SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2000

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 Q4823

ACME UNITED CORPORATION
(Exact name of registrant as specified in its charter)

CONNECTICUT	06-0236700
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
75 Kings Highway Cutoff, Fairfield, Connecticut	06430
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (203) 332-7330

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 |X| No |_|

Registrant had 3,507,055 shares outstanding as of May 12, 2000 of its $2.50 par value Common Stock.

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ACME UNITED CORPORATION

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PART I. FINANCIAL INFORMATION

ACME UNITED CORPORATION

CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)
(all amounts in thousands, except per share data)

	March 31 2000	December 31 1999
ASSETS		
Current Assets:		
Cash and cash equivalents	$ -	$ 88
Accounts receivable, less allowance	7,020	6,702
Inventories:		
Finished goods	5,815	5,355
Work in process	871	649
Raw materials and supplies	2,155	2,294
	8,841	8,298
Prepaid expenses and other current assets	795	508
Total current assets	16,657	15,596
Property, plant and equipment:		
Land	182	191
Buildings	1,938	2,048
Machinery and equipment	8,438	8,616
	10,558	10,855
Less accumulated depreciation	6,781	6,869
	3,777	3,986
Other assets	990	993
Goodwill, less accumulated amortization	188	193
Total assets	$ 21,611	$ 20,767

See notes to condensed consolidated financial statements

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ACME UNITED CORPORATION

CONDENSED CONSOLIDATED BALANCE SHEETS - continued
(UNAUDITED)
(all amounts in thousands, except per share data)

	March 31 2000	December 31 1999
LIABILITIES		
Current Liabilities:		
Notes payable	$ 734	$ 691
Accounts payable	2,664	2,763
Other accrued liabilities	3,193	3,154
Current portion of long term debt	2,512	2,032
Total current liabilities	9,103	8,640
Long term debt, less current portion	5,178	5,012
Other	192	197
Total liabilities	14,473	13,849

STOCKHOLDERS' EQUITY Common stock, par value $2.50:
Authorized-8,000,000 shares
issued-3,612,062 shares,

including treasury stock	9,030	9,030
Additional paid-in capital	2,038	2,038
Retained-earnings deficit	(2,005)	(2,212)
Accumulated other comprehensive loss-translation adjustment	(1,278)	(1,290)
Treasury stock, at cost-105,007 shares	(648)	(648)
Total stockholders' equity	7,138	6,918
Total liabilities and stockholders' equity	$ 21,611	$ 20,767

See notes to condensed consolidated financial statements

ACME UNITED CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE INCOME
(UNAUDITED)
(all amounts in thousands, except per share data)

	Three Months Ended March 31	
	2000	1999
Revenues:		
Net sales	$ 8,041	$ 7,911
Other income	18	177
Total revenues	8,059	8,088
Costs and expenses:		
Cost of goods sold	5,222	6,052
Selling, general and administrative expenses	2,424	2,234
Interest expense	206	358
Total expenses	7,852	8,644
Income (loss) from continuing operations before income taxes	207	(556)
Income taxes	-	(14)
Income (loss) from continuing operations	207	(542)
Discontinued operations:		
Gain on sale of discontinued operations	-	2,101
Income from discontinued operations	-	198
	-	2,299
Net income	207	1,757
Other comprehensive income (expense) - foreign currency translation	12	(71)
Comprehensive income	$ 219	$ 1,686
Earnings (loss) per share:		
Continuing operations	$ 0.06	$ (0.16)
Discontinued operations	-	0.68
Net income	$ 0.06	$ 0.52
Diluted earnings (loss) per share:		
Continuing operations	$ 0.06	$ (0.16)
Discontinued operations	-	0.68
Net income	$ 0.06	$ 0.52
Weighted average number of common shares outstanding-denominator used for per share computations	3,507	3,377
Weighted average number of dilutive stock options outstanding	183	
Denominator for diluted per share computation	3,690	3,377

See notes to condensed consolidated financial statements

ACME UNITED CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(UNAUDITED)
(all amounts in thousands)

	Three Months Ended March 31	
	2000	1999
Operating Activities:		
Net income	$ 207	$ 1,757
Adjustments to reconcile net income to net cash provided (used) by operating activities:		
Gain on sale of discontinued operations	-	(2,101)
Depreciation	208	236
Amortization	5	3
Gain on disposal of property, plant, and equipment	(12)	-
Changes in operating assets and liabilities:		
Accounts receivable	(318)	(624)
Inventories	(543)	1,743
Prepaid expenses and other current assets	(287)	140
Other assets	3	(14)
Accounts payable	(99)	(800)
Other accrued liabilities	39	(1,209)
Net cash used by operating activities	(796)	(869)
Investing Activities:		
Capital expenditures	(70)	(242)
Proceeds from sale of property, plant, and equipment	60	-
Proceeds from sale of medical division	-	7,156
Net cash (used) provided by investing activities	(10)	6,914
Financing Activities:		
Net proceeds (payments) on short term borrowing arrangements	1,262	(7,321)
Borrowings of long term debt	325	1,786
Payments of long term debt	(870)	-
Net cash provided (used) by financing activities	717	(5,535)
Effect of exchange rate changes on cash	1	(1)
Net change in cash and cash equivalents	(88)	509
Cash and cash equivalents at beginning of period	88	40
Cash and cash equivalents at end of period	$ (0)	$ 549

See notes to condensed consolidated financial statements

Notes to CONDENSED CONSOLIDATED Financial Statements

(Unaudited)

Note 1 -- Basis of Presentation

In the opinion of management, the accompanying condensed consolidated financial statements contain all adjustments necessary to present fairly the financial position, results of operations and cash flows. However, the financial statements do not include all of the disclosures normally required by generally accepted accounting principles or those normally made in the Company's annual report on Form 10-K. Please refer to the Company's annual report on Form 10-K for the year ended December 31, 1999 for such disclosures. The condensed consolidated balance sheet as of December 31, 1999 was derived from the audited consolidated balance sheet as of that date. The results of operations for the three months ended March 31,2000 are not necessarily indicative of the results to be expected for the full year.

Note 2 -- Discontinued Operations

On March 22, 1999 the Company sold its medical business including customer lists, inventory, and certain equipment for approximately $8,156,000 realizing a gain of $2,101,000. The condensed consolidated statement of operations for the three months ended March 31, 1999 relating to the medical business follows:

Net sales	$ 2,101,000
Costs and expenses	1,903,000
Income from operations	$ 198,000
Earnings per share	$ 0.06

Income taxes related to the medical business were not material.

Note 3 -- Contingencies

The Company has been involved in certain environmental matters. Additionally, the Company has been involved in numerous legal actions relating to the use of certain latex products, which the Company distributes, but does not manufacture. The Company is one of many defendants. The Company has been released from the majority of the lawsuits. While five lawsuits remain, they are still in preliminary stages and it has not been determined whether the Company's products were involved. Based on information available, the Company believes that there will not be a material adverse impact on financial position, results of operations, or liquidity, from environmental and product liabilities, either individually or in aggregate.

Note 4 -- Debt and Liquidity

The Company has short-term lines of credit for its foreign subsidiaries which are renewable at various times throughout the remainder of 2000. The aggregate amount available under these lines is $1,029,000 of which $734,000 is outstanding at March 31, 2000.

Long term debt consisted of the following:

(all amounts in thousands)

	March 31 2000	December 31 1999
Notes payable:		
U.S. and Canada arrangements..........	$ 6,795	$ 5,225
Other................................	895	1,819
	7,691	7,044
Less current portion	2,512	2,032
	$ 5,178	$ 5,012

On January 19, 2000, the Company entered into a loan agreement (the Agreement) with a bank to refinance debt. Under the Agreement the Company may borrow up to $11,500,000 through January 19, 2003 (the maturity date) based on a formula which applies specific percentages to balances of accounts receivable and inventories. Throughout 2000, the Company expects to have a minimum of $4.4 million outstanding under this arrangement. Under the Agreement, the Company borrowed an additional $325,000 which is payable in monthly installments of $5,417, plus interest, from February 1, 2000 through November 1, 2002 and a final installment of $140,822, plus interest, due December 1, 2002. Amounts outstanding under the Agreement bear interest at varying rates as provided for in the Agreement.

Under a separate loan agreement with another bank which was amended January 19, 2000, the Company will repay $500,000, principal amount, of outstanding debt at that date in monthly installments of $13,889, plus interest at the prime rate, as defined, plus 2.5%, commencing February 1, 2000 through January 1, 2003.

The Company, among other things, is restricted with respect to dividends, additional borrowings, investments, mergers, distributions, and property and equipment acquisitions. Further, the Company is required to maintain specific amounts of tangible net worth, as defined, commencing January 19, 2000, and a specified debt service coverage ratio, as defined, and a fixed charge coverage ratio, as defined, commencing March 31, 2000. The Company was in compliance with all covenants as of March 31, 2000 and believes these financial covenants will be met for the remainder of the term of the loan.

Cash generated from operating activities, together with funds available under the Agreement, is expected, under current conditions, to be sufficient to finance the Company's planned operations in 2000.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the Three Months Ended March 31, 2000

Results of Operations

Net Sales

Traditionally, the Company's sales are stronger in the second and third quarters, and weaker in the first and fourth quarters of the fiscal year due to the seasonal nature of the business specific to the back-to-school season. Consolidated net sales for the quarter ended March 31, 2000 were $8,041,000 compared with $7,911,000 for 1999, or 2% higher. Beginning in the first quarter of 2000, the Company is classifying outgoing freight expense as selling expense. Such expenses were previously classified as a component of net sales. Outgoing freight expense for the quarter ended March 31, 1999 of $341,000 has been reclassified to conform with the current period presentation.

Domestic sales increased 6% to $5,319,000. Sales to all major customers were ahead of last year's levels and enhanced inventory management reduced the backlog from $569,000 in 1999 to $85,000 in 2000 which added to the sales growth.

International sales were 7% below 1999 levels. Strong sales growth in England was more than offset by weakness in Canada and Germany. A product rationalization of low margin products were the main reason for the decline in Canada. Also adding to the reduction in sales was a 9% negative foreign exchange decline in the German Mark.

Gross Profit

The gross profit for the first quarter of 2000 was $2,819,000 (35% of net sales) compared to $1,859,000 (23% of net sales) for the first quarter of 1999. Resourcing of scissor products to Asia coupled with aggressive purchasing practices and improved manufacturing efficiencies in the USA were the main reasons for the improved gross margins.

Selling, General and Administrative Expenses

Selling, general and administrative ("SG&A") expenses for the first quarter of 2000 were $2,424,000 (30.1% of net sales) compared with $2,234,000 (28.2% of net sales) for the same period of 1999, an increase of $189,000.

Net Income (Loss)

Net income from continuing operations for the first quarter of 2000 is $207,000, or 6 cents per share (basic and diluted) compared to a net loss of $542,000, or 16 cents per share (basic and diluted). Net income for the first quarter of 1999 was $1,757,000 or 52 cents per share (basic and diluted). The first quarter of 1999 included a $2,101,000 gain on the sale of the medical business.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS-Continued

For the Three Months Ended March 31, 2000

Financial Condition

Liquidity and Capital Resources

The Company's working capital, current ratio and long term debt to equity ratio follow:

	March 31, 2000	December 31, 1999
Working capital....................	$7,554,000	$6,956,481
Current ratio......................	1.83 to 1	1.81 to 1
Long-term debt to equity ratio......	.73	.72

During the first three months of 2000, total debt increased by $653,000 compared to total debt at December 31, 1999.

On January 19, 2000, the Company entered into a loan agreement (the Agreement) with a bank to refinance debt. Under the Agreement the Company may borrow up to $11,500,000 through January 19, 2003 (the maturity date) based on a formula which applies specific percentages to balances of accounts receivable and inventories. Throughout 2000, the Company expects to have a minimum of $4.4 million outstanding under this arrangement. Under the Agreement, the Company borrowed an additional $325,000 which is payable in monthly installments of $5,417, plus interest, from February 1, 2000 through November 1, 2002 and a final installment of $140,822, plus interest, due December 1, 2002. Amounts outstanding under the Agreement bear interest at varying rates as provided for in the Agreement.

Under a separate loan agreement with another bank which was amended January 19, 2000, the Company will repay $500,000, principal amount, of outstanding debt at that date in monthly installments of $13,889, plus interest at the prime rate, as defined, plus 2.5%, commencing February 1, 2000 through January 1, 2003.

The Company, among other things, is restricted with respect to dividends, additional borrowings, investments, mergers, distributions, and property and equipment acquisitions. Further, the Company is required to maintain specific amounts of tangible net worth, as defined, commencing January 19, 2000, and a specified debt service coverage ratio, as defined, and a fixed charge coverage ratio, as defined, commencing March 31, 2000. The Company believes these financial covenants will be met.

Capital expenditures for the next 12 months are not expected to be material and are expected to be financed by cash provided by investing activities and future operating activities.

Safe Harbor for Forward-looking Statements

Forward-looking statements in this report, including without limitation, statements related to the Company's plans, strategies, objectives, expectations, intentions and adequacy of resources, are made pursuant to the safe harbor provisions of the Private Securities litigation Reform Act of 1995. Investors are cautioned that such forward-looking statements involve risks and uncertainties including without limitation the following: (i) the Company's plans, strategies, objectives, expectations and intentions are subject to change at any time at the discretion of the Company; (ii) the Company's plans and results of operations will be affected by the Company's ability to manage its growth and inventory; (iii) other risks and uncertainties indicated from time to time in the Company's filings with the Securities and Exchange Commission.

PART II. OTHER INFORMATION

Item 1 -- Legal Proceedings

None.

Item 2 -- Changes in Securities

None.

Item 3 -- Defaults Upon Senior Securities

None.

Item 4 -- Submission of Matters to a Vote of Security Holders

A. The Annual Meeting was held on April 24, 2000.

B. The following individuals were elected Directors at the Meeting and comprise the entire Board.

	Votes for	Votes against	Votes withheld
George R. Dunbar	2,763,328	151,821	591,906
Richard Y. Holden, Jr.	2,763,468	151,681	591,906
Walter C. Johnsen	2,813,402	101,747	591,906
Wayne R. Moore	2,763,394	151,755	591,906
Brian Olschan	2,763,468	151,681	591,906
Gary D. Penisten	2,813,394	101,755	591,906

C. An amendment to the Employee Stock Option Plan was approved.

Votes for	Votes against	Votes withheld
2,520,007	111,786	875,262

Item 5 -- Other Information

None.

Item 6 -- Exhibits and Reports on Form 8-K

None.

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.

ACME UNITED CORPORATION

By /s/ WALTER C. JOHNSEN

Walter C. Johnsen
President and
Chief Executive Officer

Dated: May 12, 2000

By /s/ RONALD P. DAVANZO

Ronald P. Davanzo
Vice President and
Chief Financial Officer

Dated: May 12, 2000

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