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

FORM 10-Q/A
Amendment No. 1

(Mark One)

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

For the quarterly period ended September 30, 2020

or

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

For the transition period from _____ to _____

Commission File Number 0-53722

ZOOM TELEPHONICS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

04-2621506

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

101 Arch Street, Boston, Massachusetts

(Address of Principal Executive Offices)

02110

(Zip Code)

Registrant's Telephone Number, Including Area Code: **(617) 423-1072**

225 Franklin Street, Boston, Massachusetts 02110

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

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

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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

The number of shares outstanding of the registrant's Common Stock, \$.01 par value, as of November 10, 2020, was 24,058,642 shares.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A (this “Amended Filing”) amends the Quarterly Report on Form 10-Q for the period ended September 30, 2020, filed on November 13, 2020 (the “Original Filing”) by Zoom Telephonics, Inc. (the “Company”). The purpose of this Amended Filing is to revise Part I, Item 4 of the Original Filing to reflect management’s conclusion that the Company’s disclosure controls and procedures were not effective due to a material weakness in the Company’s internal control over financial reporting identified subsequent to the Original Filing.

Except as expressly set forth herein, this Amended Filing does not modify, amend, or update in any way the financial statements and other disclosures set forth in the Company’s Original Filing. As such, the Company’s unaudited condensed consolidated financial statements as of and for the three and nine-months ended September 30, 2020, which were included in the Original Filing, have not changed as a result of the identification of the material weakness. This Amended Filing should be read in conjunction with the Original Filing and the Company’s reports filed with the SEC subsequent to the Original Filing, including any amendments to those filings.

As required by Rule 12b-15 under the Securities and Exchange Act of 1934, as amended, we are also filing currently dated certifications by the Company’s Executive Chairman of the Board and Chief Financial Officer.

PART I—FINANCIAL INFORMATION

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company's disclosure controls and procedures were not effective due to a material weakness in the Company's internal control over financial reporting identified subsequent to the Original Filing. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

The material weakness relates to insufficient documentation and processes for confirming final approvals for the release of reviewed and approved financial statements prior to filing documents with the Securities and Exchange Commission (the "SEC"). The SEC requires a registrant to engage an independent accountant to review the registrant's interim financial information before the registrant files its quarterly report on Form 10-Q. Prior to final sign-off by the independent accountant, the Company filed the September 30, 2020 Form 10-Q. As a result, the Company has determined there is a material weakness that should be disclosed. The material weakness did not result in any financial statement modifications and there have been no changes to the Company's previously disclosed financial results.

Remediation Plan

Upon identifying the individual control deficiencies, the Company's management has taken actions to remediate the deficiencies that in combination resulted in the material weakness and to improve the design and effectiveness of the Company's financial reporting. The remediation activities include expanding the management and governance over financial reporting controls and implementing enhanced process controls on financial statement approvals.

PART II—OTHER INFORMATION

ITEM 6. EXHIBITS

Exhibit No.	Exhibit Description
31.1	Rule 13a-14(a) Certification of PEO.*
31.2	Rule 13a-14(a) Certification of PFO.*

* Changes from amendment and included herewith.

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.

ZOOM TELEPHONICS, INC.

(Registrant)

Date: November 13, 2020

By: /s/ JACQUELYN BARRY HAMILTON

Jacquelyn Barry Hamilton

Chief Financial Officer

(on behalf of Registrant and as Principal Financial Officer)