control," as such term is defined by the 2005 Plan, the surviving, continuing, successor or purchasing entity or its parent may, without the consent of any participant, either assume or continue in effect any or all outstanding options and stock appreciation rights or substitute substantially equivalent options or rights for its stock. Any options or stock appreciation rights which are not assumed or continued in connection with a change in control or exercised prior to the change in control will terminate effective as of the time of the change in control. Our Compensation Committee may provide for the acceleration of vesting of any or all outstanding options or stock appreciation rights upon such terms and to such extent as it determines. The 2005 Plan also authorizes our Compensation Committee, in its discretion and without the consent of any participant, to cancel each or any outstanding option or stock appreciation right upon a change in control in exchange for a payment to the participant with respect to each vested share (and each unvested share if so determined by our Compensation Committee) subject to the cancelled award of an amount equal to the excess of the consideration to be paid per share of common stock in the change in control transaction over the exercise price per share under the award. The Compensation Committee, in its discretion, may provide in the event of a change in control for the acceleration of vesting and/or settlement of any stock award, restricted stock unit award, performance share or performance unit, cash-based award or other share-based award held by a participant upon such conditions and to such extent as determined by our Compensation Committee. It is currently anticipated that awards granted to executive officers will accelerate fully on a change of control. The vesting of non-employee director awards granted under the 2005 Plan automatically will accelerate in full upon a change in control.

All outstanding stock options under our 1992 Outside Directors' Stock Option Plan (the "Directors Plan") are fully vested and no additional options will be granted under the Directors Plan. Our Directors Plan provides that, in the event of a transfer of control of the company, the surviving, continuing, successor or purchasing corporation or a parent corporation thereof, as the case may be, shall either assume our rights and obligations under stock option agreements outstanding under our option plans or substitute options for the acquiring corporation's stock for such outstanding options. Any options which are neither assumed by the acquiring corporation, nor exercised as of the date of the transfer of control, shall terminate effective as of the date of the transfer of control.

As described above, certain additional compensation is payable to a Named Executive Officer (i) if his employment was involuntarily terminated without cause, (ii) upon a change in control or (iii) if his employment was terminated involuntarily following a change in control. The amounts shown in the table below assume that such termination was effective as of March 31, 2009, and do not include amounts in which the Named Executive Officer had already vested as of March 31, 2009. The actual compensation to be paid can only be determined at the time of the change in control and/or a Named Executive Officer's termination of employment.

Potential Payments Upon Termination or Change in Control

Executive Benefits and Payments Upon Separation	Involuntary Termination Without Cause(1)	Change In Control (No Termination)	Involuntary Termination Without Cause Following a Change In Control(2)
Clinton H. Severson			
Salary and bonus	$ 1,853,077	—	$ 1,853,077
Vesting of restricted stock units(3)	$ 2,999,760	$ 2,999,760	$ 2,999,760
Health and welfare benefits(4)	$ 11,852	—	$ 11,852
Total	$ 4,864,689	$ 2,999,760	$ 4,864,689
Alberto R. Santa Ines			
Salary and bonus	—	—	$ 1,046,154
Vesting of restricted stock units(3)	—	$ 965,440	$ 965,440
Health and welfare benefits(4)	—	—	$ 11,128
Excise tax reimbursement(5)	—	—	$ 101,339
Total		$ 965,440	$ 2,124,061
Kenneth P. Aron, Ph.D.			
Salary and bonus		—	$ 1,068,462
Vesting of restricted stock units(3)	—	$ 965,440	$ 965,440
Health and welfare benefits(4)	—	—	$ 31,824
Total	—	$ 965,440	$ 2,065,726
Vladimir E. Ostoich, Ph.D.			
Salary and bonus	—	—	$ 1,068,462
Vesting of restricted stock units(3)	—	$ 965,440	$ 965,440
Health and welfare benefits(4)	—	—	$ 23,104
Total	—	$ 965,440	$ 2,057,006
Martin V. Mulroy			
Salary and bonus	—	—	$ 962,692
Vesting of restricted stock units(3)	—	$ 965,440	$ 965,440
Health and welfare benefits(4)	—	—	$ 10,992
Excise tax reimbursement(5)	—	—	$ 189,652
Total	—	$ 965,440	$ 2,128,776

(1) Amounts relate to payments to Mr. Severson equal to two years of salary, bonus and benefits if his employment with us is terminated for any reason other than cause (as defined in Mr. Severson's employment agreement).

(2) Amounts assume that the Named Executive Officer was terminated without cause or due to constructive termination during the 18-month period following a change in control.

(3) The value of the restricted stock unit assumes that the market price per share of our common stock on the date of termination of employment was equal to the closing price of our common stock of $17.24 on March 31, 2009, as reported on the NASDAQ Global Select Market.

(4) Health and welfare benefits includes payment of 24 months of premiums for medical, dental, vision, disability and life insurance benefits.

(5) For purposes of computing the excise tax reimbursement payments, base amount calculations are based on the Named Executive Officer's taxable wages for the fiscal years 2004 through 2009.

DIRECTOR COMPENSATION

Director Compensation Table

The table below summarizes the compensation paid to our non-employee directors for fiscal 2009.

Name(1)	Fees Earned or Paid in Cash ($)	Stock Awards ($)(2)(3)(4)	Option Awards ($)(5)	All Other Compensation ($)	Total ($)
Richard J. Bastiani, Ph.D.	24,000	36,346	—	—	60,346
Henk J. Evenhuis	28,250	36,346	—	—	64,596
Brenton G. A. Hanlon	24,000	36,346	—	—	60,346
Prithipal Singh, Ph.D.	21,250	36,346	—	—	57,596
Ernest S. Tucker, III, M.D.	23,250	36,346	—	—	59,596

(1) Clinton H. Severson, our Chief Executive Officer and Director, is not included in this table as he is an employee of the Company and receives no compensation for his services as a director. The compensation received by Mr. Severson as an employee is shown in the "Summary Compensation Table" above.

(2) Amounts listed in this column represent our accounting expense for these awards, over the requisite service period, in accordance with SFAS No. 123(R). For a discussion of the assumptions used in determining the fair value of awards of restricted stock units in the above table, see Note 11 of the Notes to Consolidated Financial Statements in this Annual Report on Form 10-K. Restricted stock units were granted to non-employee directors starting in fiscal 2007. No stock awards were forfeited by any of our non-employee directors during fiscal 2009.

(3) Each non-employee director listed in the table above was granted an award of 1,500 restricted stock units on May 5, 2008 under our 2005 Plan. The grant date fair value, as determined in accordance with SFAS No. 123(R), of the restricted stock units granted during fiscal 2009 for each of the directors listed in the table above was $37,500.

(4) As of March 31, 2009, each of our non-employee directors held 1,500 shares of unvested restricted stock units.

(5) No options were awarded to our non-employee directors in fiscal 2009, 2008 or 2007. As of March 31, 2009, the non-employee directors held the following number of outstanding options: Dr. Bastiani, 24,000; Mr. Evenhuis, 18,000; Mr. Hanlon, 16,000; Dr. Singh, 22,000; and Dr. Tucker, 13,000 shares.

Cash Compensation Paid to Board Members

During fiscal 2009, all non-employee directors received an annual retainer of $12,000. The non-employee Chairs of our Audit Committee and Compensation Committee received an annual supplement of $5,000 and $2,000, respectively. Our non-employee directors each received $1,250 per board meeting attended and $1,000 per committee meeting attended. We also reimburse our non-employee directors for reasonable travel expenses incurred in connection with attending board and committee meetings. Directors who are employees receive no compensation for their service as directors.

Equity Compensation Paid to Board Members

Non-employee directors are eligible to receive awards under the 2005 Plan, but such awards are discretionary and not automatic. In fiscal 2009, 2008 and 2007, each non-employee director received an annual equity award of 1,500 restricted stock units granted under the 2005 Plan. Each award of restricted stock units represents the right of the participant to receive, without payment of monetary consideration, on the vesting date, a number of shares of common stock equal to the number of units vesting on such date. Subject to the director's continued service with us through the applicable vesting date, each restricted stock unit award will vest in full 12 months after the grant date. Under the terms of the 2005 Plan, the vesting of each non-employee director restricted stock unit award will also be accelerated in full in the event of a "change in control," as defined in the 2005 Plan.

Item 12. ***Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of May 31, 2009 by (i) each of the Named Executive Officers in the Summary Compensation Table; (ii) each of our directors; (iii) all of our executive officers and directors as a group and (iv) six holders of at least five percent of our common stock. The persons named in the table have sole or shared voting and investment power with respect to all shares of common stock shown as beneficially owned by them, subject to community property laws where applicable and to the information contained in the footnotes to this table.

Name and Address of Beneficial Owner	Shares Beneficially Owned	Percent of Abaxis Common Stock Beneficially Owned(1)
Five Percent Holders:		
Brown Capital Management, Inc.(3)	2,371,380	10.8%
Capital World Investors(4)	1,486,800	6.8%
Wasatch Advisors, Inc.(5)	1,448,354	6.6%
Neuberger Berman Inc. and Neuberger Berman, LLC(6)	1,430,245	6.5%
Kayne Anderson Rudnick Investment Management, LLC(7)	1,275,646	5.8%
FMR LLC(8)	1,139,400	5.2%
Executive Officers:(2)		
Clinton H. Severson(9)	672,170	3.0%
Vladimir E. Ostoich, Ph.D.(10)	405,662	1.8%
Alberto R. Santa Ines(11)	126,681	*
Kenneth P. Aron, Ph.D.(12)	110,893	*
Martin V. Mulroy(13)	21,701	*
Outside Directors:(2)		
Richard J. Bastiani, Ph.D.(14)	81,500	*
Brenton G. A. Hanlon(15)	25,400	*
Prithipal Singh, Ph.D.(16)	30,500	*
Ernest S. Tucker, III, M.D.(17)	13,000	*
Henk J. Evenhuis(18)	22,500	*
Executive officers and directors as a group (11 persons)(19)	1,511,226	6.7%

* Less than one percent.

(1) The percentages shown in this column are calculated based on 21,984,832 shares of common stock outstanding on May 31, 2009 and includes shares of common stock that such person or group had the right to acquire on or within 60 days after that date, including, but not limited to, upon the exercise of options.

(2) The business address of the beneficial owners listed is c/o Abaxis, Inc., 3240 Whipple Road, Union City, CA 94587.

(3) Based on information set forth in a Schedule 13G/A filed with the SEC on May 13, 2009 by Brown Capital Management, Inc., reporting sole power to vote and dispose of 1,125,215 and 2,371,380 shares, respectively. The business address for Brown Capital Management, Inc. is 1201 North Calvert Street, Baltimore, MD 21202.

(4) Based on information set forth in a Schedule 13G filed with the SEC on February 13, 2009 by Capital World Investors, reporting sole power to vote and dispose of 1,486,800 shares. The business address for Capital World Investors is 333 South Hope Street, Los Angeles, CA 90071.

(5) Based on information set forth in a Schedule 13G/A filed with the SEC on February 17, 2009 by Wasatch Advisors, Inc., reporting sole power to vote and dispose of 1,448,354 shares. The business address for Wasatch Advisors, Inc. is 150 Social Hall Avenue, Salt Lake City, UT 84111.

(6) Based on information set forth in a Schedule 13G filed with the SEC on February 12, 2009 by both Neuberger Berman Inc. and Neuberger Berman, LLC reporting sole power to vote and dispose of 3,320 and 0 shares, respectively, and shared power to vote and dispose of 1,065,900 and 1,430,245 shares, respectively. The business address for both Neuberger Berman Inc. and Neuberger Berman, LLC is 605 Third Avenue, New York, NY 10158.

(7) Based on information set forth in a Schedule 13G/A filed with the SEC on February 10, 2009 by Kayne Anderson Rudnick Investment Management, LLC, reporting sole power to vote and dispose of 1,275,646 shares. The business address for Kayne Anderson Rudnick Investment Management, LLC is 1800 Avenue of the Stars, 2nd Floor, Los Angeles, CA 90067.

(8) Based on information set forth in a Schedule 13G filed with the SEC on February 17, 2009 by FMR LLC, reporting sole power to vote and dispose of 0 and 1,139,400 shares, respectively. The business address for FMR LLC is 82 Devonshire Street, Boston, MA 02109.

(9) Includes:

- 461,753 shares held by Mr. Severson; and
- 210,417 shares subject to stock options exercisable by Mr. Severson within sixty days of May 31, 2009.

(10) Includes:

- 152,079 shares held by Dr. Ostoich;
- 26,355 shares held by Dr. Ostoich's IRA;
- 22,400 shares held by Mrs. Ostoich's IRA;
- 117,328 shares held by the Vladimir Ostoich and Liliana Ostoich Trust Fund, for the benefit of Dr. Ostoich and his wife; and
- 87,500 shares subject to stock options exercisable by Dr. Ostoich within sixty days of May 31, 2009.

(11) Includes:

- 24,249 shares held by Mr. Santa Ines; and
- 102,432 shares subject to stock options exercisable by Mr. Santa Ines within sixty days of May 31, 2009.

(12) Includes:

- 13,284 shares held by Dr. Aron; and
- 97,609 shares subject to stock options exercisable by Dr. Aron within sixty days of May 31, 2009.

(13) Includes:

- 8,160 shares held by Mr. Mulroy; and
- 13,541 shares subject to stock options exercisable by Mr. Mulroy within sixty days of May 31, 2009.

(14) Includes:

- 57,500 shares held by Dr. Bastiani; and
- 24,000 shares subject to stock options exercisable by Dr. Bastiani within sixty days of May 31, 2009.

(15) Includes:

- 9,400 shares held by Mr. Hanlon; and
- 16,000 shares subject to stock options exercisable by Mr. Hanlon within sixty days of May 31, 2009.

(16) Includes:

- 8,500 shares held by Dr. Singh; and
- 22,000 shares subject to stock options exercisable by Dr. Singh within sixty days of May 31, 2009.

(17) Reflects:

- 13,000 shares subject to stock options exercisable by Dr. Tucker within sixty days of May 31, 2009.

(18) Includes:

- 4,500 shares held by Mr. Evenhuis; and
- 18,000 shares subject to stock options exercisable by Mr. Evenhuis within sixty days of May 31, 2009.

(19) Includes:

- 906,727 shares held by all executive officers and directors as a group; and
- 604,499 shares subject to stock options exercisable by all executive officers and directors as a group within sixty days of May 31, 2009.

Securities Authorized for Issuance Under Equity Compensation Plans

Abaxis has two equity incentive plans under which our equity securities are or have been authorized for issuance to our employees, directors and consultants: (i) the 2005 Equity Incentive Plan (the "2005 Plan"), which amended and restated the 1998 Stock Option Plan, and (ii) the 1992 Outside Directors Stock Option Plan (the "Directors Plan"). Both the 2005 Plan and the Directors Plan have been approved by our shareholders. In June 2002, the time period for granting options under the Directors Plan expired in accordance with the terms of the plan.

From time to time we issue warrants to purchase shares of our common stock to non-employees, such as service providers and purchasers of our preferred stock. As of March 31, 2009, there were no warrants outstanding to purchase shares of common stock.

The following table provides aggregate information as of March 31, 2009 regarding outstanding options, unvested restricted stock units and shares reserved under our equity compensation plans.

Equity Compensation Plan Information

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans(1)
Equity compensation plans approved by our shareholders:			
2005 Equity Incentive Plan(2)	1,499,000	$ 9.03(3)	703,000
1992 Outside Directors' Stock Option Plan	39,000	$ 5.30	—
Equity compensation plans not approved by our shareholders:	—	—	—
Total:	1,538,000	$ 8.86(3)	703,000

(1) The shares are available for award grant purposes under the 2005 Plan and excludes shares listed under the column "Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights."

(2) The 2005 Plan amended and restated the 1998 Stock Option Plan in October 2005. To date, share-based awards granted under the 2005 Plan includes stock options and restricted stock units.

(3) Excludes outstanding and unvested restricted stock unit awards, for which there is no exercise price.

Item 13. ***Certain Relationships and Related Transactions, and Director Independence***

Certain Relationships and Related Transactions

During the fiscal year ended March 31, 2009, there was not, nor is there any currently proposed transaction or series of similar transactions to which Abaxis was or is to be a party in which the amount involved exceeds $120,000

and in which any executive officer, director or holder of more than 5% of any class of voting securities of Abaxis and members of that person's immediate family had or will have a direct or indirect material interest, other than as set forth in the "Summary Compensation Table" above.

Indemnification Agreements

We generally enter into indemnity agreements with our directors and certain of our executive officers. These indemnity agreements require us to indemnify these individuals to the fullest extent permitted by law.

Related-Person Transactions Policy and Procedures

Pursuant to the requirements set forth in the charter of our Audit Committee, our Audit Committee is responsible for reviewing and approving any related-party transactions, after reviewing each such transaction for potential conflicts of interests and other improprieties. We do not have any additional written procedures governing the process for addressing related-person transactions. However, in approving or rejecting proposed transactions, our audit committee generally considers the relevant facts and circumstances available and deemed relevant, including, but not limited to the risks, costs and benefits to us, the terms of the transaction, the availability of other sources for comparable services or products, and, if applicable, the impact on a director's independence.

As required under the NASDAQ listing standards, a majority of the members of a listed company's Board of Directors must qualify as "independent," as affirmatively determined by the Board of Directors. The Board consults with the Company's counsel to ensure that the Board's determinations are consistent with relevant securities and other laws and regulations regarding the definition of "independent," including those set forth in the NASDAQ listing standards, as in effect time to time. Consistent with these considerations, after review of all relevant transactions or relationships between each director, or any of his or her family members, and the Company, its senior management, and its independent registered public accounting firm, the Board has affirmatively determined that the following five directors are independent directors within the meaning of the applicable NASDAQ listing standards: Messrs. Evenhuis and Hanlon and Drs. Bastiani, Singh and Tucker. In making this determination, the Board found that none of the directors had a material or other disqualifying relationship with the Company. Mr. Severson, the Company's Chairman, President and Chief Executive Officer, is not an independent director by virtue of his employment with the Company.

Item 14. ***Principal Accountant Fees and Services***

For the fiscal years ended March 31, 2009 and 2008, our independent registered public accounting firm, Burr, Pilger & Mayer LLP billed the approximate fees set forth below. All fees included below were approved by the Audit Committee.

	Year Ended March 31,	
	2009	2008
Audit Fees(1)	$ 636,000	$ 614,000
Audit-Related Fees(2)	48,000	—
Tax Fees	—	—
All Other Fees	—	—
Total All Fees	$ 684,000	$ 614,000

(1) Audit fees represent fees for professional services provided in connection with the audit of our financial statements and review of our quarterly financial statements, including attestation services related to Section 404 of the Sarbanes-Oxley Act of 2002 and Abaxis' tax deferral savings plan.

(2) Audit-related fees represent fees for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported under "Audit Fees." In fiscal 2009, these services include due diligence services pertaining to potential acquisitions.

Pre-Approval Policies and Procedures

The Audit Committee has adopted a policy for the pre-approval of all audit and non-audit services to be performed for the Company by the independent registered public accounting firm. The Audit Committee has considered the role of Burr, Pilger & Mayer LLP in providing audit and audit-related services to Abaxis and has concluded that such services are compatible with Burr, Pilger & Mayer LLP's role as Abaxis' independent registered public accounting firm.

PART IV

Item 15. ***Exhibits and Financial Statement Schedules***

(a) The following financial statements, schedules and exhibits are filed as part of this report:

1. *Financial Statements* — The Financial Statements required by this item are listed on the Index to Financial Statements in Part II, Item 8 of this report, which is incorporated by reference herein.

2. *Financial Statement Schedules* —

- Schedule II — Valuation and Qualifying Accounts and Reserves
- Other financial statement schedules are not included because they are not required or the information is otherwise shown in the financial statements or notes thereto.

3. *Exhibits* — The exhibits listed on the accompanying Exhibit Index are filed as part of, or are incorporated by reference into, this report.

(b) See Item 15(a)(3) above.

(c) See Item 15(a)(2) above.

Abaxis, Inc.

Schedule II

Valuation and Qualifying Accounts and Reserves
Years ended March 31, 2009, 2008 and 2007

Description	Balance at Beginning of Year	Additions Charged to Expenses	Deductions from Reserves	Balance at End of Year
Year ended March 31, 2009:				
Allowance for Doubtful Accounts	$ 246,000	$ 115,000	$ —	$ 361,000
Reserve for Sales Allowances	26,000	121,000	120,000	27,000
Total Reserve for Doubtful Accounts and Sales Allowances	$ 272,000	$ 236,000	$ 120,000	$ 388,000
Year ended March 31, 2008:				
Allowance for Doubtful Accounts	$ 174,000	$ 114,000	$ 42,000	$ 246,000
Reserve for Sales Allowances	368,000	51,000	393,000	26,000
Total Reserve for Doubtful Accounts and Sales Allowances	$ 542,000	$ 165,000	$ 435,000	$ 272,000
Year ended March 31, 2007:				
Allowance for Doubtful Accounts	$ 109,000	$ 78,000	$ 13,000	$ 174,000
Reserve for Sales Allowances	234,000	849,000	715,000	368,000
Total Reserve for Doubtful Accounts and Sales Allowances	$ 343,000	$ 927,000	$ 728,000	$ 542,000

Exhibit Index

Exhibit No.	Description of Document
3.1	Restated Articles of Incorporation (Filed with the Securities and Exchange Commission as an exhibit with our Annual Report on Form 10-K for the fiscal year ended March 31, 1993 and incorporated herein by reference.)
3.2	By-laws (Filed with the Securities and Exchange Commission in our Registration Statement No. 33-44326 on December 11, 1991 and incorporated herein by reference.)
3.3	Amendment to the By-laws (Filed with the Securities and Exchange Commission as an exhibit with our Current Report on Form 8-K on July 30, 2007 and incorporated herein by reference.)
4.1	Registration Rights Agreement, dated as of March 29, 2002 (Filed with the Securities and Exchange Commission as an exhibit with our Current Report on Form 8-K on May 13, 2002 and incorporated herein by reference.)
4.2	Abaxis, Inc. and Equiserve Trust Company, N.A. as Rights Agent, Rights Agreement, dated as of April 23, 2003 (Filed with the Securities and Exchange Commission as an exhibit with our Current Report on Form 8-K on May 16, 2003 and incorporated herein by reference.)
4.3	Reference is made to Exhibit 3.1, Exhibit 3.2 and Exhibit 3.3.
10.1*	1989 Stock Option Plan, as amended and restated as the 1998 Stock Option Plan (Filed with the Securities and Exchange Commission as an exhibit with our Quarterly Report on Form 10-Q for the quarter ended December 31, 2004 and incorporated herein by reference.)
10.2*	1992 Outside Directors Stock Option Plan and forms of agreement (Filed with the Securities and Exchange Commission as an exhibit with our Def 14A Proxy Statement on August 10, 1992 and incorporated herein by reference.)
10.3+	Licensing agreement between Abaxis, Inc. and Pharmacia Biotech, Inc., dated October 1, 1994 (Filed with the Securities and Exchange Commission as an exhibit with our Quarterly Report on Form 10-Q for the quarter ended September 30, 1994 and incorporated herein by reference.)
10.4	Lease Agreement with Principal Development Investors, LLC, dated June 21, 2000 (Filed with the Securities and Exchange Commission as an exhibit with our Registration Statement on Form S-3 on January 10, 2001 and incorporated herein by reference.)
10.5	Loan and Security Agreement with Comerica Bank California, dated March 13, 2002 (Filed with the Securities and Exchange Commission as an exhibit with our Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 and incorporated herein by reference.)
10.6	First and Second Modification to Loan and Security Agreement with Comerica Bank California, dated March 29, 2002 (Filed with the Securities and Exchange Commission as an exhibit with our Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 and incorporated herein by reference.)
10.7	Loan Revision/Extension Agreement with Comerica Bank California, dated March 29, 2002 (Filed with the Securities and Exchange Commission as an exhibit with our Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 and incorporated herein by reference.)
10.8	Loan Revision/Extension Agreement with Comerica Bank California, dated September 23, 2002 (Filed with the Securities and Exchange Commission as an exhibit with our Quarterly Report on Form 10-Q for the quarter ended September 30, 2002 and incorporated herein by reference.)
10.9+	Letter Setting Forth Additional Terms of Relationship Between Abaxis, Inc. and Pharmacia Biotech, dated as of June 9, 1997 (Filed with the Securities and Exchange Commission as an exhibit with our Quarterly Report on Form 10-Q for the quarter ended September 30, 2002 and incorporated herein by reference.)
10.10+	Private Label Manufacturing and Supply Agreement by and between Diatron Messtechnik GmbH and Abaxis, Inc., dated November 13, 2003 (Filed with the Securities and Exchange Commission as an exhibit with our Annual Report on Form 10-K for the fiscal year ended March 31, 2004 and incorporated herein by reference.)
10.11	Distribution Agreement by and between Scil Animal Care Company GmbH and Abaxis, Inc., dated September 1, 2001 (Filed with the Securities and Exchange Commission as an exhibit with Amendment Number One to our Annual Report on Form 10-K/A for the fiscal year ended March 31, 2002, on December 24, 2002 and incorporated herein by reference.)
10.12	Loan and Security Agreement by and between Abaxis, Inc. and Comerica Bank California, dated as of September 8, 2003 (Filed with the Securities and Exchange Commission as an exhibit with our Quarterly Report on Form 10-Q for the quarter ended September 30, 2003 and incorporated herein by reference.)

Exhibit No.	Description of Document
10.13	First Modification to Business Loan Agreement with Comerica Bank California, dated September 15, 2004 (Filed with the Securities and Exchange Commission as an exhibit with our Quarterly Report on Form 10-Q for the quarter ended September 30, 2004 and incorporated herein by reference.)
10.14*	Employment Agreement with Mr. Clinton H. Severson, dated July 11, 2005 (Filed with the Securities and Exchange Commission as an exhibit with our Quarterly Report on Form 10-Q for the quarter ended June 30, 2005 and incorporated herein by reference.)
10.15*	2005 Equity Incentive Plan, as amended as of October 28, 2008 (Filed with the Securities and Exchange Commission as an exhibit with our Current Report on Form 8-K on November 3, 2008 and incorporated herein by reference.)
10.16*	Abaxis, Inc. Executive Change of Control Severance Plan, as amended as of December 23, 2008 (Filed with the Securities and Exchange Commission as an exhibit with our Quarterly Report on Form 10-Q for the quarter ended December 31, 2008 and incorporated herein by reference.)
10.17+	Amendment, dated September 21, 2006, to the Private Label Manufacturing and Supply Agreement by and between Diatron Messtechnik GmbH and Abaxis, Inc., dated November 13, 2003 (Filed with the Securities and Exchange Commission as an exhibit with our Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 and incorporated herein by reference.)
10.18+	Distribution Agreement by and between Walco International, Inc. (d/b/a DVM Resources) and Abaxis, Inc., dated April 1, 2006 (Filed with the Securities and Exchange Commission as an exhibit with our Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 and incorporated herein by reference.)
10.19*	Fiscal 2010 Base Salary and Target Bonus for the Named Executive Officers (Filed with the Securities and Exchange Commission as an exhibit with our Current Report on Form 8-K on April 28, 2009 and incorporated herein by reference.)
10.20+	Addendum, dated February 28, 2008, to the Private Label Manufacturing and Supply Agreement by and between Diatron Messtechnik GmbH and Abaxis, Inc., dated November 13, 2003 (Filed with the Securities and Exchange Commission as an exhibit with our Annual Report on Form 10-K for the fiscal year ended March 31, 2008 and incorporated herein by reference.)
10.21*	Form of Indemnification Agreement entered into by Abaxis, Inc. with each of its directors and executive officers (Filed with the Securities and Exchange Commission as an exhibit with our Annual Report on Form 10-K for the fiscal year ended March 31, 2008 and incorporated herein by reference.)
10.22++	License Agreement by and between Inverness Medical Switzerland GmbH and Abaxis, Inc., dated January 5, 2009.
21.1	Subsidiaries of the Company.
23.1	Consent of Burr, Pilger & Mayer LLP, Independent Registered Public Accounting Firm
24.1	Power of Attorney. Reference is made to the Signature Page hereto.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1#	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2#	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

\+ Confidential treatment of certain portions of this agreement has been granted by the Securities and Exchange Commission.

++ Confidential treatment of certain portions of this agreement has been requested from the Securities and Exchange Commission.

* Management contract or compensatory plan or arrangement.

\# This certification accompanies the Form 10-K to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Registrant under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-K), irrespective of any general incorporation language contained in such filing.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, on June 12, 2009.

ABAXIS, INC.

By: /s/ Clinton H. Severson
Clinton H. Severson
Chairman of the Board, President and
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENT, that each person whose signature appears below constitutes and appoints Clinton H. Severson and Alberto R. Santa Ines, and each of them, acting individually, as his attorney-in-fact, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Clinton H. Severson Clinton H. Severson	President, Chief Executive Officer and Director (Principal Executive Officer)	June 12, 2009
/s/ Alberto R. Santa Ines Alberto R. Santa Ines	Chief Financial Officer and Vice President of Finance (Principal Financial and Accounting Officer)	June 12, 2009
/s/ Richard J. Bastiani, Ph.D. Richard J. Bastiani, Ph.D.	Director	June 12, 2009
/s/ Henk J. Evenhuis Henk J. Evenhuis	Director	June 12, 2009
/s/ Brenton G. A. Hanlon Brenton G. A. Hanlon	Director	June 12, 2009
/s/ Prithipal Singh, Ph.D. Prithipal Singh, Ph.D.	Director	June 12, 2009
/s/ Ernest S. Tucker III	Director	

EXHIBIT 10.22

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LICENSE AGREEMENT

This LICENSE AGREEMENT dated as of January 5, 2009 (the "Effective Date"), is entered into by and between Inverness Medical Switzerland GmbH, a corporation organized and existing under the laws of Switzerland, with its principal office for the conduct of business located at Bahnhofstrasse 28, CH- 6300 Zug, Switzerland ("Licensor") and Abaxis, Inc,. a California corporation, having its principal office at 3240 Whipple Road, Union City, CA 94587 USA ("Licensee").

WHEREAS, Licensor owns or controls certain Patent Rights (as defined below) pertaining to lateral flow immunoassay devices and methods; and

WHEREAS, subject to the terms and conditions of this License Agreement, Licensee desires and is willing to secure from Licensor, and Licensor desires and is willing to grant to Licensee an exclusive license in the Field (as defined below) and in the Professional Channel (as defined below) in and to the Patent Rights.

NOW, THEREFORE, in consideration of these premises and the mutual covenants, agreements, representations and warranties herein contained, the Parties hereby agree as follows:

1. Certain Defined Terms. The following terms shall have the meanings set forth below:

1.1 "Affiliates" means any individual or entity that directly, or indirectly through one or more intermediaries, controls or is controlled by or is under common control with the individual or entity specified. For purposes of this definition, control of an individual or entity means the power, direct or indirect, to direct or cause the direction of the management and policies of such individual or entity whether by contract or otherwise and, in any event and without limitation of the previous sentence, any individual or entity owning fifty percent (50%) or more of the Voting Stock of a second individual or entity shall be deemed to control that second individual or entity. "Voting Stock" means, with respect to any entity, securities ordinarily (and apart from rights arising under special circumstances) having the right to vote in the election of directors or persons performing similar functions with respect to such entity.

1.2 "Control", "Controls" or "Controlled by" means, with respect to any item of or right under any Patent, the possession of (whether by ownership or license), or the ability of Licensor and/or its respective Affiliates to grant access to, or a license or sublicense of such item or right as provided for herein without violating the terms of any agreement or other arrangement with any Third Party existing at the time Licensor would be required hereunder to grant such access, right or (sub)license.

1.3 "Effective Date" shall have the meaning set forth in the Introductory Paragraph.

1.4 "Excluded Field" means the detection of microbial food pathogens to assess the safety of food for human consumption.

1.5 "Field" means the detection of diseases, physiologic conditions, and substances in non-human animals and products obtained from non-human animals, excluding the Excluded Field.

1.6 "Improved Product" shall have the meaning set forth in Section 17.6.

1.7 "Lateral Flow Patent Rights" means Patents that (i) exist as of the Effective Date, (ii) are Controlled by Licensor as of the Effective Date, and (iii) claim or cover a diagnostic test for at least one analyte and which test comprises a detectable entity and when wetted provides for liquid flow under capillary action.

1.8 "Laws" means all laws, statutes, rules, regulations, ordinances and other pronouncements having the effect of law of any federal, national, multinational, state, provincial, county, city or other political subdivision, domestic or foreign.

1.9 "License Agreement" means this License Agreement, including all exhibits and attachments hereto.

1.10 "Licensed Company" shall have the meaning set forth in Section 3.2(b).

1.11 "Licensed Product" means any product, branded under only one or more brands Controlled by Licensee or its Affiliates, the making, having made (on Licensee's behalf), using, selling, offering for sale or importing of which by or on behalf of Licensee would, but for the license granted to Licensee pursuant to this License Agreement infringe a Valid Claim of a Patent included in the Patent Rights in the country in which any such product is so made, used, sold, offered for sale or imported by Licensee or on Licensee's behalf.

1.12 "Licensee" shall have the meaning set forth in the Introductory Paragraph.

1.13 "Licensor Competitor" shall have the meaning set forth in Section 17.6.

1.14 "Licensor Indemnitees" shall have the meaning set forth in Section 14.1.

1.15 "Licensor" shall have the meaning set forth in the Introductory Paragraph.

1.16 "Minimum Annual Royalty" shall have the meaning set forth in Section 3.5(a).

1.17 "Net Sales" means the gross amounts invoiced or billed, and all other amounts (including as a result of any agreement or arrangement with any Third Party and whether in cash or non-cash consideration) received by Licensee with respect to sales by or on behalf of Licensee of Licensed Product to unaffiliated Third Parties less the sum of actual amounts for the following items: any outbound transportation, insurance and other shipping and handling costs paid or allowed; trade, quantity and discounts in amounts customary in the trade; allowances and credits to purchasers for damaged and returned product, including allowances and credits because of returns or rejections; excise, duty, sales or similar taxes; allowances for promotional and demonstration units permitted under Section 3.4; and [*]. "Net Sales" shall be measured on a country-by-country basis, when a Licensed Product is first sold or otherwise transferred for value by or on behalf of Licensee, or first used or leased in such country.

1.18 "Party" means Licensee or Licensor, individually, and "Parties" means Licensee and Licensor, collectively.

1.19 "Patent Challenge" shall have the meaning set forth in Section 2.7.

1.20 "Patent Rights" means the Patents listed on Schedule A attached hereto.

1.21 "Patents" means (a) patents and patent applications, (b) substitutions, divisionals, continuations, continuations-in-part, reissues, provisional applications, registrations, confirmations, reexaminations and renewals of any such patents and patent applications, and (c)

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any foreign equivalents of the foregoing.

1.22 "Pre-Existing Licenses" shall have the meaning set forth in Section 2.5.

1.23 "Professional Channel" means sales or distribution channels where products or systems are designed or intended for, or marketed to, (a) professional providers of non-human animal health-care, including veterinary health-care, and professional non-human animal health-care centers, (b) other Third Party professionals trained to administer and/or analyze diagnostic tests on non-human animals, and (c) diagnostic laboratories. Notwithstanding anything to the contrary in this License Agreement, "Professional Channel" does not include sales or distribution channels where products or systems are primarily intended for or marketed to an end-user consumer for private use, including self-care, at-home care, and minute clinic channels.

1.24 "Representatives" shall have the meaning set forth in Section 12.1.

1.25 "Royalties" shall have the meaning set forth in Section 3.2(a).

1.26 "Third Party" means any person or entity other than Licensee, Licensor and their respective Affiliates.

1.27 "Valid Claim" means any unexpired issued claim or pending claim prosecuted in good faith of any Patent Right which has not lapsed, become abandoned or been held revoked, invalid, or unenforceable by a decision of a court or administrative or government authority or agency of competent jurisdiction from which no appeal can be or has been taken within the time allowed for such appeal, and which has not been admitted to be invalid or unenforceable through reissue, disclaimer or otherwise.

2. License Rights.

2.1 Patent Rights. Subject to the terms and conditions set forth in this License Agreement, Licensor hereby grants to Licensee, and Licensee hereby accepts, a worldwide, exclusive (subject to limitation in Section 2.3), royalty-bearing, non-transferable (except as expressly set forth in Section 17.6) and non-sublicenseable right and license under Licensor's rights in and to the Patents included in the Patent Rights, in the Field only, to make, have made for Licensee (including by contract manufacturers for Licensee), use, sell, offer for sale and import Licensed Products in the Professional Channel, and the right to practice the methods claimed in such Patent Rights in connection with such Licensed Products. Licensee may exercise its rights under this Section 2.1 directly or through distribution channels on its behalf.

2.2 Sublicensing; Additional Licenses.

(a) No Sublicensing. Licensee shall not sublicense, directly or indirectly, the rights granted to Licensee under Section 2.1. The Parties agree that any potential sublicensee opportunity with respect to rights under this License Agreement shall be addressed pursuant to Section 2.2(b).

(b) Additional License Opportunities. In the event that either Party identifies a possible opportunity to grant licenses to Third Parties under the Patent Rights in the Field and in the Professional Channel, the other Party shall cooperate with such Party in connection with such opportunity. [*]

2.3 Exclusivity. The license rights granted to Licensee under Section 2.1 are exclusive in the Field and in the Professional Channel as to (a) all persons and entities other than

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Licensor and Third Parties to whom Licensor or any of its licensors or their predecessors has granted licenses as of the October 10, 2008 under the Patent Rights that may be exploited in the Field, including the Third Parties identified or contemplated under Section 2.5 below; and (b) any subsequent licensee agreed upon by the Parties pursuant to Section 2.2(b). Notwithstanding anything to the contrary in this License Agreement, the grant of rights by Licensor under this License Agreement shall be subject and limited in all respects by the terms of the applicable Third Party agreements and arrangements pursuant to which Licensor acquired any Patent Rights, and all rights or sublicenses granted under this License Agreement shall be limited to the extent that Licensor may grant such rights and sublicenses under the Patent Rights.

2.4 Licensor Out-Licensing Restrictions. During the term of this License Agreement Licensor shall not, except with the written consent of Licensee, (i) enter into any new agreements with a Third Party pursuant to which Licensor grants such Third Party new license rights under any Lateral Flow Patent Rights in the Field and in the Professional Channel except in accordance with Section 2.2(b), or (ii) notwithstanding any rights to the contrary under any Pre-Existing License, amend any Pre-Existing License in a manner that extends or expands the license rights of such Third Party under any Lateral Flow Patent Rights in the Field and in the Professional Channel if such extension or expansion would materially adversely affect Licensee's rights under this License Agreement.

2.5 Pre-Existing Licenses.

(a) The grant of rights by Licensor under this License Agreement shall be subject to and limited in all respects by the terms and conditions of the applicable agreements existing as of the Effective Date pursuant to which Licensor has control of any Patent Rights, and all rights or sublicenses granted under this License Agreement shall be limited to the extent that Licensor may grant such rights and sublicenses under the terms and conditions of the applicable agreements existing as of the Effective Date pursuant to which Licensor has granted any right or license to a Third Party under the Patent Rights (collectively, the "Pre-Existing Licenses").

(b) [*]

(c) [*]

2.6 Restrictions. Licensee shall not knowingly (i.e., knew or should have known) sell, transfer or otherwise provide, directly or indirectly, the Licensed Products for use or sale outside of the Field and/or outside of the Professional Channel. In connection with any Licensee transaction or agreement relating to any Licensed Product with a Third Party, Licensee shall restrict (through contracts and/or purchase orders, marketing literature, shipping documents, or similar documents used when a supply, distribution or similar agreement is not in place) such Third Party and require similar restrictions throughout the supply chain, from shipping or selling Licensed Products outside of the Field and/or outside of the Professional Channel. Licensee shall use commercially reasonable efforts to enforce such restrictions, including by (i) promptly suspending shipments of the Licensed Products to a Third Party if the Licensed Products are being sold or used by such Third Party outside the Field and/or outside of the Professional Channel, (ii) notifying such Third Party in writing of such alleged violation, (iii) conducting an investigation of such violation as reasonably appropriate under the circumstances, (iv) following

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completion of such investigation, terminating any agreement with such Third Party following the investigation of which revealed that such Third Party failed to comply with such restrictions, and (v) pursuing a damage claim (or authorizing Licensor to pursue such damage claim on its behalf) against any such Third Party that failed to comply with its restrictions in accordance with this Section 2.6. In any written agreement of Licensee with a Third Party with respect to a Licensed Product to which Licensor is not a party, Licensee shall require that such Third Party agrees that Licensor shall be treated as an intended third party beneficiary for purposes of enforcing under such agreement the restrictions described in this Section 2.6.

2.7 Licensee No-Challenge Covenant. In the event that Licensee or any of its Affiliates institutes or prosecutes itself or through a Third Patty (other than to defend any Patent licensed to Licensee under Section 2.1), or substantially supports a Third Party in instituting or prosecuting, before any administrative or regulatory body, including the U.S. Patent and Trademark Office or its foreign counterparts, any claim, demand, action or cause of action for declaratory relief, damages or any other remedy or for an enjoinment, injunction or any other equitable remedy, including any interference, re-examination, opposition or any similar proceeding, alleging that any claim in a Patent included in the Lateral Flow Patent Rights is invalid, unenforceable or otherwise not patentable (a "Patent Challenge"), Licensor shall have the right to terminate this License Agreement upon thirty (30) day prior written notice, if not cured within such 30-day period. For clarity, the term "substantially supports" as used in this Section 2.7 shall not include cooperation required to be provided pursuant to any order, subpoena or other response to any action undertaken by an administrative or regulatory body.

2.8 Reservation of Rights. Licensor hereby reserves and retains all right, title and interest in and to the Patent Rights and all other rights not expressly granted hereunder and any and all remedies herein expressly conferred upon a Party will be deemed cumulative with, and not exclusive of, any other remedy conferred hereby, or by law or equity upon such Party, and the exercise by a Party of any one remedy will not preclude the exercise of any other remedy available under this License Agreement or otherwise.

2.9 Covenant not to Sue. Licensor hereby agrees that it will not (nor will Licensor grant any rights to a Third Party to) threaten, make a claim or undertake any action against Licensee, Licensee's distributors or customers with respect to Licensee's making, having made, using, selling, offering for sale or importing of Licensed Products in the Field and in the Professional Channel in accordance with this License Agreement during the term of this License Agreement. The obligations of Licensor under this Section 2.9 shall only apply with respect to any Valid Claims of Patents Controlled by Licensor as of the Effective Date solely to the extent that such Valid Claims claim or cover subject matter or a method that is necessary for Licensee to make, have made, use, sell, offer for sale or import Licensed Products in the Field and in the Professional Channel in accordance with the terms and conditions of this License Agreement. Notwithstanding anything to the contrary in this License Agreement, the foregoing shall have no force or effect with respect to any product manufactured, offered for sale, sold, transferred, or otherwise used, directly or indirectly, outside of the Field and/or outside of the Professional Channel.

3. License Fee and Royalties.

3.1 License Fee. In partial consideration of the rights granted to Licensee under this

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Licensee Agreement, Licensee shall pay to Licensor a license fee in the amount of Five Million Dollars ($5,000,000). Such license fee payment is due on the Effective Date and payable within two business days following the Effective Date. In addition, such license fee payment is nonrefundable and is not creditable against any other payments due to Licensor under this License Agreement.

3.2 Earned Royalties.

(a) In partial consideration of the rights granted to Licensee under this License Agreement, Licensee shall pay to Licensor a royalty of [*] of Net Sales of Licensed Products made by or on behalf of Licensee ("Royalties"). Royalties shall be paid on a Licensed Product by Licensed Product and country by country basis from the first commercial sale of each Licensed Product in a country until expiration of the last to expire of any issued Patent within the Patent Rights covering such Licensed Product or its manufacture or use in such country.

(b) In the event that a Third Party that has a royalty-bearing license to or under any of the Patent Rights (a "Licensed Company") (i) is acquired by Licensee or (ii) sells components to Licensee for integration by Licensee into a Licensed Product, the royalty that would otherwise be payable to Licensor with respect to Licensed Company's or Licensee's use of the Patent Rights in connection with the Licensed Products shall be included in (that is, not be in addition to) the [*] Royalties payable to Licensor by Licensee in connection with Net Sales of such Licensed Product.

3.3 Royalties shall not be due on sales or transfers of any Licensed Product manufactured by Licensor on behalf of Licensee as contemplated under Section 5.

3.4 Licensee may provide reasonable quantities of Licensed Products to Third Parties solely for promotional or demonstration purposes without charge, which Licensed Products shall not be deemed to be included in the calculation of Net Sales.

3.5 Minimum Royalties.

(a) For each completed calendar year during the term of this License Agreement, Licensee shall pay Licensor the following minimum royalty payments ("Annual Minimum Royalty"):

Calendar Year	Minimum Royalty
2009	0
2010	$ 500,000
2011	$ 750,000
2012 and beyond	$1,000,000

(b) If the actual Royalties to Licensor in any calendar year are less than the Annual Minimum Royalty payment required for the specified year, Licensee may pay Licensor the difference between the actual Royalties during the applicable calendar year and the Annual Minimum Royalty payment in full satisfaction of its obligations under this Section 3.5 within sixty (60) days after the end of the applicable calendar year.

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(c) If in any calendar year Licensee fails to make the Annual Minimum Royalty payment and does not cure such failure within fifteen days (15) after written notice by Licensor, Licensor may, in its sole discretion, immediately upon written notice to Licensee, terminate this License Agreement or convert the exclusive license into a non-exclusive license, at which point there shall be no restrictions on Licensor's ability to exploit or grant licenses under the Patent Rights, including Licensor's right to grant additional licenses to Third Parties under the Patent Rights in the Field and in the Professional Channel. Waiver of any Annual Minimum Royalty payment by Licensor is not a waiver of any subsequent Annual Minimum Royalty payment.

(d) Net Sales attributable to Licensed Products manufactured by Licensor on behalf of Licensee as contemplated under Section 5 shall be credited against the applicable Annual Minimum Royalty (as if earned Royalties had been paid on sales of such Licensed Products).

3.6 Payments. Royalties shall be paid by Licensee within sixty (60) days after the end of each calendar quarter in which the applicable Net Sales are received by Licensee. Royalties payable to Licensor by Licensee shall be computed and paid in U.S. dollars by wire transfer. For purposes of determining the amount of Royalties due, the amount of Net Sales in any foreign currency shall be computed by converting such amount into U.S. dollars at a rate equal to the prevailing commercial rate of exchange for purchasing dollars with such foreign currency as published in the Wall Street Journal for the close of the last business day of the calendar quarter for which the relevant Royalty payment is to be made by Licensee. Payments shall be without deduction of exchange, collection, or other foreign currency translation charges. Any past due amounts under this License Agreement will be subject to an automatic late fee of $1^{1}/_{2}$% per month or the highest rate allowed by law, whichever is less.

3.7 Taxes. If a law or regulation of any country requires withholding of taxes of any type, levies or other similar charges with respect to any amounts payable hereunder, Licensee shall promptly pay such tax, levy or other charge to the appropriate government authority and furnish Licensor with documentation of such payment. Licensee shall be entitled to deduct such tax, levy or charge actually paid from the payment due to Licensor. Licensee agrees to assist Licensor in claiming exemption from such deduction or withholding.

3.8 Reports. Licensee further shall deliver written reports to Licensor relating to the Net Sales of each Licensed Product on a calendar quarter basis, with each report setting forth (a) the quantity and dollar value of Licensed Products sold during the immediately prior calendar quarter by country in which such Licensed Product was sold, (b) the Net Sales of each Licensed Product by Licensee in each country and (c) a calculation of the amount of Royalty due. Such reports shall be provided to Licensor no later than sixty (60) days following the end of the corresponding calendar quarter.

4. Records and Audit. Licensee shall keep complete and accurate records of sales by or on behalf of Licensee of each Licensed Product in sufficient detail to allow the accruing Royalties to be determined accurately for a period of not less than three (3) years. Licensor shall have the right to appoint at its expense an independent certified public accountant reasonably acceptable to Licensee to inspect the relevant records of Licensee to verify such report or statement, including historical payments for a period of up to three (3) years from the date of notice of inspection. Upon Licensee's written request, Licensee shall permit such independent certified public accountant who has entered into a reasonably acceptable confidentiality agreement and, if necessary, Licensor's technical personnel, to examine records, materials, and manufacturing

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processes of Licensee, during regular business hours and no more frequently than one time per calendar year, at Licensee's applicable facility, to verify the accuracy of the reports and payments by Licensee. Licensor agrees to hold in confidence and not use for any purpose all information concerning Royalty payments and reports, and all information learned in the course of any audit or inspection, except to the extent necessary for Licensor to reveal such information in order to enforce its rights under this License Agreement or if disclosure is required by law.

5. Manufacturing and Development.

5.1 [*]

5.2 [*]

(a) [*]

(b) [*]

6. Patent Marking. Licensee shall mark or cause to be marked all Licensed Products with the number of each issued Patent under the Patent Rights that applies to such Licensed Product in a manner to provide sufficient notice under 35 U.S.C. § 287(a) and other applicable law. In the event that a Licensed Product cannot be marked itself, the patent notice shall be placed on associated tags, labels, packaging, or accompanying documentation, either electronic or paper, as appropriate to provide sufficient notice under 35 U.S.C. § 287(a) and other applicable law.

7. Compliance with Laws. Licensee shall comply with all applicable Laws in connection with the research, development, manufacture, use, sale, import and/or export of Licensed Products, its use of the Patent Rights, and its performance of this License Agreement.

8. Prosecution and Maintenance. Licensor has the sole right to file, prosecute and maintain with the U.S. Patent and Trademark Office, the U.S. Copyright Office or any similar office or agency, at its sole expense, the Patent Rights, in its own name and in countries designated by it at its sole discretion. Licensor shall keep Licensee regularly informed regarding status of material issues (including copies of relevant correspondence and filings) pertaining to the prosecution and maintenance of the Patent Rights in the Field.

9. Enforcement and Defense.

9.1 Infringement by Third Party.

(a) Notice of Third Party Infringement. Each Party shall promptly notify the other Party in writing of any Third Party infringement of the Patent Rights occurring in the Field and in the Professional Channel.

(b) Licensee's Rights.

(i) Licensee shall have the first option, but not the obligation, under its own control and at its own expense, to prosecute any Third Party infringement of the Patent Rights if such infringement is occurring solely in the Field and in the Professional Channel or to defend the Patent Rights in any action (other than interferences, oppositions, reissue proceedings and re-examinations with respect thereto) brought by a Third Party against Licensee which alleges invalidity, unenforceability, or non-infringement of the Patent Rights if such action is solely in the Field and in the Professional Channel.

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(ii) If Licensor fails to exercise its rights under Section 9.1(c)(i) below with respect to a specific claim of infringement or action [*], then Licensee shall have the right, but not the obligation, under its own control and at its own expense, to prosecute such Third Party infringement of the Patent Rights or to defend the Patent Rights in such action (other than interferences, oppositions, reissue proceedings and re-examinations with respect thereto) [*] against Licensee which alleges invalidity, unenforceability, or non-infringement of the Patent Rights in the Field and in the Professional Channel.

(iii) If Licensor fails to exercise its rights under Section 9.1(c)(i) below with respect to a specific claim of infringement or action [*], Licensor may elect to allow Licensee to prosecute such Third Party infringement of the Patent Rights or defend any such action. In such case, Licensor shall give written notice to Licensee of such election as soon as practicable, but in no case later than reasonably necessary for Licensee to meet any applicable deadline for such enforcement or action, and Licensee shall have the right in its sole discretion to bring suit or defend such action on its own behalf, at its own expense.

(c) Licensor's Rights.

(i) With respect to any Third Party infringement of the Patent Rights that is occurring in the Field and in the Professional Channel as well as in the Excluded Field or outside of the scope of the exclusive rights granted to Licensee hereunder, Licensor shall have the first option, but not the obligation, under its own control and at its own expense, to bring suit or defend such action on its own behalf, at its own expense.

(ii) If Licensee fails to exercise its rights under Section 9.1(b) above with respect to a specific claim of infringement or action, then Licensee shall give notice to Licensor as soon as practicable, but in no case later than reasonably necessary for Licensor to meet any applicable deadline for such enforcement or action, and Licensor shall have the right in its sole discretion to bring suit or defend such action on its own behalf, at its own expense. In addition, and except for the limited rights granted to Licensee under Section 9.1(b) above, Licensor shall have sole control at its sole expense over any and all prosecution of any Third Party infringement of the Patent Rights and any defense of the Patent Rights in any action brought by a Third Party which alleges invalidity, unenforceability, or non-infringement of the Patent Rights.

9.2 Infringement of Third Party Rights.

(a) Notice of Infringement. Licensee shall promptly notify Licensor in writing if the manufacture, sale, offer for sale, use or importation of any Licensed Product that practices the Patent Rights results in any claim, suit or proceeding filed by a Third Party alleging patent infringement.

(b) Right to Defend. If a claim (including any counterclaim) is brought against a Party with respect to a Licensed Product that practices the Patent Rights and such Party desires to assert any Patent Rights as a defense to such claim then that Party shall have the right to defend and control the defense of any such claim, suit or proceeding which relates to the Patent Rights, at its own expense.

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9.3 Process and Cooperation.

(a) Process. In the event that Licensee desires to exercise its rights under Sections 9.1(b) or 9.2(b), Licensee shall, at its own expense, first provide Licensor with a written summary of its prima facie case, any proposed legal and factual arguments and any additional documents and materials requested by Licensor and its counsel to enable Licensor and its counsel to evaluate the potential legal and business risks to the Patent Rights that could result from such suit or action. Licensor and its counsel shall, at its own expense, review the materials provided under this Section 9.3(a) to determine whether Licensee's proposed suit or defense of the applicable action raises substantial potential legal and business risks to the Patent Rights, including, without limitation, potential challenges to the validity of any Patent Rights and/or claim construction that may impact Licensor's exercise of its rights under the Patent Rights. Within thirty (30) days following delivery of the materials and documents by Licensee pursuant to this Section 9.3(a), Licensor shall notify Licensee whether, based on advice of Licensor's counsel, Licensor elects to proceed with such proposed suit or defense of the applicable action.

(b) Cooperation. The non-enforcing Party shall reasonably assist the enforcing Party in any action or proceeding being defended or prosecuted under Article 9 if so requested, and shall join such action or proceeding if reasonably requested by the enforcing Party or required by applicable law or, if the enforcing Party is unable to legally become a party to such action, shall join or commence such action and act on behalf, and at the direction of, the enforcing Party. In addition, the non-enforcing Party shall have the right to participate in any such action or proceeding with its own counsel at its own expense and without reimbursement.

(c) Control. With respect to any suit or action contemplated under Sections 9.1(b) or 9.2(b), Licensor shall have the right to control the prosecution or defense of such suit or action at any time, at its own expense, in the event that such action raises potential substantial legal and business risks to the Patent Rights, including, without limitation, potential challenges to the validity of any Patent Rights and/or claim construction that may impact Licensor's exercise of its rights under the Patent Rights.

9.4 Settlements. The enforcing Party may enter into any settlement, including granting of a sublicense under the Patent Rights in the Field and in the Professional Channel, consent judgment, or other voluntary final disposition of any infringement or declaratory judgment action hereunder, provided that the terms and conditions of any such settlement and sublicense, including the sharing of any settlement proceeds (after the reimbursement to the enforcing Party of all of its costs and expenses in bringing such action) pertaining to infringement in the Field, are agreed to in writing by the Parties, provided, further, that Licensee shall not enter into any agreement or settlement which admits or concedes that any aspect of the Patent Rights is invalid or unenforceable without the prior written consent of Licensor. In addition, no settlements, consent judgments, or other voluntary final dispositions of a dispute adversely affecting the rights or obligations of a Party under this License Agreement, shall be entered into in connection with any dispute, claim or proceeding described in this Article 9 without the prior written consent of the adversely affected Party, such consent not to be unreasonably withheld. Notwithstanding the foregoing to the contrary, Licensor shall have the right to settle any suit or action contemplated under Sections 9.1(b) or 9.2(b) if at any point such suit or action raises potential substantial legal and business risks regarding potential challenges

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to the validity of any Patent Rights and/or claim construction that may impact Licensor's exercise of its rights under the Patent Rights.

9.5 Recovery. Unless otherwise agreed to in writing by the Parties, any recovery obtained by either or both Licensee and Licensor in connection with or as a result of any action under the Patent Rights in the Field and in the Professional Channel contemplated by Sections 9.1(b), 9.1(c)(i), 9.2(b), whether by settlement or otherwise, shall be shared in order as follows: (i) the Party that prosecuted or defended the action shall recoup all of its costs and expenses incurred in connection with such action; and (ii) the amount of any recovery remaining shall then be allocated on a [*] basis.

10. Representations and Warranties.

10.1 Licensor. Licensor hereby represents and warrants to Licensee that as of the Effective Date:

(a) All corporate action on the part of Licensor and on the part of each of its officers and directors necessary for the authorization, execution and delivery of this License Agreement and the performance of its obligations hereunder has been taken.

(b) This License Agreement is the legal, valid and binding obligation of Licensor, enforceable against it in accordance with its terms.

(c) Licensor has the rights to grant to Licensee the license rights set forth in Section 2.1.

(d) Except as disclosed on Schedule B, Licensor is not aware of any rights or licenses granted to a Third Party by Licensor in the Field and in the Professional Channel that would conflict with or have an adverse effect on Licensee's exercise of the license rights granted to Licensee under Section 2.1.

(e) No claim is pending, or to the best knowledge of Licensor, has been threatened in writing against Licensor or its Affiliates challenging Licensor's right of use or ownership of the Patent Rights in the Field in the Professional Channel or to grant the licenses to the Patent Rights in the Field in the Professional Channel pursuant to this Agreement.

Notwithstanding anything to the contrary in this License Agreement, Licensor makes no representation or warranty with respect to any product manufactured, offered for sale, sold, transferred, or otherwise used, directly or indirectly, outside of the Field and/or outside of the Professional Channel.

10.2 Licensee. Licensee hereby represents and warrants to Licensor that as of the Effective Date:

(a) All corporate action on the part of Licensee and on the part of each of its officers and directors necessary for the authorization, execution and delivery of this License Agreement and the performance of its obligations hereunder has been taken.

(b) This License Agreement is the legal, valid and binding obligation of Licensee, enforceable against it in accordance with its terms.

10.3 Disclaimers.

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(a) Except ax expressly provided in Section 10.1(a), Licensor makes no representation or warranty regarding the sufficiency of the Patent Rights to support the operation of Licensee's business, or the making, using, selling, or importation of any product by Licensee. Further, Licensor hereby assumes any and all liability in respect of any infringement of Patents or other rights of any Third Party in connection with Licensee's operation under the Patent Rights.

(b) IT IS FURTHER UNDERSTOOD BY THE PARTIES THAT THE PATENT RIGHTS AND ANY LICENSES GRANTED BY LICENSOR TO LICENSEE ARE PROVIDED UNDER THIS LICENSE AGREEMENT "AS IS" AND MAY CONTAIN DEFICIENCIES AND THAT, EXCEPT FOR THE REPRESENTATIONS AND WARRANTIES INCLUDED IN SECTION 10.1, LICENSOR MAKES NO REPRESENTATIONS OR WARRANTIES UNDER THIS LICENSE AGREEMENT AND DISCLAIMS ALL IMPLIED REPRESENTATIONS AND WARRANTIES, INCLUDING ANY IMPLIED WARRANTIES OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, TITLE AND NONINFRINGEMENT.

11. Term & Termination.

11.1 Term. This License Agreement commences on the Effective Date and remains in effect on a country by country basis until the expiration of the last issued Patent within the Patent Rights in such country, unless earlier terminated in accordance with the provisions of this License Agreement. Upon the expiration of the License Agreement, Licensee shall have no obligation to pay Royalties or make payments on sales of Licensed Products after such expiration.

11.2 Termination for Default. If either Party commits a material breach of its obligations under this License Agreement and fails to cure that breach within sixty (60) days, or in the case on nonpayment of amounts due, within three (3) business days, after receiving written notice of the breach, the other Party may terminate this License Agreement immediately upon written notice to the Party in breach.

11.3 Termination for Convenience. Licensee shall have the right to terminate this License Agreement upon thirty (30) days notice to Licensor [*].

11.4 Effect of Termination. Termination or expiration of this License Agreement shall not relieve either Party of any obligations that incurred or accrued prior to such termination or expiration, including as a result of breach. In addition, the following provisions survive the expiration or termination of this License Agreement: 2.6 (with respect to Licensed Products sold during the term of this License Agreement), 2.8, 2.9, 3, 4, (with respect to actions brought during the term of this License Agreement 9.3(b), 9.4 and 9.5), 11.1, 11.4, 12, 13, 14, 15, 16 and 17.

12. Confidentiality; Publications; Publicity.

12.1 Terms of License Agreement. Neither Party will disclose the financial terms of this License Agreement to any other Third Party without the prior written consent of the other Party, except that either Party may disclose the terms of this License Agreement to its employees, consultants, existing and potential investors, potential distributors, acquirers and lenders, the professional and legal advisers of any of the foregoing and its professional and legal advisers (collectively, "Representatives"), which Representatives have a "need-to-know" for the

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purposes of exercising such Party's rights or performing such Party's obligations under this License Agreement or evaluating, negotiating or documenting a contemplated investment, loan or acquisition; provided, however, that each such Representative is bound by a written agreement (or in the case of attorneys or other professional advisors, ethical duties) requiring such Representative to treat, hold and maintain the terms of this License Agreement as confidential information.

12.2 Publicity Restrictions. Except for the mutually agreed press release attached hereto as Schedule C, Licensee may not use the name of Licensor, its Affiliates, or any adaptation of their names, in any promotional material or other public announcement or disclosure without the prior written consent of Licensor. The foregoing notwithstanding, Licensee may disclose that information without the consent of Licensor in any prospectus, offering memorandum, or other document or filing required by applicable securities Laws or other applicable Law, provided that Licensee provides Licensor at least ten (10) days prior written notice of the proposed text for the purpose of giving Licensor the opportunity to comment on the text.

13. Limitations. THE PARTIES HERETO AGREE THAT, NOTWITHSTANDING ANY OTHER PROVISION IN THIS LICENSE AGREEMENT, EXCEPT FOR LIABILITY ARISING FROM (I) A PARTY'S INDEMNIFICATION OBLIGATIONS UNDER THIS LICENSE AGREEMENT, (II) EITHER PARTY'S VIOLATION OF THE OTHER PARTY'S INTELLECTUAL PROPERTY RIGHTS, OR (III) A PARTY'S GROSS NEGLIGENCE OR INTENTIONAL MISCONDUCT, NEITHER PARTY NOR ANY OF ITS AFFILIATES SHALL BE LIABLE TO THE OTHER OR ANY OTHER PERSON FOR DAMAGES IN THE FORM OF CONSEQUENTIAL, INCIDENTAL OR SPECIAL DAMAGES, LOST PROFITS, LOST SAVINGS, LOSS OF GOODWILL OR OTHERWISE, OR FOR EXEMPLARY DAMAGES, EVEN IF SUCH PARTY HAS BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES. EXCEPT AS EXPRESSLY SET FORTH IN THE LAST SENTENCE OF SECTION 14.2 BELOW, IN NO EVENT SHALL LICENSOR'S LIABILITY TO LICENSEE EXCEED THE AMOUNT OF MONEY ACTUALLY RECEIVED BY LICENSOR FROM LICENSEE UNDER THIS LICENSE AGREEMENT.

14. Indemnification.

14.1 Licensee Indemnification Obligations. Licensee shall defend, indemnify and hold Licensor, its Affiliates and their respective officers, directors, employees and agents (the "Licensor Indemnitees") harmless, and hereby forever releases and discharges all Licensor Indemnitees, from and against all losses, liabilities, damages and expenses (including reasonable attorneys' fees and costs of litigation) incurred by or imposed upon any or all of the Licensor Indemnitees as a result of any claim, demand, action and other proceeding brought by a Third Party under any theory of liability (regardless of whether such action has any factual basis) (i) concerning any Licensed Product, the use by Licensee of the Patent Rights, or Licensee's breach of any representation or obligation under this License Agreement, except to the extent arising from the negligence or willful misconduct of any Licensor Indemnitee or the breach of any representation or warranty made by Licensor under Section 10.1 of this License Agreement, or (ii) with respect to Licensee's prosecution of any Third Party infringement of the Patent Rights or directly related defense of the Patent Rights under any suit or action contemplated under Sections 9, Licensee shall pay all costs and damages finally awarded against Licensor by a court

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of competent jurisdiction and any amounts owed by Licensor under any settlement agreement entered into by Licensee as a result of any such prosecution or defense by Licensee.

14.2 Licensor Indemnification Obligations. Licensor shall defend, indemnify and hold Licensee, its Affiliates and their respective officers, directors, employees and agents (the "Licensee Indemnitees") harmless, and hereby forever releases and discharges all Licensee Indemnitees, from and against all losses, liabilities, damages and expenses (including reasonably attorneys' fees and costs of litigation) incurred by or imposed upon any of the Licensee Indemnitees as a result of any claim, demand, action and other proceeding brought by a Third Party under any theory of liability (regardless of whether such action has any factual basis) concerning Licensor's breach of any representation or obligation under this License Agreement, except to the extent arising from the negligence or willful misconduct of any Licensee Indemnitee. or the breach of any representation or warranty made by Licensee pursuant to Section 10.2. Licensor's liability to Licensee under this Section 14.2 shall not be offset or reduced by Licensor's costs to defend or settle any claim, demand, action, or other proceeding entitled to indemnification under this Section 14.2.

14.3 Indemnification Procedure. Each Licensor Indemnitee or Licensee Indemnitee, as the case may be, entitled to indemnification pursuant to this Section 14 will (i) provide the indemnifying Party with prompt written notice of any such claim for which indemnification is sought under Section 14.1 or 14.2 of this License Agreement, as the case may be; (ii) cooperate fully with Licensee in such defense; and (iii) permit the indemnifying Party to conduct and control such defense and, subject to Section 9.3, the disposition of such claim (including all decisions relative to litigation, appeal, and settlement) with attorneys reasonably acceptable to the Party for whom indemnification is provided.

15. Injunctive Relief. Notwithstanding anything to the contrary contained in this License Agreement, each Party acknowledges and agrees that a breach by it (or any of its Affiliates) of any of the provisions of this License Agreement would cause irreparable injury to the other Party which would not be adequately compensated by money damages. Accordingly, in addition to any and all other rights and remedies existing, the aggrieved Party and/or its successors or assigns shall be entitled to obtain an injunction, specific performance or other appropriate equitable relief upon application to any court of competent jurisdiction in order to enforce or prevent any breach or threatened breach of this License Agreement, in each case without the requirement of posting a bond or proving actual damages.

16. Attorneys' Fees. The prevailing Party in any legal action brought by one Party against the other Party arising out of this License Agreement, will be entitled, in addition to any other rights it may have, to reimbursement of its costs and expenses associated with such legal action, including litigation and court costs and reasonable attorneys' fees.

17. Miscellaneous Provisions.

17.1 Notices. Any notice, request, demand other communication required or permitted hereunder shall be in writing and shall be deemed to have been given (i) if delivered or sent by facsimile transmission, upon acknowledgment of receipt by the recipient, (ii) if sent by a nationally recognized overnight courier, properly addressed with postage prepaid, on the next business day (or Saturday if sent for Saturday delivery) or (iii) if sent by registered or certified

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mail, upon the sooner of receipt or the expiration of three (3) days after deposit in United States post office facilities properly addressed with postage prepaid. All notices will be sent to the addresses set forth below or to such other address as such Party may designate by notice to each other Party hereunder:

If to Licensor:

Inverness Medical Innovations, Inc.
51 Sawyer Road
Suite 200
Waltham, MA 02453
Attention: General Counsel
Facsimile: [*]

with a copy (which shall not constitute notice) to:

Goodwin Procter LLP
Exchange Place
Boston, MA 02109
Attention: Scott F. Duggan, Esq.
Facsimile: [*]

If to Licensee:

Abaxis, Inc.
3240 Whipple Road
Union City, CA 94587
Attention: Clint Severson, President and CEO
Facsimile: [*]

with a copy (which shall not constitute notice) to:

Cooley Godward Kronish LLP
101 California Street
San Francisco, CA 94111-5800
Attention: Dr. Nan Wu, Esq.
Facsimile: [*]

Any notice given hereunder may be given on behalf of any Party by its counsel or other authorized representative.

17.2 Captions and Gender. The captions in this License Agreement are for convenience only and shall not affect the construction or interpretation of any term or provision hereof. The use in this License Agreement of the masculine pronoun in reference to a Party hereto shall be deemed to include the feminine or neuter pronoun, as the context may require.

17.3 Governing Law. All questions concerning the construction, validity and interpretation of this License Agreement shall be governed by and construed in accordance with the Laws of the Commonwealth of Massachusetts applicable to contracts executed in and to be performed in the Commonwealth of Massachusetts.

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17.4 Parties in Interest. Nothing in this License Agreement, express or implied, is intended to confer on any person other than the Parties and their respective successors and assigns any rights or remedies under or by virtue of this License Agreement.

17.5 CONSENT TO JURISDICTION. THE PARTIES AGREE THAT JURISDICTION AND VENUE IN ANY ACTION BROUGHT BY ANY PARTY PURSUANT TO THIS LICENSE AGREEMENT SHALL PROPERLY AND EXCLUSIVELY LIE IN ANY FEDERAL OR STATE COURT LOCATED IN THE COMMONWEALTH OF MASSACHUSETTS. BY EXECUTION AND DELIVERY OF THIS LICENSE AGREEMENT, EACH PARTY IRREVOCABLY SUBMITS TO THE EXCLUSIVE JURISDICTION OF SUCH COURTS FOR ITSELF AND IN RESPECT OF ITS PROPERTY WITH RESPECT TO SUCH ACTION. THE PARTIES IRREVOCABLY AGREE THAT VENUE WOULD BE PROPER IN SUCH COURT, AND HEREBY WAIVE ANY OBJECTION THAT SUCH COURT IS AN IMPROPER OR INCONVENIENT FORUM FOR THE RESOLUTION OF SUCH ACTION. THE PARTIES FURTHER AGREE THAT THE MAILING BY CERTIFIED OR REGISTERED MAIL, RETURN RECEIPT REQUESTED, OF ANY PROCESS REQUIRED BY ANY SUCH COURT SHALL CONSTITUTE VALID AND LAWFUL SERVICE OF PROCESS AGAINST THEM, WITHOUT NECESSITY FOR SERVICE BY ANY OTHER MEANS PROVIDED BY STATUTE OR RULE OF COURT.

17.6 Assignment. Licensee may not assign or transfer this License Agreement without the prior written consent of Licensor; provided that Licensee may assign this License Agreement without prior written consent to its successor in interest by way of merger, acquisition or sale of substantially all of its assets, provided that Licensee provides prior written notice of such assignment, and such corporation or other business entity expressly assumes, in a writing delivered to Licensor, all of the terms and conditions of this License Agreement; and provided further that if such successor in interest is reasonably determined by Licensor to be a direct competitor of Licensor ("Licensor Competitor"), then Licensed Products shall be limited solely to those Licensed Products of Abaxis, Inc. in existence as of the effective date of the assignment to such Licensor Competitor and any improvements to such Licensed Products to the extent that the making, using, selling, offering for sale or importation of such changed product does not infringe any Patent Rights other than the Patent Rights that claimed or covered the product before such change(s) and in the configuration sold as of the effective date of such assignment (each, an "Improved Product"). For the avoidance of doubt, each Improved Product shall be deemed a Licensed Product for all purposes under this License Agreement. This License Agreement and the obligations of the Parties hereunder shall be binding upon and enforceable by, and shall inure to the benefit of, the Parties and their respective successors, executors, administrators, estates, heirs and permitted assigns, and no others.

17.7 Severability. If any term or other provision of this License Agreement is invalid, illegal or incapable of being enforced by any rule of law or public policy, all other conditions and provisions of this License Agreement shall nevertheless remain in full force and effect so long as the economic or legal substance of the transactions contemplated hereby is not affected in any manner materially adverse to any Party. Upon such determination that any term or other provision is invalid, illegal or incapable of being enforced, the Parties hereto shall negotiate in good faith to modify this License Agreement so as to effect the original intent of the Parties as closely as possible in an acceptable manner to the end that the transactions contemplated hereby are fulfilled to the fullest extent possible.

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17.8 Relationship Between Parties. The relationship between the Parties created under this License Agreement is that of independent contractors. With respect to the relationship created under this License Agreement, the Parties are not joint venturers, partners, principal and agent, master and servant, employer or employee, and have no relationship other than as independent contracting parties, and neither Party shall have the power to bind or obligate the other in any manner.

17.9 Entire Agreement. This License Agreement, including the Schedules hereto, and the documents referred to herein contain the entire agreement between the Parties and supersede any prior understandings, agreements or representations by or between the Parties, written or oral, which may have related to the subject matter hereof in any way.

17.10 Amendments and Waiver. This License Agreement may not be amended or modified, nor may compliance with any condition or covenant set forth herein be waived, except by a writing duly and validly executed by each of the Parties hereto, or, in the case of a waiver, the Party waiving compliance. No delay on the part of any Party in exercising any right, power or privilege hereunder shall operate as a waiver thereof, nor shall any waiver on the part of any Party of any such right, power or privilege, or any single or partial exercise of any such right, power or privilege, preclude any further exercise thereof or the exercise of any other such right, power or privilege.

17.11 Construction. Each Party hereto agrees that any rule of construction to the effect that ambiguities are to be resolved against the drafting Party shall not be applied in the construction or interpretation of this License Agreement. As used in this License Agreement, the words “include” and “including” and variations thereof, shall not be deemed to be terms of limitation.

17.12 Counterparts. This License Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same document. The delivery of a counterpart hereto by facsimile or other electronic transmission shall be deemed an original.

[SIGNATURE PAGE FOLLOWS]

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In Witness Whereof, the Parties have caused this License Agreement to be duly executed in their respective names and on their behalf, as of the date first above written.

INVERNESS MEDICAL SWITZERLAND GMBH		**ABAXIS, INC.**	
By:	/s/ Ron Zwanziger	By:	/s/ Alberto Santa Ines
Title:	Chairman	Title:	CFO

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SCHEDULE A
Patent Rights

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Schedule A to License Agreement

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SCHEDULE B

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Schedule B to License Agreement

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SCHEDULE C
Press Release

See attached.

Schedule C to License Agreement

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ABAXIS Announces Worldwide Animal Health Licensing Agreement for Rapid Test Technology

UNION CITY, Calif., Jan. 7 /PRNewswire-FirstCall/ — Abaxis, Inc. (Nasdaq: ABAX), a medical products company manufacturing point-of-care blood analysis instruments for both the medical and veterinary markets, announced today that it has entered into a license agreement for co-exclusive worldwide rights in the field of animal health diagnostics in the professional marketplace for certain technologies pertaining to lateral flow immunoassay devices and methods.

This license agreement provides Abaxis the co-exclusive opportunity to utilize these technologies to expand the Abaxis product portfolio and enter on a large scale the professional veterinary rapid diagnostic market. This includes point of care tests for infectious diseases, hormones and therapeutic drugs. The total market for these types of tests in the animal health and laboratory animal research is estimated to be over $100,000,000 in the United States alone.

“The VetScan brand is recognized in the research market and animal health industry worldwide as synonymous with quality, reliability and unparalleled cost effectiveness. The Abaxis rapid diagnostic product line now in development will extend these attributes into rapid test lateral flow devices and maintain Abaxis’ standards of product excellence,” said Clint Severson, Chairman and Chief Executive Officer. Kenneth Aron, PhD, Chief Technology Officer added, “With this license agreement we will now be able to develop and offer point of care tests for animal health in the professional marketplace in both our rotor format and in the popular “strip test” format. Having this license means that we can now move forward with an aggressive plan to develop and place our product offerings in the widest range of professional market segments throughout the veterinary industry.”

About Abaxis, Inc.

Abaxis develops, manufactures and markets portable blood analysis systems for use in any veterinary or human patient-care setting to provide clinicians with rapid blood constituent measurements. The system consists of a compact, 5.1 kilogram (11.2 pounds), portable analyzer and a series of single-use plastic discs, called reagent discs that contain all the chemicals required to perform a panel of up to 13 tests on veterinary patients and 14 tests on human patients. The system can be operated with minimal training and performs multiple routine tests on whole blood, serum or plasma samples. The system provides test results in less than 12 minutes with the precision and accuracy equivalent to a clinical laboratory analyzer. The veterinary business also provides to the veterinarian and research market now a line of hematology instruments for point of care complete blood counts (CBC).

This press release includes statements that constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Abaxis claims the protection of the safe-harbor for forward-looking statements contained in the Reform Act. Specific forward-looking statements contained in this press release include, but are not limited to, risks and uncertainties related to the market acceptance of the Company’s products and the continuing development of its products, risks associated with manufacturing and distributing its products on a commercial scale, risks associated with entering the human diagnostic market on a larger scale, risks involved in carrying of inventory, risks from unexpected problems or delays in the Company’s manufacturing facility, risks associated with the ability to attract and retain competent sales personnel, general market conditions, competition, risks and uncertainties related to its ability to raise capital in order to fund its operations and other risks detailed from time to time in Abaxis’ periodic reports filed with the United States Securities and Exchange Commission. Forward-looking statements speak only as of the date the statement was made. Abaxis does not undertake and specifically disclaims any obligation to update any forward-looking statements.

EXHIBIT 21.1

SUBSIDIARIES OF ABAXIS, INC.

Name	Jurisdiction of Incorporation
Abaxis Europe GmbH	Germany

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Forms S-8 (Nos. 33-85744, 333-07541, 333-85131, 333-65812, 333-84356, 333-102185, 333-112815 and 333-131703) and Forms S-3 (Nos. 333-69999, 333-53484 and 333-98475) of Abaxis, Inc. of our reports dated June 12, 2009 relating to the consolidated financial statements and financial statement schedule of Abaxis, Inc. as of March 31, 2009 and 2008 and for each of the three years in the period ended March 31, 2009, and the effectiveness of internal control over financial reporting as of March 31, 2009, which appear in this Annual Report on Form 10-K.

/s/ Burr, Pilger & Mayer LLP
San Jose, California

June 12, 2009

EXHIBIT 31.1

Certification of Chief Executive Officer
Pursuant to Section 302 of the
Sarbanes-Oxley Act of 2002

I, Clinton H. Severson, certify that:

1. I have reviewed this annual report on Form 10-K of Abaxis, Inc.;

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 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 we 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 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: June 12, 2009

/s/ Clinton H. Severson
Clinton H. Severson
President and Chief Executive Officer

EXHIBIT 31.2

Certification of Chief Financial Officer
Pursuant to Section 302 of the
Sarbanes-Oxley Act of 2002

I, Alberto R. Santa Ines, certify that:

1. I have reviewed this annual report on Form 10-K of Abaxis, Inc.;

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 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 we 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 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: June 12, 2009

/s/ Alberto R. Santa Ines
Alberto R. Santa Ines
Chief Financial Officer and Vice President of Finance

EXHIBIT 32.1

Certification of Chief Executive Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

I, Clinton H. Severson, Chief Executive Officer of Abaxis, Inc. (the "Registrant"), do hereby certify in accordance with 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Annual Report on Form 10-K of the Registrant, to which this certification is attached as an exhibit (the "Report"), fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition of the Registrant at the end of the periods covered by the Report and results of operations of the Registrant for the periods covered by the Report.

Dated: June 12, 2009

By: /s/ Clinton H. Severson
Clinton H. Severson
President and Chief Executive Officer

This certification accompanies the Form 10-K to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Registrant under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-K), irrespective of any general incorporation language contained in such filing.

EXHIBIT 32.2

Certification of Chief Financial Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

I, Alberto R. Santa Ines, Chief Financial Officer of Abaxis, Inc. (the "Registrant"), do hereby certify in accordance with 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Annual Report on Form 10-K of the Registrant, to which this certification is attached as an exhibit (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition of the Registrant at the end of the periods covered by the Report and results of operations of the Registrant for the periods covered by the Report.

Dated: June 12, 2009

By: /s/ Alberto R. Santa Ines
Alberto R. Santa Ines
Chief Financial Officer and Vice President of Finance

This certification accompanies the Form 10-K to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Registrant under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-K), irrespective of any general incorporation language contained in such filing.