

FORM 10-QSB

(MARK ONE)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 2007

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from _____ to _____

Commission File Number 1-13602

THE FEMALE HEALTH COMPANY

(Exact Name of Small Business Issuer as Specified in Its Charter)

Wisconsin

(State or Other Jurisdiction of
Incorporation or Organization)

39-1144397

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

515 North State Street, Suite 2225, Chicago, IL

(Address of Principal Executive Offices)

60610

(Zip Code)

312-595-9123

(Issuer's Telephone Number, Including Area Code)

Not applicable

(Former Name, Former Address and Former Fiscal Year,
If Changed Since Last Report)

Check whether the issuer: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the issuer 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 is a shell company (as defined in Rule 12b2 of the Exchange Act). YES NO

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practical date:

Common Stock, \$.01 Par Value – 26,707,908 shares outstanding as of February 8, 2008

Transitional Small Business Disclosure Format (check one): YES NO

FORM 10-QSB

THE FEMALE HEALTH COMPANY AND SUBSIDIARIES

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CAUTIONARY STATEMENT REGARDING
FORWARD LOOKING STATEMENTS

Certain statements included in this quarterly report on Form 10-QSB which are not statements of historical fact are intended to be, and are hereby identified as "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The Company cautions readers that forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievement expressed or implied by such forward-looking statements. Such factors include, among others, the following: the Company's inability to secure adequate capital to fund operating losses, working capital requirements, advertising and promotional expenditures and principal and interest payments on debt obligations; factors related to increased competition from existing and new competitors including new product introduction, price reduction and increased spending on marketing; limitations on the Company's opportunities to enter into and/or renew agreements with international partners, the failure of the Company or its partners to successfully market, sell and deliver its product in international markets, and risks inherent in doing business on an international level, such as laws governing medical devices that differ from those in the U.S., unexpected changes in the regulatory requirements, political risks, export restrictions, tariffs and other trade barriers and fluctuations in currency exchange rates; the disruption of production at the Company's manufacturing facilities due to raw material shortages, labor shortages and/or physical damage to the Company's facilities; the Company's inability to manage its growth and to adapt its administrative, operational and financial control systems to the needs of the expanded entity and the failure of management to anticipate, respond to and manage changing business conditions; the loss of the services of executive officers and other key employees and the Company's continued ability to attract and retain highly-skilled and qualified personnel; the costs and other effects of litigation, governmental investigations, legal and administrative cases and proceedings, settlements and investigations; and developments or assertions by or against the Company relating to intellectual property rights.

THE FEMALE HEALTH COMPANY AND SUBSIDIARIES
 UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

	<u>December 31, 2007</u>	<u>September 30, 2007</u>
ASSETS		
Current Assets:		
Cash	\$ 1,604,306	\$ 799,421
Restricted cash	236,138	86,435
Accounts receivable, net	6,007,114	6,080,153
Inventories, net	1,785,430	1,372,582
Prepaid expenses and other current assets	328,516	399,536
Deferred income taxes	825,000	825,000
TOTAL CURRENT ASSETS	<u>10,786,504</u>	<u>9,563,127</u>
Other Assets	246,853	251,536
EQUIPMENT, FURNITURE AND FIXTURES		
Equipment not yet in service	178,491	444,275
Equipment, furniture and fixtures	6,250,288	5,967,082
Total equipment, furniture and fixtures	<u>6,428,779</u>	<u>6,411,357</u>
Less accumulated depreciation and amortization	4,951,112	5,032,472
	<u>1,477,667</u>	<u>1,378,885</u>
TOTAL ASSETS	<u>\$ 12,511,024</u>	<u>\$ 11,193,548</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	\$ 1,129,725	\$ 806,134
Accrued expenses and other current liabilities	1,877,679	1,555,346
Preferred dividends payable	48,643	53,025
TOTAL CURRENT LIABILITIES	<u>3,056,047</u>	<u>2,414,505</u>
Deferred gain on sale of facility	1,017,317	1,074,339
Deferred grant income	247,567	257,245
TOTAL LIABILITIES	<u>4,320,931</u>	<u>3,746,089</u>
STOCKHOLDERS' EQUITY:		
Convertible preferred stock, Class A Series 1	560	560
Convertible preferred stock, Class A Series 3	4,734	4,734
Convertible preferred stock, Class B	-	-
Common stock	267,079	264,379
Additional paid-in-capital	65,453,935	64,954,610
Accumulated other comprehensive income	832,923	1,051,156
Accumulated deficit	(57,614,264)	(58,428,233)
Treasury stock, at cost	(754,874)	(399,747)
TOTAL STOCKHOLDERS' EQUITY	<u>8,190,093</u>	<u>7,447,459</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 12,511,024</u>	<u>\$ 11,193,548</u>

See notes to unaudited condensed consolidated financial statements.

THE FEMALE HEALTH COMPANY AND SUBSIDIARIES
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended December 31,	
	2007	2006
Net revenues	\$ 5,734,751	\$ 4,198,879
Cost of products sold	<u>3,368,635</u>	<u>2,920,481</u>
Gross profit	<u>2,366,116</u>	<u>1,278,398</u>
Advertising and promotion	41,518	59,038
Selling, general and administrative	1,493,824	1,373,062
Research and development	<u>101,129</u>	<u>64,704</u>
Total operating expenses	1,636,471	1,496,804
Operating income (loss)	729,645	(218,406)
Interest, net and other income	(9,608)	(13,553)
Foreign currency transaction gain	(115,358)	(18,572)
Income (loss) before income taxes	<u>854,611</u>	<u>(186,281)</u>
Income tax benefit	<u>-</u>	<u>-</u>
Net income (loss)	854,611	(186,281)
Preferred dividends, Class A, Series 1	2,823	2,823
Preferred dividends, Class A, Series 3	37,820	37,820
Net income (loss) attributable to common stockholders	<u>\$ 813,968</u>	<u>\$ (226,924)</u>
Net income (loss) per basic common share outstanding	\$ 0.03	\$ (0.01)
Basic weighted average common share outstanding	26,121,460	23,952,040
Net income (loss) per diluted common share outstanding	\$ 0.03	\$ (0.01)
Diluted weighted average common shares outstanding	28,688,345	26,444,924

See notes to unaudited condensed consolidated financial statements.

THE FEMALE HEALTH COMPANY AND SUBSIDIARIES
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three Months Ended December 31,	
	<u>2007</u>	<u>2006</u>
OPERATIONS		
Net income (loss)	\$ 854,611	\$ (186,281)
Adjustment for noncash items:		
Depreciation and amortization	36,432	30,120
Amortization of deferred gain on sale/leaseback	(29,211)	(27,553)
Amortization of deferred income from grant - BLCF	(2,885)	-
Interest added to certificate of deposit	(640)	(609)
Amortization of unearned consulting fees	57,000	61,000
Employee stock compensation	88,752	162,007
Changes in operating assets and liabilities	280,917	(151,592)
Net cash provided by (used in) operating activities	<u>1,284,976</u>	<u>(112,908)</u>
INVESTING ACTIVITIES		
(Increase) decrease in restricted cash	(149,703)	11,866
Capital expenditures	(180,921)	(549,742)
Net cash used in investing activities	<u>(330,624)</u>	<u>(537,876)</u>
FINANCING ACTIVITIES		
Proceeds from exercise of warrants	360,000	-
Purchases of common stock for treasury shares	(355,126)	-
Dividend paid on preferred stock	(45,036)	(7,200)
Net cash used in financing activities	<u>(40,162)</u>	<u>(7,200)</u>
Effect of exchange rate changes on cash	<u>(109,306)</u>	<u>28,230</u>
Net increase (decrease) in cash	804,885	(629,754)
Cash at beginning of period	799,421	1,827,393
CASH AT END OF PERIOD	<u><u>\$ 1,604,306</u></u>	<u><u>\$ 1,197,639</u></u>
Schedule of noncash financing and investing activities:		
Common stock issued for payment of preferred stock dividends	-	\$ 37,819
Reduction of accrued expense upon issuance of shares	29,295	73,065
Preferred dividends declared	40,643	2,823

See notes to unaudited condensed consolidated financial statements.

THE FEMALE HEALTH COMPANY AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - Basis of Presentation

The accompanying financial statements are unaudited but in the opinion of management contain all the adjustments (consisting of those of a normal recurring nature) considered necessary to present fairly the financial position and the results of operations and cash flow for the periods presented in conformity with generally accepted accounting principles for interim financial information and the instructions to Form 10-QSB and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by United States generally accepted accounting principles for complete financial statements.

Operating results for the three months ended December 31, 2007 are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2008. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 10-KSB for the fiscal year ended September 30, 2007.

Principles of consolidation and nature of operations:

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, The Female Health Company - UK, The Female Health Company - UK, plc and The Female Health Company (M) SDN. BHD., a wholly owned subsidiary of The Female Health Company-UK. All significant intercompany transactions and accounts have been eliminated in consolidation. The Female Health Company ("FHC" or the "Company") is currently engaged in the marketing, manufacture and distribution of a consumer health care product known as the "FC Female Condom" in the U.S., and "femidom" or "femy" outside the U.S. The Female Health Company - UK, is the holding company of The Female Health Company - UK, plc, which operates a 40,000 sq. ft. leased manufacturing facility located in London, England and leases a 16,000 sq. ft. manufacturing facility located in Selangor D.E., Malaysia.

The product is currently sold or available in either or both commercial (private sector) and public sector markets in 116 countries. The product is marketed in 15 countries by various country-specific commercial partners. The Company has a range of credit terms. For the past twelve months, the average days' sales outstanding has been approximately 60 days.

Restricted cash:

Restricted cash relates to security provided to one of the Company's U.K. banks for performance bonds issued in favor of customers. Such security has been extended infrequently and only on occasions where it has been a contract term expressly stipulated as an absolute requirement by the funds provider. The expiration of the bond is defined by the completion of the event such as, but not limited to, delivery of goods or at a period of time after product has been distributed.

NOTE 2 - Earnings per Share

Basic EPS is computed by dividing income available to common stockholders by the weighted average number of common shares outstanding for the period. In the diluted earnings per share calculation, the numerator is the sum of net income attributable to common shareholders and preferred dividends. Diluted EPS is computed giving effect to all dilutive potential common shares that were outstanding during the period. Dilutive potential common shares consist of the incremental common shares issuable upon conversion of convertible preferred shares and the exercise of stock options and warrants and unvested shares granted to employees.

	Three Months Ended December 31,	
	2007	2006
Denominator:		
Weighted average common shares outstanding – basic	26,121,460	23,952,040
Net effect of dilutive securities:		
Options	922,971	114,007
Warrants	847,037	1,466,500
Convertible preferred stock	529,377	529,377
Unvested restricted shares	267,500	383,000
Total net effect of dilutive securities	2,566,885	2,492,884
Weighted average common shares outstanding – diluted	28,688,345	26,444,924
Income (loss) per common share – basic	\$ 0.03	\$ (0.01)
Income (loss) per common share – diluted	\$ 0.03	\$ (0.01)

Warrants to purchase approximately 200,000 shares of common stock at an exercise price of \$3.10 that were outstanding during the three months ended December 31, 2007, were not included in the computation of diluted net income per share because they were out of the money. These warrants expire in March 2008. Options to purchase approximately 190,000 shares of common stock at exercise prices ranging from \$1.66 to \$2.70 per share and warrants to purchase approximately 290,000 shares of common stock at exercise prices ranging from \$1.50 to \$3.10 per share that were outstanding during of the three month period ended December 31, 2006, were not included in the computation of diluted net income per share because they were anti-dilutive. These options expire from 2013 to 2014. These warrants expire in fiscal years 2008-2009.

NOTE 3 - Comprehensive Income

Total comprehensive income was \$636,378 for the three months ended December 31, 2007 and \$4,494 for the three months ended December 31, 2006.

NOTE 4 - Inventories

The components of inventory consist of the following:

	December 31, 2007	September 30, 2007
Raw material and work in process	\$ 1,490,924	\$ 1,082,083
Finished goods	340,362	358,499
Inventory, gross	<u>1,831,286</u>	<u>1,440,582</u>
Less: inventory reserves	(45,856)	(68,000)
Inventory, net	<u>\$ 1,785,430</u>	<u>\$ 1,372,582</u>

NOTE 5 – Share-Based Compensation

Stock Option Plans

Under the Company's share based long-term incentive compensation plans, the Company grants non-qualified stock options to employees. The Company's 1997 Stock Option Plan expired December 31, 2006, and the Company no longer has shares available for issuance under any of its plans. The Company's stock options expire in 10 years and generally vested 1/36 per month, with full vesting after three years.

The Company recognized share-based compensation expense for stock options of approximately \$19,000 in selling, general and administrative expenses in the statement of operations for the three months ended December 31, 2007.

The Company granted 180,000 stock options during the first quarter of fiscal 2007. The Company did not grant any options during the first quarter of fiscal 2008. The table below outlines the weighted average assumptions for options granted during the three months ended December 31, 2006:

	<u>Three Months Ended December 31, 2006</u>
Weighted Average Assumptions:	
Expected volatility	61.2%
Expected dividend yield	0%
Risk-free interest rate	5.10%
Expected term (in years)	10.0
Fair value of options granted	\$ 0.95

The following table summarizes the Company's option activity during the three months ended December 31, 2007:

Option Activity:

	<u>Number of Shares</u>	<u>Weighted Average Exercise Price</u>
Outstanding at September 30, 2007	2,745,980	\$ 1.37
Granted	0	-
Exercised	0	-
Expired or forfeited	0	-
Outstanding at December 31, 2007	<u>2,745,980</u>	<u>\$ 1.37</u>

The following table summarizes the stock options outstanding and exercisable at December 31, 2007:

	Number Outstanding At 12/31/07	Wghtd. Avg. Remaining Life		Wghtd. Avg. Exercise Price	Aggregate Intrinsic Value	Number Exercisable At 12/31/07		Wghtd, Avg. Exercise Price	Aggregate Intrinsic Value
Total	<u>2,745,980</u>	5.57	\$	1.37	<u>\$ 3,410,236</u>	<u>2,638,480</u>	\$	1.37	<u>\$ 3,266,186</u>

The aggregate intrinsic value in the table above is before income taxes, based on the Company's closing stock price of \$2.61 as of the last business day of the period ended December 31, 2007. As of December 31, 2007, the Company had unrecognized compensation expenses of \$101,738 related to unvested stock options. These expenses will be recognized over approximately 1.75 years.

Restricted Stock

The Company issues restricted stock to employees and consultants. Such issuances may have vesting periods that range from one to two years or the issuances may be contingent on continued employment for periods that range from one to two years. In addition, the Company has issued restricted stock awards to certain employees that contain vesting provisions or provide for future issuance contingent upon the achievement of pre-established performance targets.

As of December 31, 2007, there was approximately \$135,000 of unrecognized compensation cost related to non-vested restricted stock compensation arrangements granted under the incentive plans. The expense will be recognized over approximately 0.75 years.

The Company granted 38,000 shares of restricted stock during the first quarter of fiscal 2008. The fair value of the awards granted was approximately \$88,000. All such shares of restricted stock vest between September 30 and November 1, 2008, provided the grantee has not terminated service prior to the vesting date. The Company granted 32,000 shares of restricted stock during the first quarter of fiscal 2007. The fair value of the awards granted was approximately \$40,000. All of these shares vested on September 30, 2007. An additional 150,000 shares of restricted stock vested on December 31, 2007.

The Company recognized share-based compensation expense for restricted stock of approximately \$127,000 and \$193,000 in selling, general and administrative expenses in the statement of operations for the three months ended December 31, 2007 and December 31, 2006, respectively.

No shares of restricted stock were forfeited during the three months ended December 31, 2007 or December 31, 2006.

NOTE 6 - Stock Repurchase Program

On January 17, 2007, the Company announced a Stock Repurchase Program under the terms of which up to a million shares of its common stock could be purchased during the subsequent twelve months. Through December 31, 2007, the Company has purchased 310,400 shares. The Board has approved the continuation of this program through December 31, 2008.

Issuer Purchases of Equity Securities:	Details of Treasury Stock Purchases for the 12 Months			
	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased As Part of Publicly Announced Program	Maximum Number of Shares that May Yet be Purchased Under the Program
Period:				
January 17, 2007 – September 30, 2007	173,400	\$ 2.12	173,000	826,600
October 1, 2007 – October 31, 2007	10,100	\$ 2.24	10,100	816,500
November 1, 2007 – November 30, 2007	-	-	-	
December 1, 2007 – December 31, 2007	126,900	\$ 2.62	126,900	689,600
Quarterly Subtotal	<u>137,000</u>	<u>\$ 2.59</u>	<u>137,000</u>	
Total	<u><u>310,400</u></u>	<u><u>\$ 2.33</u></u>	<u><u>310,400</u></u>	689,600

NOTE 7 - Industry Segments and Financial Information About Foreign and Domestic Operations

The Company currently operates primarily in one industry segment which includes the development, manufacture and marketing of consumer health care products.

The Company operates in foreign and domestic regions. Information about the Company's operations by geographic area is as follows:

(Amounts in thousands)

	Net Sales to External Customers For the Three Months Ended December 31,		Long-Lived Assets As of	
	2007	2006	December 31, 2007	September 30, 2007
South Africa	\$1,036 ⁽¹⁾⁽²⁾	\$ 977 ⁽¹⁾⁽²⁾	\$ -	\$ -
Zimbabwe	1,133 ⁽¹⁾	797 ⁽¹⁾	-	-
France	334 ⁽¹⁾	678 ⁽¹⁾	-	-
United States	653	550	218	226
Brazil	*	*	-	-
Venezuela	*	*	-	-
Zambia	*	411	-	-
Namibia	658	*	-	-
Tanzania	*	247	-	-
India	*	*	214	225
United Kingdom	*	*	361	315
Malaysia	*	*	932	864
Other	1,921	539	-	-
	<u>\$5,735</u>	<u>\$4,199</u>	<u>\$1,725</u>	<u>\$1,630</u>

* Less than 5 percent of total net sales

⁽¹⁾Comprised of a customer that is considered to be a major customer (exceeds 10% of net sales).

⁽²⁾The revenue amount is a current outstanding accounts receivable balance as of December 31, 2007.

NOTE 8 - Contingent Liabilities

The testing, manufacturing and marketing of consumer products by the Company entail an inherent risk that product liability claims will be asserted against the Company. The Company maintains product liability insurance coverage for claims arising from the use of its products. The coverage amount is currently \$5,000,000 for FHC's consumer health care product.

NOTE 9 - Deferred Grant Income

The Company receives grant monies from the British Linkage Challenge Fund to help the Company defray certain expenses and the cost of capital expenditures related to a specific project. The underlying project relates to the development of a linkage between the UK subsidiary and Hindustan Latex Limited, in India, to do end-stage manufacturing of the female condom and develop the market for the product in that country. The grant received is split between the Company and Hindustan Latex Limited pro-rata to their respective expenditure on the project.

The Company utilized the general precepts of U.S. GAAP and the principles of matching and conservatism to determine how to account for the grant monies received. The Company also utilized the guidance of International Accounting Standard No. 20 – Accounting for Government Grants and Disclosure of Government Assistance to further support the Company's accounting treatment of the grant received. The Company allocates its share of the grant monies to capital and expense pro-rata to the respective cost allocated to the project. Grant proceeds for expenses are credited to income in the quarter incurred. Grant proceeds for capital expenditure are deferred and released to income in line with the depreciation of the relevant assets.

NOTE 10 – Income Taxes

The Company accounts for income taxes using the liability method, which requires the recognition of deferred tax assets or liabilities for the tax-effected temporary differences between the financial reporting and tax bases of our assets and liabilities, and for net operating loss and tax credit carryforwards.

During 2007, the Company recorded an income tax benefit of \$825,000. This benefit consisted of a \$825,000 reduction in the valuation allowance related to a portion of our deferred tax assets that will more likely than not be realized, based on future projected taxable income. In evaluating our ability to realize our deferred tax assets we consider all available positive and negative evidence including our past operating results and our forecast of future taxable income. In determining future taxable income, we make assumptions to forecast U.S. federal, U.S. state, and international operating income, the reversal of temporary differences, and the implementation of any feasible and prudent tax planning strategies. These assumptions require significant judgment regarding the forecasts of future taxable income, and are consistent with the forecasts used to manage our business. We intend to maintain the remaining valuation allowance until sufficient further positive evidence exists to support further reversals of the valuation allowance. Our income tax expense recorded for the three months ended December 31, 2007 has been reduced by an offsetting decrease in our valuation allowance. Accordingly, no income tax or benefit has been recognized for the three months ended December 31, 2007.

In September, 2006, FASB issued Interpretation No. 48 (FIN 48), Accounting for Uncertainty in Income Taxes. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 developed a two-step process to evaluate a tax position and also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Company adopted this interpretation on October 1, 2007. The Company has not recorded a reserve for any tax positions for which the ultimate deductibility is highly certain but for which there is uncertainty about the timing of such deductibility. The Company files tax returns in all appropriate jurisdictions. The open tax years are those years ending September 30, 2004 to September 30, 2007, which statutes expire in 2008-2011. As of December 31, 2007, the Company has no liability for unrecognized tax benefits. The adoption and implementation of FIN 48 had no effect on the Company's income from operations, net income or basic and diluted earnings per share for the period ended December 31, 2007.

The Company recognizes interest and penalties related to uncertain tax positions as income tax expense as incurred. No expense for interest and penalties was recognized for the three months ended December 31, 2007.

THE FEMALE HEALTH COMPANY AND SUBSIDIARIES
MANAGEMENT'S DISCUSSION AND ANALYSIS

General

The Female Health Company ("FHC" or the "Company") manufactures, markets and sells the female condom (FC), the only product under a woman's control that is approved by the U.S. Food and Drug Administration (FDA) to provide dual protection against unintended pregnancy and sexually transmitted diseases ("STDs"), including HIV/AIDS.

FC has undergone extensive testing for efficacy, safety and acceptability, not only in the United States but also in many countries around the world. Certain of these studies show that having FC available allows women to have more options, resulting in an increase in protected sex acts and a decrease in STDs, including HIV/AIDS.

The product is currently sold or available through various channels in 116 countries. It is commercially marketed directly to consumers in 15 countries by various country specific partners, including in the United States, the United Kingdom, Canada and France. Currently, public sector female condom programs in various stages are ongoing in over 90 countries.

Product

FC is made of polyurethane, a thin but strong material which is resistant to rips and tears during use. FC consists of a soft, loose fitting sheath and two flexible O rings. One of the rings is used to insert the device and helps to hold it in place. The other ring remains outside the vagina after insertion. FC lines the vagina, preventing skin-to-skin contact during intercourse. FC is pre-lubricated and disposable and is recommended for use during a single sex act.

In September, 2005, FHC announced that it had completed development of FC2, its second generation female condom. FC2 has the same physical design, safety and efficacy profile as FC. Manufactured from a nitrile polymer, FC2 can be produced more economically than the first generation product. FC2 has received the CE Mark which allows the Company to market FC2 throughout the European Union ("EU"). In August 2006, the Company was notified by the World Health Organization (WHO) that after a stringent technical review process regarding design, product characteristics, quality control and manufacturing technology, FC2 is in principle being manufactured to at least the same standard as the polyurethane female condom, FC. In addition, the design and physical characteristics of FC2, supported by the clinical data, suggest that FC and FC2 are functionally equivalent, when used correctly. Based on this assessment, WHO has stated that FC2 is acceptable for bulk procurement by UN agencies subject to the standard quality assurance measures being applied prior to procurement. The FC2 pre-market approval application (PMA) submitted by the Company on January 8, 2008, was accepted for FDA review on January 28, 2008. That acceptance marks the beginning of the FDA review process, which generally can take up to 180 active review days. During this process, the FDA may ask questions regarding the submission. The time spent on answering such questions is not counted as review process time. Following the FDA review, the submission's merits will be reviewed and discussed by FDA's OB-GYN Device Advisory Panel. The final step to approval is negotiation and approval of the product's labeling. The entire process may typically take up to 360 days.

Raw Materials

Polyurethane is the principal raw material the Company uses to produce FC. The Company has entered into a supply agreement with Deerfield Urethane, Inc. for the purchase of the Company's requirement of polyurethane. Under this agreement, the parties negotiate pricing on an annual basis. The term of the agreement expires on December 31, 2008 and automatically renews for additional one year periods unless either party gives at least 12 months prior written notice of termination.

The principal raw material used to produce FC2 is a nitrile polymer. While general nitrile formulations are available from a number of suppliers, the Company has chosen to work closely with the technical market leader in synthetic polymers to develop a grade ideally suited to the bio-compatibility and functional needs of a female condom. The supplier has agreed that the Company is the sole and exclusive owner of the unique polymer formulation that was developed for FC2.

Global Market Potential

It is more than twenty years since the first clinical evidence of AIDS was noted. HIV/AIDS is the most devastating pandemic that humankind has faced in recorded history. The Joint United Nations Programme on HIV/AIDS ("UNAIDS") in its December 2006 Aids Epidemic Update reported that 33 million people globally were living with HIV. Approximately 2.5 million new cases of HIV will be reported this year while about 2 million people will have died from the disease. Women now comprise the majority of the new cases in many areas of the world. In a published paper by Dr. Colin Mathers and Dejan Loncar of the WHO, "Projections of Global Mortality and Burden of Disease from 2002 to 2030," they estimate that at least 117 million people will have died of or will have AIDS by 2030.

In 2006, the Centers for Disease Control and Prevention reported that the HIV/AIDS epidemic is taking an increasing toll on women and girls in the United States. Women of color, particularly Black women, have been especially hard hit and represent the majority of new HIV and AIDS cases among women, and the majority of women living with the disease. Black women accounted for 67% of AIDS cases among women aged 13 and older diagnosed in 2005, but only 12% of the U.S. population of women. Latinas accounted for 16% of estimated AIDS cases in 2005, compared to 13% of the female population aged 13 and over.

For the most recent year in which data are available (2002), the Centers for Disease Control and Prevention reported that HIV infection was:

- the leading cause of death for African American women aged 25-34 years;
- the 3rd leading cause of death for African American women aged 35-44 years; and
- the 4th leading cause of death for African American women aged 45-54 years and for Hispanic women aged 35-44.

Most HIV/AIDS diagnoses among women are due to heterosexual transmission (71% in 2005) followed by injection drug use (27%).

The Condom Market

The global male condom market (public and private sector) is estimated to be \$3 billion. The global public sector market for male condoms is estimated to be between 6 and 9 billion units annually. Given the rapid spread of HIV/AIDS in India and China, UNAIDS estimates that the annual public sector demand for condoms, both male and female, will reach 19 billion units within the next ten years.

The FC Female Condom and the Male Condom

Currently, there are only three FDA approved products marketed that prevent the transmission of HIV/AIDS through sexual intercourse: the male latex condom, the male polyurethane condom and the FC female polyurethane condom. FC is the only FDA approved product whose use is controlled by women that prevents sexually transmitted diseases including HIV/AIDS. It provides women dual protection against STD's (including HIV/AIDS) and unintended pregnancy. It is also an alternative when male condoms are not used for reasons of latex sensitivity or choice.

Studies show that both FC1's polyurethane and FC2's nitrile polymer are safe, strong materials and that method failure rates are similar to that of male condoms. The female condom offers a number of benefits over natural rubber latex, the material that is most commonly used in male condoms. Unlike natural rubber latex, both polyurethane and the nitrile polymer quickly transfer heat, so the female condom immediately warms to body temperature when it is inserted, which may enhance pleasure and sensation during use. Unlike the male condom, the female condom may be inserted in advance of arousal, eliminating disruption during sexual intimacy. It is not dependent on the male erection, does not require immediate withdrawal and is not tight or constricting. The female condoms can be used with both oil and water-based lubricants, unlike natural rubber latex male condoms which can be used with water-based lubricants only. The products also offer an alternative to natural rubber latex sensitive users (7% to 20% of the population) who are unable to use male condoms without irritation. To the Company's knowledge, there is no reported allergy to polyurethane to date.

Numerous clinical and behavioral studies have been conducted regarding use of FC. Studies show that FC is found acceptable by women and their partners in many cultures. Importantly studies also show that when FC is made available with male condoms there is a significant increase in protected sex acts. The increase in protected sex acts varies by country and averages between 10% and 35%.

Cost Effectiveness

A study entitled "Cost-effectiveness of the female condom in preventing HIV and STDs in commercial sex workers in South Africa" was reported in the *Journal of Social Science and Medicine* in 2001. This study shows that making FC available is highly cost effective in reducing public health costs in developing countries as well as in the U.S.

In October 2006, a study regarding FC2 entitled "Country-wide distribution of the nitrile female condom (FC2) in Brazil and South Africa: a cost effectiveness analysis" was published in *AIDS*. The study concludes that expanded distribution of FC2 in Brazil and South Africa may avert hundreds to thousands of HIV infections annually at an incremental cost to government or donors that is less than that of antiretroviral therapy. The study also found that if only 16.6 million female condoms were distributed in South Africa, almost 10,000 HIV infections would be prevented. If 53.7 million female condoms were distributed, 32,000 HIV infections would be prevented. Comparing the dollar value of health care costs averted with the cost of distributing the female condoms, the total cost savings would be between \$5.3 million and \$35.7 million. Similarly, if 26.2 million female condoms were distributed in Brazil, 600 HIV infections would be averted. If 84.8 million female condoms were distributed, 2,000 new HIV infections would be prevented. In total, the savings in Brazil alone could range from \$1.1 million to \$27 million.

Female Condom Reuse

Studies have shown that FC can be reused up to five times. WHO's website includes the proper procedure for the washing and preparation of FC if it is going to be reused. WHO, UNAIDS and FHC concur that FC should only be reused when a new female condom is not available. FC2 is not reusable.

Worldwide Regulatory Approvals

FC received Pre-Market Approval ("PMA") as a Class III Medical Device from the FDA in 1993. The extensive clinical testing and scientific data required for FDA approval laid the foundation for approvals throughout the rest of the world, including receipt of a CE Mark in 1997 which allows the Company to market FC throughout the European Union. In addition to the United States and the EU, several other countries have formally reviewed and approved FC for sale, including Canada, Australia, Japan and India.

The Company believes that FC's PMA and FDA classification as a Class III Medical Device create a significant barrier to entry in the U.S. market. The Company estimates that it would take a minimum of four to six years to implement, execute and receive FDA approval of a PMA to market another type of female condom.

FC2 received the CE mark which allows it to be marketed throughout the European Union. FC2 has also been approved by regulatory authorities in both Brazil and India. The Company submitted a pre-market approval application (PMA) for FC2 which was accepted for FDA review on January 28, 2008.

The Company believes there are no material issues or material costs associated with the Company's compliance with environmental laws related to the manufacture and distribution of FC and FC2.

Strategy

The Company's strategy is to fully develop the market for FC and FC2 on a global basis. In doing so, it has developed contacts and relationships with global public health sector organizations such as WHO, the United Nations Population Fund (UNFPA), UNAIDS, the U.S. Agency for International Development (USAID), country-specific health ministries and non-governmental organizations (NGOs), and commercial partners in various countries. Because the Company has unique distribution channels and minimum sales and marketing expense, volume increases will not result in a corresponding increase in operating expenses. To provide its customers with technical sales support, the Company has placed representatives in the major regions of the world: Asia, Africa, Europe, North America and Latin America. The Company manufactures the first generation product, FC, in London, England. The second generation product, FC2, is being manufactured in Selangor D.E., Malaysia and in Cochin, India.

To accelerate market penetration and increase volume, the Company developed FC2, a nitrile polymer product which is less costly to manufacture than FC. In August 2006, the Company received notice from WHO that after a stringent technical review process regarding design, product characteristics, quality control and manufacturing technology, FC2 is in principle being manufactured to at least the same standard as the polyurethane female condom, FC. In addition, the design and physical characteristics of FC2, supported by the clinical data, suggest that FC and FC2 are functionally equivalent, when used correctly. Based on this assessment, WHO has stated that FC2 is acceptable for bulk procurement by UN agencies subject to the standard measures being applied prior to procurement.

Commercial Markets - Direct to Consumers

The Company markets FC directly in the United Kingdom. The Company has distribution agreements with commercial partners which market directly to consumers in 15 countries, including the United States, Brazil, Canada, Mexico, Spain, France, Japan and India. These agreements are generally exclusive for a single country. Under these agreements, the Company manufactures and sells the female condom to the distribution partners, who, in turn market and distribute the product to consumers in the established territory.

Relationships and Agreements with Public Sector Organizations

The Company has an agreement with UNAIDS to supply FC to developing countries at a reduced price which can be negotiated each year based on the Company's cost of production. The current price per unit ranges between £0.42 and £0.445 (British pounds sterling), or approximately \$0.84 to \$0.89, depending on contractual volumes. Under the agreement, UNAIDS and the Company cooperate in educational efforts and marketing FC in developing countries. Sales of FC are made directly to international public agencies and to public health authorities in each country at the price established by the agreement with UNAIDS. The agreement expires on December 31, 2008, but is automatically renewed for one year unless either party gives at least 90 days prior written notice of termination. FC is available in over 90 countries through public sector distribution.

In May 2006, the Company received an initial order for 500,100 FC female condoms from the National Aids Control Organization (NACO) of the Ministry of Health & Family Welfare, Government of India. The order was placed through UNFPA, the United Nations Population Fund. India faces a significant threat of HIV/AIDS, with existing cases estimated to be 2.5 – 3 million. Since May, 2006, the Indian Government has developed and tested prevention programs which include female condoms in six high-incidence states. The government concluded its assessment of the test program in December, 2007. A survey conducted as part of the assessment process shows a high acceptance of the female condom.

The Company sells the female condom in the United States to city and state public health clinics as well as not-for-profit organizations such as Planned Parenthood. The female condom is currently available in 63 locations in New York City, including both community based organizations and the N.Y.C. Department of Health and Mental Hygiene units, it is being distributed as part of New York City's Female Condom Education and Distribution Project being conducted by the Bureau of HIV/AIDS Prevention and Control.

Manufacturing Facilities

FC

The Company manufactures FC in a 40,000 square-foot leased facility in London, England. Manufacturing capacity at this facility is expandable to 60 million units per year at a capital expenditure of less than \$1 million for the purchase of additional equipment.

FC2

The Company began end-stage production of FC2 within a 1,900 square foot leased facility located in Selangor D.E., Malaysia. On September 1, 2007, the Company leased a 16,000 sq. ft. production facility, also in Selangor D.E., Malaysia, to house the expanding operations also. Operations were re-located to the newly leased facility in December, 2007, at which time the lease on the original space terminated. The Company's FC2 manufacturing capacity in Malaysia is 30 million units annually.

The Company's India-based FC2 end-stage production capacity is located at a facility owned by its India business partner, Hindustan Latex Limited (HLL) in the Cochin Special Export Zone. Production began at that facility in December 2007. The present FC2 capacity at that facility is 7.5 million units per year.

FHC's total FC2 production capacity is currently 37.5 million units annually. The Company intends to expand its capacity at existing locations and/or manufacture at additional locations as the demand for FC2 increases.

Government Regulation

In the U.S., FC is regulated by the FDA. Pursuant to section 515(a)(3) of the Safe Medical Amendments Act of 1990 (the "SMA Act"), the FDA may temporarily suspend approval and initiate withdrawal of the PMA if the FDA finds that FC is unsafe or ineffective, or on the basis of new information with respect to the device, which, when evaluated together with information available at the time of approval, indicates a lack of reasonable assurance that the device is safe or effective under the conditions of use prescribed, recommended or suggested in the labeling. Failure to comply with the conditions of FDA approval invalidates the approval order. Commercial distribution of a device that is not in compliance with these conditions is a violation of the SMA Act. The Company submitted a pre-market approval application (PMA) for FC2 which was accepted for FDA review on January 28, 2008.

Competition

The Company's female condom participates in the same market as male condoms but is not seen as directly competing with male condoms. Rather, the Company believes that providing FC is additive in terms of prevention and choice. Latex male condoms cost less and have brand names that are more widely recognized than FC. In addition, male condoms are generally manufactured and marketed by companies with significantly greater financial resources than the Company.

Medtech Products Ltd. ("MP"), a male latex condom company with a manufacturing facility in Chennai, India, has developed a natural latex female condom. MP's female condom has been marketed under various names including V-Amour, VA Feminine Condom and L'Amour. USAID and Family Health International (FHI) are currently evaluating the MP female condom for consideration to move into Phase 3 clinical study.

The manufacturing process has a CE mark for distribution in Europe and may be available in other countries. MP received the Indian Drug Controller approval in January 2003. The product has not received FDA approval nor has it been listed as an essential product by WHO.

It is also possible that other parties may develop a female condom. These competing products could be manufactured, marketed and sold by companies with significantly greater financial resources than those of the Company.

Patents and Trademarks

The Company currently holds product and technology patents for FC in the United States. The Company's current United States patents expire between 2009 and 2014. The Company understands these U.S. patents to cover FC as sold. The patents are generally directed to the structural aspects of the product. While there can be no assurance, these patents could provide the Company with protection against copycat products entering the U.S. market during the pendency of the patents. The Company also has patents covering technology and products relating to FC in Japan, the United Kingdom, France, Italy, Germany, Spain, the European Patent Convention, Canada, the People's Republic of China, South Korea and Australia. These patents expire from 2008 to 2013. Patent applications for FC2 are pending in the U.S. and in other countries around the world through the Patent Cooperation Treaty. The applications cover the key aspects of the second generation female condom, including its overall design and manufacturing process.

The Company has the registered trademark "FC Female Condom" in the United States. The Company has also secured, or applied for, 12 trademarks in 22 countries to protect the various names and symbols used in marketing the product around the world. These include "femidom" and "femy", "Reality" and others. In addition, the experience that has been gained through years of manufacturing the FC female condom has allowed the Company to develop trade secrets and know-how, including certain proprietary production technologies that further secure its competitive position. The Company has registered the trademark "FC2 Female Condom" in the United States.

Overview

The Company manufactures, markets and sells the FC female condom, the only FDA-approved product under a woman's control which provides dual protection against unintended pregnancy and sexually transmitted diseases, including HIV/AIDS. During 2003, the Company started developing a second generation female condom, FC2, which was completed in 2006. The first substantial sales of FC2 occurred in the second quarter of fiscal 2007. The Company believes that FC2 will result in a significant reduction in production costs and accelerate growth.

Revenues. The Company's revenues are derived from sales of the female condom, its only product, and are recognized upon shipment of the product to its customers. The Company's strategy is to develop a global market and distribution network for its product by completing partnership arrangements with companies with the necessary marketing and financial resources and local market expertise. The Company's customers include the following:

- The Company sells the female condom to the global public sector under the umbrella of its agreement with UNAIDS. This agreement facilitates the availability and distribution of the female condom at a reduced price based on the Company's cost of production. The current price per unit ranges between £0.42 and £0.445 (British pounds sterling), or approximately \$0.84 to \$0.89. Currently, the female condom is available in over 90 countries through public sector distribution.
- The Company also sells FC to the U.S. Agency for International Development (USAID) for use in USAID prevention programs in developing countries.
- The Company sells the female condom in the United States to city and state public health clinics as well as not-for-profit organizations such as Planned Parenthood. The female condom is currently available in 63 locations in New York City, including both community-based organizations and the N.Y.C. Department of Health and Mental Hygiene units. It is being distributed as part of New York City's Female Condom Education and Distribution Project being conducted by the Bureau of HIV/AIDS Prevention and Control.
- The Company markets FC directly in the United Kingdom. The Company has distribution agreements with commercial partners which market directly to consumers in 15 countries, including the United States, Brazil, Canada, Mexico, Spain, France, Japan and India. These agreements are generally exclusive for a single country. Under these agreements, the Company manufactures and sells the female condom to the distributor partners, who, in turn market and distribute the product to consumers in the established territory.

Significant quarter to quarter variations may result from time to time due to the timing and shipment of large orders and not any fundamental change in the Company's business. Because the Company manufactures FC in a leased facility located in London, England and FC2 in a leased facility located in Malaysia, a portion of the Company's operating costs occur in foreign markets. While a material portion of the Company's future sales are likely to be in foreign markets, all sales are denominated in British pounds sterling or United States dollars. Manufacturing costs and sales to foreign markets are subject to normal currency risks associated with changes in the exchange rate of British pounds sterling relative to the United States dollar. For the first three months of fiscal 2008, 61% of the Company's net revenues, 79% of the Company's cost of products sold and 37% of the Company's operating expenses were affected by changes in the exchange rate of foreign currencies relative to the United States dollar.

On an ongoing basis, management continues to evaluate its commercial transactions and is prepared to employ currency hedging strategies when it believes such strategies are appropriate. In addition, some of the Company's future international sales may be in developing nations where dramatic political or economic changes are possible. Such factors may adversely affect the Company's results of operations and financial condition. For the first three months of fiscal 2008, the Company estimates that the favorable net impact of the exchange rate fluctuations was approximately \$39,000.

Expenses. The Company manufactures FC at its facility located in the United Kingdom and FC2 at its facility located in Selangor D.E., Malaysia. The Company's cost of products sold consists primarily of direct material costs, direct labor costs and indirect production and distribution costs. Direct material costs include raw materials used to make the female condom, principally polyurethane for FC and a latex hybrid for FC2. Indirect product costs include logistics, quality control, and maintenance expenses, as well as costs for helium, nitrogen, electricity and other utilities. All of the key components for the manufacture of the female condom are essentially available from either multiple sources or multiple locations within a source.

The Company has experienced increased costs of products, supplies, salaries and benefits, and increased general and administrative expenses. In the first three months of fiscal 2008, the Company has, where possible, increased selling prices to offset such increases in costs.

As noted above, the Company's manufacturing costs are subject to currency risks associated with changes in the exchange rate of British pounds sterling relative to the United States dollar. To date, the Company's management has not deemed it necessary to utilize currency hedging strategies to manage its currency risks. A decrease of the value of the U.S. dollar compared to British pounds sterling has the effect of increasing the Company's cost of sales and decreasing its gross profit margin.

RESULTS OF OPERATIONS

THREE MONTHS ENDED DECEMBER 31, 2007 COMPARED TO THREE MONTHS ENDED DECEMBER 31, 2006

The Company had net revenues of \$5,734,751 and net income attributable to common stockholders of \$813,968 or \$0.03 per share for the three months ended December 31, 2007 compared to net revenues of \$4,198,879 and net loss attributable to common stockholders of \$(226,924) or \$(0.01) per share for the three months ended December 31, 2006.

Gross profit increased \$1,087,718, or 85%, to \$2,366,116 for the three months ended December 31, 2007 from \$1,278,398 for the three months ended December 31, 2006. Gross profit for the quarter ending December 31, 2007 was positively impacted by product mix, with a significant number of FC2 units versus negligible FC2 sales in the quarter ended December 31, 2006. Further enhancing the gross margin was a more favorable FC average sales price per unit compared to the same period in fiscal year 2007.

Net revenues increased \$1,535,872, or 37%, for the three months ended December 31, 2007 compared with the same period last year. The strong revenue performance the Company experienced was attributable to significant growth in demand for the product.

Significant quarter to quarter variations result from time to time due to the timing and shipment of large orders and production scheduling rather than fundamental change in the business. The Company routinely notes the potential for such variations in its press releases and SEC filings.

Cost of goods sold increased \$448,154, or 15%, to \$3,368,635 for the three months ended December 31, 2007 from \$2,920,481 for the same period last year. The increase is due to increased unit sales.

Advertising and promotion expenditures decreased \$17,520 to \$41,518 for the three months ended December 31, 2007 from \$59,038 for the same period in the prior year. The decrease relates to decreased use of an outside consulting firm engaged for public relations.

Selling, general and administrative expenses increased \$120,762, or 9%, to \$1,493,824 for the three months ended December 31, 2007 from \$1,373,062 for the three months ended December 31, 2006. The slight increase was caused by increased employment costs related to new positions added within the past twelve months partially offset by reduced consulting fees.

Research and development cost increased \$36,425 to \$101,129 for the three months ended December 31, 2007 from \$64,704 for the same period in the prior year. The costs in the first quarter of fiscal 2007 relate primarily to initiating commercial production of FC2 in Malaysia and India, and the fiscal year 2008 expenditures relate to preparation of the FC2 PMA.

Factors That May Affect Operating Results and Financial Condition

The Company's future operating results and financial condition are dependent on the Company's ability to increase demand for the female condom and to cost-effectively manufacture sufficient quantities of the female condom. Inherent in this process are a number of factors that the Company must successfully manage in order to achieve favorable future results and improve its financial condition.

Reliance on a Single Product

The Company expects to derive the vast majority, if not all, of its future revenues from the female condom, its sole current product. While management believes the global potential for the female condom is significant, the ultimate level of consumer demand around the world is not yet known.

Distribution Network

The Company's strategy is to develop a global distribution network for the female condom by entering into partnership arrangements with financially secure companies with appropriate marketing expertise. This strategy has resulted in numerous in-country distributions in the public sector, particularly in Africa, Latin America and India. The Company has also entered into several agreements for the commercialization of the female condom in consumer sector markets around the world. However, the Company is dependent on country governments and global donors, as well as U.S. municipal and state public health departments to continue AIDS/HIV/STD prevention programs that include female condoms as a component of such programs. The Company's commercial market penetration is dependent on its ability to identify appropriate business partners who will effectively market and distribute the female condom within its contractual territory. Failure by the Company's partners to successfully market and distribute the female condom or failure of country governments to establish and sustain HIV/AIDS prevention programs which include distribution of female condoms, the Company's inability to secure additional agreements with global AIDS prevention organizations, or the Company's inability to secure agreements in new markets, either in the public or private sectors, could adversely affect the Company's financial condition and results of operations.

Inventory and Supply

All of the key components for the manufacture of the female condom are essentially available from either multiple sources or multiple locations within a source.

Global Market and Foreign Currency Risks

The Company manufactures FC in a leased facility located in London, England and FC2 in a leased facility located in Malaysia. A material portion of the Company's future sales are likely to be in foreign markets. Manufacturing costs and sales to foreign markets are subject to normal currency risks associated with changes in the exchange rate of foreign currencies relative to the United States dollar. For the first three months of fiscal 2008, 61% of the Company's net revenues, 79% of the Company's cost of products sold and 37% of the Company's operating expenses were affected by changes in the exchange rate of foreign currencies relative to the United States dollar.

For the first three months of fiscal 2008, the Company estimates that the favorable net impact of the exchange rate fluctuations was approximately \$39,000. On an ongoing basis, management continues to evaluate its commercial transactions and is prepared to employ currency hedging strategies when it believes such strategies are appropriate. In addition, some of the Company's future international sales may be in developing nations where dramatic political or economic changes are possible. Such factors may adversely affect the Company's results of operations and financial condition.

Government Regulation

The female condom is subject to regulation by the FDA pursuant to the federal Food, Drug and Cosmetic Act (the "FDC Act"), and by other state and foreign regulatory agencies. Under the FDC Act, medical devices must receive FDA clearance before they can be sold. FDA regulations also require the Company to adhere to certain "Good Manufacturing Practices," which include testing, quality control and documentation procedures. The Company's compliance with applicable regulatory requirements is monitored through periodic inspections by the FDA. The failure to comply with applicable regulations may result in fines, delays or suspensions of clearances, seizures or recalls of products, operating restrictions, withdrawal of FDA approval and criminal prosecutions. The Company's operating results and financial condition could be materially adversely affected in the event of a withdrawal of approval from the FDA.

Liquidity and Sources of Capital

In the first quarter of fiscal 2008, the Company generated \$1.3 million in positive cash flow from operations as a result of increased sales volume and improved gross margins. During the first quarter of fiscal 2007, cash used in operations was \$0.1 million as a result of a higher quarter-end receivable balances due to the timing of sales and inventory growth related to manufacturing expansion.

At December 31, 2007, the Company had working capital of \$7.7 million and stockholder's equity of \$8.2 million compared to working capital of \$7.2 million and stockholder's equity of \$7.4 million as of September 30, 2007.

The Company believes its current cash position is adequate to fund operations of the Company in the near future, although no assurances can be made that such cash will be adequate. However, the Company may sell equity securities to raise additional capital and may borrow funds under its Heartland Bank credit facility.

Presently, the Company has two revolving notes with Heartland Bank, expiring July 1, 2008, that allow the Company to borrow up to \$1,500,000. These notes were extended under the same terms as the initial notes dated May 19, 2004, with the exception of the interest rate which has been reduced to prime plus 1% (prime rate was 7.25% at December 31, 2007). No new warrants were issued as part of the extension of these notes. These notes are collateralized by substantially all of the assets of the Company. No amounts were outstanding under the revolving notes at December 31, 2007.

Impact of Inflation and Changing Prices

Although the Company cannot accurately determine the precise effect of inflation, the Company has experienced increased costs of product, supplies, salaries and benefits, and increased general and administrative expenses. In fiscal year 2007 and 2008 the Company has, where possible, increased selling prices to offset such increases in costs.

Controls and Procedures

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and the Company's Chief Financial Officer, of the effectiveness of the design and operation 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). Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective. It should be noted that in designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. The Company has designed its disclosure controls and procedures to reach a level of reasonable assurance of achieving desired control objectives and, based on the evaluation described above, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective at reaching that level of reasonable assurance.

There was no change in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities and Exchange Act of 1934, as amended) during the Company's most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

ITEMS 1-5

Item 2(c)

On January 17, 2007, the Company announced a Stock Repurchase Program under the terms of which up to a million shares of its common stock could be purchased during the subsequent twelve months. Through December 31, 2007, the Company has purchased 310,400 shares. The Board has approved the continuation of this program through December 31, 2008.

<u>Issuer Purchases of Equity Securities:</u>	<u>Details of Treasury Stock Purchases for the 12 Months</u>			
	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased As Part of Publicly Announced Program	Maximum Number of Shares that May Yet be Purchased Under the Program
Period:				
January 17, 2007 – September 30, 2007	173,400	\$ 2.12	173,000	826,600
October 1, 2007 – October 31, 2007	10,100	\$ 2.24	10,100	816,500
November 1, 2007 – November 30, 2007	-	-	-	
December 1, 2007 – December 31, 2007	126,900	\$ 2.62	126,900	689,600
Quarterly Subtotal	<u>137,000</u>	<u>\$ 2.59</u>	<u>137,000</u>	
Total	<u><u>310,400</u></u>	<u><u>\$ 2.33</u></u>	<u><u>310,400</u></u>	689,600

Item 6. EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
3.1	Amended and Restated Articles of Incorporation. (1)
3.2	Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company increasing the number of authorized shares of common stock to 27,000,000 shares. (2)
3.3	Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company increasing the number of authorized shares of common stock to 35,500,000 shares. (3)
3.4	Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company increasing the number of authorized shares of common stock to 38,500,000 shares. (4)
3.5	Amended and Restated By-Laws. (5)
4.1	Amended and Restated Articles of Incorporation (same as Exhibit 3.1).
4.2	Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company (same as Exhibit 3.2).
4.3	Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company increasing the number of authorized shares of common stock to 35,500,000 shares (same as Exhibit 3.3).
4.4	Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company increasing the number of authorized shares of common stock to 38,500,000 shares (same as Exhibit 3.4).
4.5	Articles II, VII and XI of the Amended and Restated By-Laws (included in Exhibit 3.5).
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 and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 (Section 906 of the Sarbanes-Oxley Act of 2002) (6)

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- (1) Incorporated herein by reference to the Company's Registration Statement on Form SB-2, filed with the Securities and Exchange Commission on October 19, 1999.
 - (2) Incorporated by reference to the Company's Registration Statement on Form SB-2, filed with the Securities and Exchange Commission on September 21, 2000.
 - (3) Incorporated by reference to the Company's Registration Statement on Form SB-2, filed with the Securities and Exchange Commission on September 6, 2002.
 - (4) Incorporated by reference to the Company's Quarterly Report on Form 10-QSB for the quarter ended December 31, 2003.
 - (5) Incorporated herein by reference to the Company's Registration Statement on Form S-18, as filed with the securities and Exchange Commission on May 25, 1990.
 - (6) This certification is not "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

SIGNATURES

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

THE FEMALE HEALTH COMPANY

DATE: February 13, 2008

/s/ O.B.Parrish

O.B. Parrish, Chairman and
Chief Executive Officer

DATE: February 13, 2008

/s/ Donna Felch

Donna Felch, Vice President and Chief
Financial Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, O.B. Parrish, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of The Female Health Company;

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 small business issuer as of, and for, the periods presented in this report;

4. The small business issuer'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)) for the small business issuer and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, 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) evaluated the effectiveness of the small business issuer'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

(c) disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. The small business issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer'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 small business issuer'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 small business issuer's internal control over financial reporting.

Date: February 13, 2008

/s/ O.B. Parrish

O.B. Parrish

Chief Executive Officer

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Donna Felch, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of The Female Health Company;

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 small business issuer as of, and for, the periods presented in this report;

4. The small business issuer'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)) for the small business issuer and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, 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) evaluated the effectiveness of the small business issuer'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

(c) disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. The small business issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer'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 adversely affect the small business issuer'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 small business issuer's internal control over financial reporting.

Date: February 13, 2008

/s/ Donna Felch

Donna Felch
Chief Financial Officer

Certification of Periodic Financial Report
Pursuant to 18 U.S.C. Section 1350

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned officers of The Female Health Company (the "Company") certifies that the Quarterly Report on Form 10-QSB of the Company for the quarter ended December 31 2007 fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and information contained in that Form 10-QSB fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 13, 2008

/s/ O.B. Parrish
O.B. Parrish
Chief Executive Officer

Dated: February 13, 2008

/s/ Donna Felch
Donna Felch
Chief Financial Officer

This certification is made solely for purpose of 18 U.S.C. Section 1350, subject to the knowledge standard contained therein, and not for any other purpose.
