

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

FORM 10-K

(Mark One)

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

For the fiscal year ended June 30, 2015

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 1-16027

**LANTRONIX**

**LANTRONIX, INC.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

33-0362767

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

7535 Irvine Center Drive, Suite 100, Irvine, California 92618

(Address of principal executive offices)

(949) 453-3990

(Registrant's telephone number, including area code)

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

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.0001 par value	The NASDAQ Stock Market LLC

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

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

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

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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

The aggregate market value of the registrant's common stock held by non-affiliates based upon the closing sales price of the common stock as reported by the NASDAQ Capital Market on December 31, 2014, the last trading day of the registrant's second fiscal quarter, was approximately \$11.8 million. The determination of affiliate status for this purpose shall not be a conclusive determination for any other purpose.

As of July 31, 2015, there were 15,104,710 shares of the registrant's common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive Proxy Statement on Schedule 14A relating to the registrant's 2015 annual meeting of stockholders, which will be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K, are incorporated by reference into Part III of this Annual Report on Form 10-K. With the exception of the portions of the Proxy Statement specifically incorporated herein by reference, the Proxy Statement and related proxy solicitation materials are not deemed to be filed as part of this Annual Report on Form 10-K.

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**LANTRONIX, INC.**  
**ANNUAL REPORT ON FORM 10-K**  
**For the Fiscal Year Ended June 30, 2015**

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\* Not required for a “smaller reporting company.”

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K for the fiscal year ended June 30, 2015, or the Report, contains forward-looking statements within the meaning of the federal securities laws, which statements are subject to substantial risks and uncertainties. These forward-looking statements are intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact included in this Report, or incorporated by reference into this Report, are forward-looking statements. Throughout this Report, we have attempted to identify forward-looking statements by using words such as “may,” “believe,” “will,” “could,” “project,” “anticipate,” “expect,” “estimate,” “should,” “continue,” “potential,” “plan,” “forecasts,” “goal,” “seek,” “intend,” other forms of these words or similar words or expressions or the negative thereof. In particular, this Report contains forward-looking statements relating to, among other things:

- predictions of or assumptions about earnings, revenues, expenses or other financial matters;
- forecasts of our liquidity position or available cash resources;
- plans or expectations with respect to our product development activities or business strategy;
- anticipated industry or competitive trends;
- demand for our products or for the products of our competitors;
- manufacturing forecasts, and the potential impact of our relationship with contract manufacturers and original equipment manufacturers on our business;
- our relationship with distributors;
- assumptions regarding the future cost and potential benefits of our research and development efforts;
- the impact of pending litigation; and
- assumptions underlying any of the foregoing.

We have based our forward-looking statements on our management’s current expectations and projections about trends affecting our business and industry and other future events. Although we do not make forward-looking statements unless we believe we have a reasonable basis for doing so, we cannot guarantee their accuracy. Forward-looking statements are subject to substantial risks and uncertainties that could cause our results or experiences, or future business, financial condition, results of operations or performance, to differ materially from our historical results or those expressed or implied in any forward-looking statement contained in this Report. Some of the risks and uncertainties that may cause actual results to differ from those expressed or implied in the forward-looking statements are described in “Risk Factors” in Item 1A of this Report, as well as in our other filings with the Securities and Exchange Commission, or the SEC. In addition, actual results may differ as a result of additional risks and uncertainties of which we are currently unaware or which we do not currently view as material to our business.

You should read this Report in its entirety, together with the documents that we file as exhibits to this Report and the documents that we incorporate by reference into this Report, with the understanding that our future results may be materially different from what we currently expect. The forward-looking statements we make speak only as of the date on which they are made. We expressly disclaim any intent or obligation to update any forward-looking statements after the date hereof to conform such statements to actual results or to changes in our opinions or expectations, except as required by applicable law or the rules of The NASDAQ Stock Market, LLC. If we do update or correct any forward-looking statements, investors should not conclude that we will make additional updates or corrections.

We qualify all of our forward-looking statements by these cautionary statements.

## PART I

### ITEM 1. BUSINESS

#### Overview

Lantronix, Inc. (the “Company,” “Lantronix,” “we,” “our,” or “us”) is a specialized networking company providing machine to machine (“M2M”) and Internet of Things (“IoT”) solutions. Our products deliver secure connectivity, device management and mobility for today’s increasingly connected world. By networking and managing devices and machines that have never before been connected, we enable our customers to realize the possibilities of the IoT.

We began as a developer of solutions that helped to access, manage and network-enable IT machines and devices. In 2001, the Company positioned itself as an early innovator in the M2M market by expanding its focus to develop solutions that would allow original equipment manufacturers (“OEMs”) and end-users to web-enable their non-PC machines and devices. During the fiscal year ended June 30, 2012, we adopted a new strategy which included renewed focus on product development for the IoT market. Today, we are known as a global provider of smart IoT solutions that enable businesses to make better decisions with high levels of security, management and mobility.

We provide a broad portfolio of products intended to enhance the value of electronic devices and machines. Our products are typically used by enterprise and commercial businesses, government institutions, telecommunication and utility companies, financial institutions, healthcare providers and individual consumers.

We conduct our business globally and manage our sales teams by four geographic regions: the Americas; Europe, Middle East, and Africa (“EMEA”); Asia Pacific; and Japan.

We were incorporated in California in 1989 and reincorporated in Delaware in 2000.

References in this Report to “fiscal 2015” refer to the fiscal year ended June 30, 2015 and references to “fiscal 2014” refer to the fiscal year ended June 30, 2014.

#### Our Strategy

We believe that the way companies conduct business will continue to change rapidly in response to the convergence of mobility and M2M systems enabled by the proliferation of networking technologies.

Our strategy is to leverage our networking expertise to capitalize on market transitions relating to the convergence of mobility and M2M deployments in the context of the IoT. Our strategy is primarily focused on the following market transitions:

- the increasing role of wireless networks for IoT communication;
- the desire to remotely access, monitor and manage machines and electronic devices; and
- the increasing importance of security in IoT deployments.

We plan to address these market transitions by offering products designed in close collaboration with Tier 1 lead customers that provide simple customization, manageability, and high levels of security and ruggedness.

We offer standard products and customized products as well as professional services to assist our customers in participating in the IoT marketplace.

Many of our “New Products”, defined as products that have been released since the start of the second quarter of the fiscal year ended June 30, 2012, have been designed to fulfill the needs created by these market transitions. Our New Products include families such as the EDS-MD, PremierWave<sup>®</sup> XC, PremierWave<sup>®</sup> XN, SLB<sup>™</sup>, SLC 8000, xDirect<sup>®</sup>, xPico<sup>®</sup>, xPico<sup>®</sup> Wi-Fi, xPrintServer<sup>®</sup> and xSenso<sup>®</sup>.

We organize our solutions into two product lines based on how they are marketed, sold and deployed: IoT Modules (previously referred to as OEM Modules) and Enterprise Solutions.

Our strategy includes expanding our sales channels and marketing efforts with the goal of selling our full portfolio of products worldwide. Historically, our IoT Modules have been sold across all of our significant geographic regions, however a large portion of our Enterprise Solutions revenue has been generated in the Americas region as our sales channel in the Americas has had the focus and expertise to sell these products. Since our fiscal year ended June 30, 2013, we have made efforts to improve our sales channels in regions outside of North America by expanding our distribution relationships. We believe that as we make progress in expanding our sales channels, we can increase the worldwide sales of our Enterprise Solutions.

## **Products and Solutions**

### *IoT Modules*

IoT Modules are electronic products that serve as building blocks embedded within modern electronic systems and equipment. Each module consists of one or more silicon integrated circuits combined with specialized firmware to provide a self-contained function. Many modules are pre-certified in a number of countries thereby significantly reducing the customer's regulatory certification costs and accelerating time to market. Our IoT Modules product line includes wired and wireless products that are designed to enhance the value and utility of modern electronic systems and equipment by providing secure network connectivity, application hosting, protocol conversion and other functions. The products are offered with a software suite intended to further decrease our customer's time-to-market and increase their value add. Among others, the following product families are included in our IoT Modules product line: MatchPort<sup>®</sup>, PremiereWave<sup>®</sup> EN, WiPort<sup>®</sup>, xPico<sup>®</sup>, xPico<sup>®</sup> Wi-Fi, and xPort<sup>®</sup>.

Our IoT Modules are typically sold to OEMs, original design manufacturers ("ODMs"), contract manufacturers and distributors. OEMs design and sell products under their own brand that are either manufactured by the OEM in-house or by third-party contract manufacturers. ODMs design and manufacture products for third parties, which then sell those products under their own brand. The design cycles using our IoT Modules typically range from 12 to 24 months and can generate revenue for the entire life-cycle of an end-user's product.

### *Enterprise Solutions*

Our Enterprise Solutions consist of electronic products that typically connect to one or more existing machines and devices and provide network connectivity or additional functionality. Our Enterprise Solutions are designed to enhance the value and utility of machines and devices by making the data from them available to users, systems and processes or by controlling their properties and features over the network. Our Enterprise Solutions primarily serve three markets: IoT Gateways, IT Infrastructure Management and Mobile Printing, based on the target application while relying on a common set of core technologies such as network connectivity, routing, switching and remote management. IoT Gateways encompass our line of wired and wireless device servers and terminal servers that add network connectivity to legacy or existing machines and intelligent gateways that add application hosting, protocol conversion and secure access for distributed Enterprise IoT deployments. IT Infrastructure Management includes console management, power management, keyboard video mouse (KVM) products that provide out-of-band management access to IT and networking infrastructure deployed in data centers and server rooms. Mobile Printing covers the lineup of print servers that enhances the installed base of printers to work with Google Cloud Print and Apple Airprint. The following product families are included in our Enterprise Solutions product line: EDS, PremierWave<sup>®</sup> XC, PremierWave<sup>®</sup> XN, SLB<sup>™</sup>, SLC<sup>™</sup>, SLP<sup>™</sup>, Spider<sup>™</sup>, UDS, xDirect<sup>®</sup>, xPress<sup>™</sup>, xPrintServer<sup>®</sup>, and xSenso<sup>®</sup>.

Enterprise Solutions are typically sold through value added resellers ("VARs"), systems integrators, distributors, e-tailors and to a lesser extent to OEMs. Sales are often project-based and may result in significant quarterly fluctuations.

## **Net Revenue by Product Line**

We have one operating and reportable business segment. A summary of our net revenue by product line is found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7 of this Report, which is incorporated herein by reference. A discussion of factors potentially affecting our net revenue and other operating results is set forth in "Risk Factors" in Item 1A of this Report, which is incorporated herein by reference.

## **Sales Channels**

We sell our products primarily through a global network of distributors and VARs. To a lesser extent, we sell products directly to OEMs and end users.

### *Distributors*

Distributors resell our products to a wide variety of resellers and end customers including OEMs, ODMs, VARs, systems integrators, consumers, online retailers, IT resellers, corporate customers and government entities. We have been working to expand our distribution network by entering into new distribution relationships and extending existing relationships, with respect to both geographic scope and product line coverage.

Our larger distributors, based on sales volume, include Ingram Micro, Atlantik Elektronik, Arrow Electronics, Tech Data, and Acal. We also maintain relationships with many other distributors in the Americas, EMEA, Asia Pacific, and Japan.

#### *VARs and Other Resellers*

Our Enterprise Solutions products, and, to a lesser extent our IoT Modules, are often sold by industry-specific system integrators and other VARs, who often obtain our products from our distributors. Additionally, our products are sold by direct market resellers such as CDW, ProVantage, and Amazon.com.

#### *Direct Sales*

We sell products directly to larger OEMs and other end users. We also maintain an ecommerce site for direct sales at [store.lantronix.com](http://store.lantronix.com).

#### **Customer and Geographic Concentrations**

A discussion concerning sales to our significant customers and related parties, sales within geographic regions as a percentage of net revenue and sales to significant countries as a percentage of net revenue is set forth in Note 9 of the Notes to our Consolidated Financial Statements in Item 8 of this Report, which is incorporated herein by reference. A discussion of factors potentially affecting our customer and geographic concentrations is set forth in “Risk Factors” in Item 1A of this Report, which is incorporated herein by reference.

#### **Sales and Marketing**

We sell our products through both an internal sales force and third-party manufacturers’ representatives. Our internal sales force, which includes sales managers, inside sales personnel and field applications engineers in major regions throughout the world, manages our relationships with our sales partners, identifies and develops major new sales opportunities and increases penetration at existing high potential accounts. We implement marketing programs, tools and services to generate sales leads and increase demand for our products.

#### **Manufacturing**

Our manufacturing operations are primarily conducted through third-party contract manufacturers. We utilize the following contract manufacturers primarily located in China to manufacture most of our products: AsteelFlash Group; Hana Microelectronics; and Universal Global Technology Co., Ltd.; In addition, we use eSilicon Corporation to manage Taiwan Semiconductor Manufacturing Company, Ltd., a third-party foundry located in Taiwan, which manufactures our large scale integration chips. We manufacture certain products with final assembly in the U.S. to meet trade compliance requirements.

Our contract manufacturers source raw materials, components and integrated circuits, in accordance with our specifications and forecasts, and perform printed circuit board assembly, final assembly, functional testing and quality control. Our products are manufactured to our designs with standard and custom components. Most of these components are available from multiple vendors. However, we have several single-sourced supplier relationships, either because alternative sources are not available or because the relationship is advantageous to us.

#### **Research and Development**

Our research and development efforts are focused on the development of hardware and software technology to differentiate our products and enhance our competitive position in the markets we serve. Product research and development is done both in-house and with outsourced resources.

	<b>Years Ended June 30,</b>	
	<b>2015</b>	<b>2014</b>
	<b>(In thousands)</b>	
Research and development expenses	<u>\$ 6,923</u>	<u>\$ 6,746</u>

#### **Competition**

Our industry is highly competitive and characterized by rapid technological advances and evolving industry standards. The market can be affected significantly by new product introductions and marketing activities of industry participants. We believe that we compete for customers on the basis of product features, software capabilities, company reputation, brand recognition, technical support, relationships with partners, quality, reliability, product development capabilities, price and availability. A discussion of factors potentially affecting our ability to compete in the markets in which we operate is set forth in “Risk Factors” in Item 1A of this Report, which is incorporated herein by reference.

## Intellectual Property Rights

We believe that a considerable portion of the value of the Company is resident in our intellectual property. We have developed proprietary methodologies, tools, processes and software in connection with delivering our products and services. We protect our intellectual property through a combination of patents, copyrights, trademarks, trade secrets, licenses, non-disclosure agreements and contractual provisions. We enter into a non-disclosure and confidentiality agreement with each of our employees, consultants and third parties that have access to our proprietary technology. Pursuant to assignment of inventions agreements, all of our employees and consultants assign to us all intellectual property rights for the relevant inventions created in connection with such person's employment or contract with the Company. We currently hold United States and international patents covering various aspects of our products, with additional patent applications pending.

## United States and Foreign Government Regulation

Many of our products are subject to certain mandatory regulatory approvals in the regions in which our products are deployed. In particular, wireless products must be approved by the relevant government authority prior to these products being offered for sale. In addition, certain jurisdictions have regulations requiring products to use environmentally friendly components. Some of our products employ security technology, which is subject to various U.S. export restrictions.

## Employees

As of July 31, 2015, we had 110 full time employees, none of whom is represented by a labor union. We have not experienced any labor problems resulting in a work stoppage and believe we have good relations with our employees.

## Available Information

Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Proxy Statements on Schedule 14A and other reports and information that we file or furnish pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are available free of charge on our website at [www.lantronix.com](http://www.lantronix.com) as soon as reasonably practicable after filing or furnishing such reports with the SEC. The public may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling 1-800-SEC-0330. The SEC also maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding issuers that file electronically. The Company's audit committee charter; corporate governance and nominating committee charter; and compensation committee charter are also posted on the Company's website at [www.lantronix.com](http://www.lantronix.com) under "Investor Relations." The contents of the Company's website are not incorporated by reference into this Report. References to our website address in this Report are inactive textual references only.

## Executive Officers of the Registrant

The following table presents the names, ages, and positions held by our executive officers. There are no family relationships between any of our directors or executive officers. Executive officers serve at the discretion of the board of directors.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Kurt F. Busch	44	President and Chief Executive Officer
Jeremy R. Whitaker	44	Chief Financial Officer
Michael A. Fink	44	Vice President of Operations
Daryl R. Miller	54	Vice President of Engineering
Robert O. Robinson	54	Vice President of Worldwide Sales
Kurt E. Scheuerman	47	Vice President, General Counsel and Secretary

KURT F. BUSCH has served as our President and Chief Executive Officer since August 2011, and as a member of our board of directors since November 2012. Mr. Busch served from October 2006 to August 2011 in senior leadership positions at Mindspeed Technologies, a leading supplier of semiconductor solutions for network infrastructure applications. From November 2007 to August 2011, he served as Senior Vice President and General Manager of the high performance analog division at Mindspeed. From October 2006 to November 2007 he served as Mindspeed's Vice President of Marketing and Applications. Since 1990, Mr. Busch has worked in the networking communications industry. His experience includes business development roles at Analog Devices as well as roles in engineering, sales, marketing and general management at Digital Equipment Corporation, Intel and two start-ups. He earned a Bachelor of Science degree in electrical and computer engineering and a Bachelor of Science degree in biological science from the University of California at Irvine. Mr. Busch received his Masters of Business Administration from Santa Clara University in 1998.



JEREMY R. WHITAKER has served as our Chief Financial Officer since September 2011. Mr. Whitaker returned to Lantronix after serving as Vice President, Corporate Controller at Mindspeed from January 2011 to September 2011. Mr. Whitaker previously served as our Vice President of Finance and Accounting from September 2010 to January 2011, where he was responsible for managing all worldwide finance and accounting functions. Mr. Whitaker also served as our Senior Director of Finance and Accounting from February 2006 to September 2010 and our Director of Finance and Accounting from August 2005 to February 2006. Prior to August 2005, Mr. Whitaker held vice president and director level finance and accounting positions with two publicly-traded companies, and worked in the assurance practice for six years at Ernst & Young LLP. Mr. Whitaker earned a Bachelor of Arts in business administration with a concentration in accounting from the California State University at Fullerton and a Masters of Science degree in accountancy, from the University of Notre Dame's Mendoza College of Business.

MICHAEL A. FINK joined Lantronix in February of 2012 as Vice President of Operations. From April 2010 to February 2012, Mr. Fink served as Director of Operations for Networking and Communication Products for Inphi, an analog semiconductor company. From July 2008 to March 2010, Mr. Fink was Executive Director of Product and Test Engineering at Sierra Monolithics, a supplier of analog and mixed-signal semiconductors. Mr. Fink also served as Executive Director of Product and Test Engineering at Mindspeed from October 2005 to July 2008. Prior to that he held management positions at Peregrine Semiconductor and Analog Devices. Mr. Fink earned a Bachelor of Science degree in electronic engineering from the California Polytechnic State University at San Luis Obispo.

DARYL R. MILLER joined Lantronix in January 2000 and has served as our Vice President of Engineering since March 2008. Mr. Miller served as our Interim Vice President of Engineering from October 2007 to March 2008. Prior to this, Mr. Miller served as Director and a Senior Director within the Engineering Department. Before joining Lantronix, Mr. Miller spent 14 years at Tektronix and held several positions within the Microprocessor Development and Computer Graphics/Networking divisions, and as Worldwide Director of Service and Support for Network Computing Devices (NCD). Mr. Miller holds a Bachelor of Science degree with honors in business information systems and Masters of Business Administration from the University of California, Irvine, where he graduated Dean's Scholar and Beta Gamma Sigma.

ROBERT O. ROBINSON joined Lantronix in October 2011 as Vice President of Worldwide Sales. From 2009 to 2011, Mr. Robinson served as Vice President of Enterprise Sales and Marketing for GlobalTRACK, a wireless M2M provider. He was Vice President of Sales at Crossbow Technology (now a division of Moog), a supplier of low-cost smart sensor technology, from 2007 to 2009. Prior to that, he held various sales and general management positions with technology companies, including D-Link, Arrow Electronics and Ingram Micro. Mr. Robinson holds a Bachelor of Science degree in business and management from Pepperdine University.

KURT E. SCHEUERMAN has served as our Vice President and General Counsel since November 2012, and as Corporate Secretary since February 2013. Prior to joining Lantronix, Mr. Scheuerman served as Vice President, General Counsel and Corporate Secretary of DDi Corp., a publicly-held printed circuit board manufacturer, from October 2005 to July 2012. From 2000 to 2005, Mr. Scheuerman was an associate with the international law firm of Paul Hastings LLP, where his practice emphasized corporate finance, securities regulation and other transactional work. Prior to that, he practiced corporate and transactional law as an associate in two regional law firms and served a clerkship with the Oregon Supreme Court. He earned a Bachelor of Arts degree in rhetoric from the University of California at Berkeley and received his Juris Doctorate from the University of Oregon, where he graduated Order of the Coif.

## ITEM 1A. RISK FACTORS

*We operate in a rapidly changing environment that involves numerous risks and uncertainties. Before deciding to purchase, hold or sell our common stock, you should carefully consider the risks described in this section, as well as other information contained in this Report and in our other filings with the SEC. This section should be read in conjunction with the consolidated financial statements and accompanying notes thereto, and Management's Discussion and Analysis of Financial Condition and Results of Operations included in this Report. If any of these risks or uncertainties actually occurs, our business, financial condition, results of operations or prospects could be materially harmed. In that event, the market price for our common stock could decline and you could lose all or part of your investment. In addition, risks and uncertainties not presently known to us or that we currently deem immaterial may also adversely affect our business.*

***Certain of our products are sold into mature markets, which could limit our ability to continue to generate revenue from these products. Our ability to sustain and grow our business depends on our ability to develop, market, and sell new products.***

Certain of our products are sold into mature markets that are characterized by a trend of declining demand. As the overall market for these products decreases due to the adoption of new technologies, we expect that our revenues from these products will continue to decline. As a result, our future prospects will depend on our ability to develop and successfully market new products that address new and growing markets. Failure by us to develop new products or failure to achieve widespread customer acceptance of such new products could cause us to lose market share and cause our revenues to decline. There can be no assurance that we will not experience difficulties that could delay or prevent the successful development, introduction, marketing and sale of new products or product enhancements. Factors that could cause delays include regulatory and/or industry approvals, product design cycle and failure to identify products or features that customers demand. In addition, the introduction and sale of new products often involves a significant technical evaluation, and we often face delays because of our customers' internal procedures for evaluating and deploying new technologies. For these and other reasons, the sales cycle associated with new products is typically lengthy, often lasting six to 24 months and sometimes longer. Therefore, there can be no assurance that the introduction or announcement of new product offerings by us will achieve any significant or sustainable degree of market acceptance or result in increased revenue in the near term.

***Our revenue may be subject to fluctuations based on the level of significant one-time purchases.***

Many of our customers make significant one-time hardware purchases for large projects that are not repeated. As a result, our revenue may be subject to significant fluctuations based on whether we are able to close significant sales opportunities. Our failure to complete one or a series of significant sales opportunities in a particular fiscal period could have a material adverse effect on our revenue for that period. For instance, in fiscal 2014, our revenue was impacted negatively by the delay of certain purchases that we expected to occur.

***We may experience significant fluctuation in our revenue because the timing of large orders placed by some of our customers is often project-based.***

Our operating results fluctuate because we often receive large orders from customers that coincide with the timing of the customer's project. Sales of our products and services may be delayed if customers delay approval or commencement of projects due to budgetary constraints, internal acceptance review procedures, timing of budget cycles or timing of competitive evaluation processes. In addition, sometimes our customers make significant one-time hardware purchases for projects which are not repeated. We sell primarily on a purchase-order basis rather than pursuant to long-term contracts, and we expect fluctuations in our revenues as a result of one-time purchases to continue in the future. In addition, our sales may be subject to significant fluctuations based on the acceleration, delay or cancellation of customer projects, or our failure to complete one or a series of significant sales opportunities. Because a significant portion of our operating expenses are fixed, even a single order can have a disproportionate effect on our quarterly revenues and operating results. As a result of the factors discussed above, and due to the complexities of the industry in which we operate, it will be difficult for us to forecast demand for our current or future products with any degree of certainty, which means it will be difficult for us to forecast our sales. If our quarterly or annual operating results fall below the expectations of investors or securities analysts, the price of our common stock could decline substantially.

***The lengthy sales cycle for our products and services and delay in customer completion of projects, make the timing of our revenues difficult to predict.***

We have a lengthy sales cycle for many of our products that generally extends between six and 24 months and sometimes longer due to a lengthy customer evaluation and approval process. The length of the sales cycle can be affected by factors over which we have little or no control, including the user's budgetary constraints, timing of the user's budget cycles, and concerns by the user about the introduction of new products by us or by our competitors. As a result, sales cycles for user orders vary substantially from user to user. The lengthy sales cycle is one of the factors that has caused and may continue to cause our revenues and operating results to vary significantly from quarter to quarter. In addition, we may incur substantial expenses and devote significant management effort and expense to develop potential relationships that do not result in agreements or revenues and may prevent us from pursuing other opportunities. Accordingly, excessive delays in sales could be material and adversely affect our business, financial condition or results of operations.

***The nature of our products, customer base and sales channels causes us to lack visibility regarding future demand for our products, which makes it difficult for us to predict our revenues or operating results.***

We use forecasts based on anticipated product orders to manage our manufacturing and inventory levels and other aspects of our business. However, several factors contribute to a lack of visibility with respect to future orders, including:

- the lengthy and unpredictable sales cycle for our products that can extend from six to 24 months or longer;
- the project-driven nature of many of our customers' requirements;
- the fact that we primarily sell our products indirectly through distributors;
- the uncertainty of the extent and timing of market acceptance of our new products;
- the requirement to obtain industry certifications or regulatory approval for our products;
- the lack of long-term contracts with our customers;
- the diversity of our product lines and geographic scope of our product distribution;
- the fact that we have some customers who make single, non-recurring purchases; and
- the fact that a large number of our customers typically purchase in small quantities.

This lack of visibility impacts our ability to forecast our requirements. If we overestimate our customers' future requirements for products, we may have excess inventory, which would increase our costs and potentially require us to write-off inventory that becomes obsolete. Additionally, if we underestimate our customers' future requirements, we may have inadequate inventory, which could interrupt and delay delivery of our products to our customers and could cause our revenues to decline. If any of these events occur, they could prevent us from achieving or sustaining profitability.

***We may need additional capital and it may not be available on acceptable terms, or at all.***

To remain competitive, we must continue to make significant investments to operate our business and develop our products. Our future capital requirements will depend on many factors, including the timing and amount of our net revenue, research and development expenditures, expenses associated with any strategic partnerships or acquisitions and infrastructure investments, and expenses related to litigation, each of which could negatively affect our ability to generate additional cash from operations. If cash generated from operations is insufficient to satisfy our working capital requirements, we may need to raise additional capital. Looking ahead at long-term needs, we may need to raise additional funds for a number of purposes, including:

- to fund working capital requirements;
- to update, enhance or expand the range of products we offer;
- to increase our sales and marketing activities; or
- to respond to competitive pressures or perceived opportunities, such as investment, acquisition and international expansion activities.

We may seek additional capital from public or private offerings of our capital stock, borrowings under our existing or future credit lines or other sources. If we issue equity or debt securities to raise additional funds, our existing stockholders may experience dilution, and the new equity or debt securities may have rights, preferences and privileges senior to those of our existing stockholders. In addition, if we raise additional funds through collaborations, licensing, joint ventures, or other similar arrangements, it may be necessary to relinquish valuable rights to our potential future products or proprietary technologies, or grant licenses on terms that are not favorable to us. There can be no assurance that we will be able to raise any such capital on terms acceptable to us, if at all. If we are unable to secure such additional financing, we may not be able to develop or enhance our products, take advantage of future opportunities, respond to competition or continue to operate our business.

***The terms of our amended credit facility may restrict our financial and operational flexibility and, in certain cases, our ability to operate.***

The terms of our amended credit facility restrict, among other things, our ability to incur additional indebtedness, pay dividends or make certain other restricted payments, consummate certain asset sales, enter into certain transactions with affiliates, merge or consolidate with other persons, or sell, assign, transfer, lease, convey or otherwise dispose of all or substantially all of our assets. Further, we are currently and may in the future be required to maintain specified financial ratios, including a Minimum Tangible Net Worth ("Minimum TNW") covenant and satisfy certain financial conditions. Our ability to meet those financial ratios and tests can be affected by events beyond our control, and there can be no assurance that we will meet those tests. Pursuant to our amended credit agreement and the related loan and security agreement, we have pledged substantially all of our assets to our lender, Silicon Valley Bank ("SVB").

***We have a history of losses.***

We incurred net losses of approximately \$2.8 million and \$933,000 for fiscal 2015 and 2014, respectively. There can be no assurance that we will generate net profits in future periods. Further, there can be no assurance that we will be cash flow positive in future periods. In the event we fail to achieve profitability in future periods, the value of our common stock may decline. In addition, if we were unable to achieve or maintain positive cash flows, we would be required to seek additional funding, which may not be available on favorable terms, if at all.

***Delays in qualifying product revisions of existing products at certain of our customers could result in the delay or loss of sales to those customers, which could negatively impact our business and financial results.***

Our industry is characterized by intense competition, rapidly evolving technology and continually changing customer preferences and requirements. As a result, we frequently develop and introduce new versions of our existing products.

Prior to purchasing our products, some of our customers require that products undergo a qualification process, which may involve testing of the products in the customer's system. A subsequent revision to a product's hardware or firmware, changes in the manufacturing process or the selection of a new supplier by us may require a new qualification process, which may result in delays in sales to customers, loss of sales, or having us holding excess or obsolete inventory.

After products are qualified, it can take additional time before the customer commences volume production of components or devices that incorporate our products. If we are unsuccessful or delayed in qualifying any new or revised products with a customer, such failure or delay would preclude or delay sales of such product to the customer, and could negatively impact our financial results. In addition, new revisions to our products could cause our customers to alter the timing of their purchases, by either accelerating or delaying purchases, which could result in fluctuations of net revenue from quarter to quarter.

***Our quarterly operating results may fluctuate, which could cause our stock price to decline.***

We have experienced, and expect to continue to experience, significant fluctuations in net revenue, expenses and operating results from quarter to quarter. We therefore believe that quarter to quarter comparisons of our operating results are not a good indication of our future performance, and you should not rely on them to predict our future operating or financial performance or the future performance of our stock. A high percentage of our operating expenses are relatively fixed and are based on our forecast of future revenue. If we were to experience an unexpected reduction in net revenue in a quarter, we would likely be unable to adjust our short-term expenditures significantly. If this were to occur, our operating results for that fiscal quarter would be harmed. In addition, if our operating results in future fiscal quarters were to fall below the expectations of equity analysts and investors, the price of our common stock would likely fall.

***The trading price of our common stock may be volatile based on a number of factors, many of which are not under our control.***

The trading price of our common stock has been highly volatile. The common stock price fluctuated from a low of \$1.51 to a high of \$2.40 in fiscal 2015. Our stock price could be subject to wide fluctuations in response to a variety of factors, many of which are out of our control, including:

- adverse change in domestic or global economic conditions;
- new products or services offered by us or our competitors;
- our completion of or failure to complete significant one-time sales of our products;
- actual or anticipated variations in quarterly operating results;
- changes in financial estimates by securities analysts;
- announcements of technological innovations;
- our announcement of significant acquisitions, strategic partnerships, joint ventures or capital commitments;
- conditions or trends in the industry;
- additions or departures of key personnel;
- mergers and acquisitions; and
- sales of common stock by our stockholders or us or repurchases by us.

In addition, the NASDAQ Capital Market often experiences price and volume fluctuations. These fluctuations often have been unrelated or disproportionate to the operating performance of companies listed on the NASDAQ Capital Market.

***Delays in deliveries or quality problems with our component suppliers could damage our reputation and could cause our net revenue to decline and harm our results of operations.***

We and our contract manufacturers are responsible for procuring raw materials for our products. Our products incorporate some components and technologies that are only available from single or limited sources of supply. Depending on a limited number of suppliers exposes us to risks, including limited control over pricing, availability, quality and delivery schedules. Moreover, due to the limited amount of our sales, we may not be able to convince suppliers to continue to make components available to us unless there is demand for such components from their other customers. If any one or more of our suppliers cease to provide us with sufficient quantities of components in a timely manner or on terms acceptable to us, we would have to seek alternative sources of supply and we may have difficulty identifying additional or replacement suppliers for some of our components.

In particular, some of our integrated circuits are only available from a single source and in some cases are no longer being manufactured. From time to time, integrated circuits, and potentially other components used in our products, will be phased out of production by the manufacturer. When this happens, we attempt to purchase sufficient inventory to meet our needs until a substitute component can be incorporated into our products. Nonetheless, we may be unable to purchase sufficient components to meet our demands, or we may incorrectly forecast our demands, and purchase too many or too few components. In addition, our products use components that have in the past been subject to market shortages and substantial price fluctuations. From time to time, we have been unable to meet customer orders because we were unable to purchase necessary components for our products. We do not have long-term supply arrangements with most of our vendors to obtain necessary components or technology for our products and instead purchase components on a purchase order basis. If we are unable to purchase components from these suppliers, product shipments could be prevented or delayed, which could result in a loss of sales. If we are unable to meet existing orders or to enter into new orders because of a shortage in components, we will likely lose net revenues and risk losing customers and harming our reputation in the marketplace, which could adversely affect our business, financial condition or results of operations.

***We outsource substantially all of our manufacturing to contract manufacturers in Asia. If our contract manufacturers are unable or unwilling to manufacture our products at the quality and quantity we request, our business could be harmed.***

We use contract manufacturers based in Asia to manufacture substantially all of our products. Our reliance on third-party manufacturers exposes us to a number of significant risks, including:

- reduced control over delivery schedules, quality assurance, manufacturing yields and production costs;
- lack of guaranteed production capacity or product supply;
- reliance on these manufacturers to maintain competitive manufacturing technologies;
- unexpected changes in regulatory requirements, taxes, trade laws and tariffs;
- reduced protection for intellectual property rights in some countries;
- differing labor regulations;
- disruptions to the business, financial stability or operations, including due to strikes, labor disputes or other disruptions to the workforce, of these manufacturers;
- compliance with a wide variety of complex regulatory requirements;
- fluctuations in currency exchange rates;
- changes in a country's or region's political or economic conditions;
- effects of terrorist attacks abroad;
- greater difficulty in staffing and managing foreign operations; and
- increased financial accounting and reporting burdens and complexities.

From time to time, we may transition the manufacturing of certain products from one contract manufacturer to another. When we do this, we may incur substantial expenses, risk material delays or encounter other unexpected issues.

***If we lose the services of any of our contract manufacturers or suppliers, we may not be able to obtain alternate sources in a timely manner, which could harm our customer relations and adversely affect our net revenue and results of operations.***

Generally, we do not have long-term agreements with our contract manufacturers or suppliers. If any of these subcontractors or suppliers were to cease doing business with us, we might not be able to obtain alternative sources in a timely or cost-effective manner. Due to the amount of time that it usually takes us to qualify contract manufacturers and suppliers, we could experience delays in product shipments if we are required to find alternative subcontractors and suppliers. Some of our suppliers have or provide technology or trade secrets, the loss of which could be disruptive to our procurement and supply processes. If a competitor should acquire one of our contract manufacturers or suppliers, or if a contract manufacturer or supplier were to agree to conduct business with a competitor on an exclusive basis, we could be subjected to more difficulties in maintaining or developing alternative sources of supply of some components or products. Any problems that we may encounter with the delivery, quality or cost of our products from our contract manufacturers or suppliers could cause us to lose net revenue, damage our customer relationships and harm our reputation in the marketplace, each of which could materially and adversely affect our business, financial condition or results of operations.

***We depend on distributors to generate a majority of our sales and complete order fulfillment.***

Resale of products through distributors accounts for a substantial majority of our worldwide net revenues. In addition, sales through our top five distributors accounted for approximately 50% of our net revenues in fiscal 2015. A significant reduction of effort by one or more distributors to sell our products or a material change in our relationship with one or more distributors may reduce our access to certain end customers and adversely affect our ability to sell our products. Furthermore, if a key distributor materially defaults on a contract or otherwise fails to perform, our business and financial results would suffer.

In addition, the financial health of our distributors and our continuing relationships with them are important to our success. Current economic conditions may adversely impact the financial health of some of these distributors. This could result in the insolvency of certain distributors, the inability of distributors to obtain credit to finance the purchase of our products, or cause distributors to delay payment of their obligations to us and increase our credit risk exposure. Our business could be harmed if the financial health of these distributors impairs their performance and we are unable to secure alternate distributors.

***Our ability to sustain and grow our business depends in part on the success of our channel partner distributors and resellers.***

A substantial part of our revenues is generated through sales by channel partner distributors and resellers. To the extent our channel partners are unsuccessful in selling our products or if we are unable to obtain and retain a sufficient number of high-quality channel partners, our operating results could be materially and adversely affected. In addition, our channel partners may also market, sell and support products and services that are competitive with ours, and may devote more resources to the marketing, sales and support of such products. They also may have incentives to promote our competitors' products in lieu of our products, particularly for our competitors with larger volumes of orders, more diverse product offerings and a longer relationship with our distributors and resellers. In these cases, one or more of our important channel partners may stop selling our products completely or may significantly decrease the volume of products they sell on our behalf. Our channel partner sales structure also could subject us to lawsuits, potential liability and reputational harm if, for example, any of our channel partners misrepresents the functionality of our products or services to customers, violate laws or our corporate policies. If we fail to effectively manage our existing or future sales channel partners effectively, our business and operating results could be materially and adversely affected.

***We expect the average selling prices of our products to decline and raw material costs may increase, which could reduce our net revenue and gross margins and adversely affect results of operations.***

In the past, we have experienced reductions in the average selling prices and gross margins of our products, and we expect that this will continue for our products as they mature. We expect competition to continue to increase, and we anticipate this could result in additional downward pressure on our pricing. Our average selling prices for our products might also decline as a result of other reasons, including promotional programs introduced by us or our competitors and customers who negotiate price concessions. We also may not be able to increase the price of our products if the prices of components or our overhead costs increase. In addition, we may be unable to adjust our prices in response to currency exchange rate fluctuations or in response to price increases by our suppliers, resulting in lower gross margins. Further, as is characteristic of our industry, the average selling prices of our products have historically decreased over the products' life cycles and we expect this pattern to continue. If any of these were to occur, our gross margins could decline and we might not be able to reduce the cost to manufacture our products to keep up with the decline in prices.

***If we are unable to sell our inventory in a timely manner, it could become obsolete, which could require us to increase our reserves, or write off obsolete inventory, and harm our operating results.***

At any time, competitive products may be introduced with more attractive features or at lower prices than ours. If this occurs, and for other reasons, we may not be able to accurately forecast demand for our products and our inventory levels may increase. There is a risk that we may be unable to sell our inventory in a timely manner to avoid it becoming obsolete. In the event we are required to substantially discount our inventory or are unable to sell our inventory in a timely manner, we would be required to increase our inventory reserves or write-off obsolete inventory and our operating results could be substantially harmed.

***Our failure to compete successfully in our highly competitive market could result in reduced prices and loss of market share.***

The market in which we operate is intensely competitive, subject to rapid technological advances and highly sensitive to evolving industry standards. The market can also be affected significantly by new product and technology introductions and marketing and pricing activities of industry participants. Our products compete directly with products produced by a number of our competitors. Many of our competitors and potential competitors have greater financial and human resources for marketing and product development, more experience conducting research and development activities, greater experience obtaining regulatory approval for new products, larger distribution and customer networks, more established relationships with contract manufacturers and suppliers, and more established reputations and name recognition. For these and other reasons, we may not be able to compete successfully against our current or potential future competitors. In addition, the amount of competition we face in the marketplace may change and grow as the market for M2M networking solutions grows and new entrants enter the marketplace. Present and future competitors may be able to identify new markets more rapidly, adapt new technologies faster, develop and commercialize products more quickly, and gain market acceptance of products with greater success. As a result of these competitive factors, we may fail to meet our business objectives and our business, financial condition and operating results could be materially and adversely affected.

***Our products may contain undetected software or hardware errors or defects that could lead to an increase in our costs, reduce our net revenue or damage our reputation.***

We currently offer warranties ranging from one to five years on each of our products. Our products could contain undetected software or hardware errors or defects. If there is a product failure, we might have to replace all affected products without being able to book revenue for replacement units, or we might have to refund the purchase price for the units. Regardless of the amount of testing we undertake, some errors might be discovered only after a product has been installed and used by customers. Any errors discovered after commercial release could result in loss of net revenue and claims against us. Significant product warranty claims against us could harm our business, reputation and financial results and cause the price of our stock to decline.

***Our inability to obtain appropriate telecommunications carrier certifications, industry certifications or approvals from governmental regulatory bodies could impede our ability to grow revenues in our wireless products.***

The sale of our wireless products in certain geographical markets is sometimes dependent on the ability to gain telecommunications carrier certifications and/or approvals by certain governmental bodies. In addition, many of our products are certified as meeting various industry quality and/or compatibility standards. Failure to obtain these certifications or approvals, or delays in receiving such certification or approvals, could impact our ability to compete effectively or at all in these markets and could have an adverse impact on our revenues.

***If software that we license or acquire from the open source software community and incorporate into our products were to become unavailable or no longer available on commercially reasonable terms, it could adversely affect sales of our products, which could disrupt our business and harm our financial results.***

Certain of our products contain software developed and maintained by third-party software vendors or which are available through the “open source” software community. We also expect that we may incorporate software from third-party vendors and open source software in our future products. Our business would be disrupted if this software, or functional equivalents of this software, were either no longer available to us or no longer offered to us on commercially reasonable terms. In either case, we would be required to either redesign our products to function with alternate third-party software or open source software, or develop these components ourselves, which would result in increased costs and could result in delays in our product shipments. Furthermore, we might be forced to limit the features available in our current or future product offerings.

***We face risks associated with our international operations that could impair our ability to grow our revenues abroad as well as our overall financial condition.***

We believe that our future growth is dependent in part upon our ability to increase sales in international markets. These sales are subject to a variety of risks, including fluctuations in currency exchange rates, tariffs, import restrictions and other trade barriers, unexpected changes in regulatory requirements, longer accounts receivable payment cycles, potentially adverse tax consequences, and export license requirements. In addition, we are subject to the risks inherent in conducting business internationally, including political and economic instability and unexpected changes in diplomatic and trade relationships. In many markets where we operate, business and cultural norms are different than those in the United States, and practices that may violate laws and regulations applicable to us such as the Foreign Corrupt Practices Act (“FCPA”), unfortunately are more commonplace. Although we have implemented policies and procedures with the intention of ensuring compliance with these laws and regulations, our employees, contractors and agents, as well as channel partners involved in our international sales, may take actions in violation of our policies. Many of our vendors and strategic business allies also have international operations and are subject to the risks described above. Even if we are able to successfully manage the risks of international operations, our business may be adversely affected if one or more of our business partners are not able to successfully manage these risks. There can be no assurance that one or more of these factors will not have a material adverse effect on our business strategy and financial condition.

***Our failure to comply effectively with regulatory laws pertaining to our foreign operations could have a material adverse effect on our revenues and profitability.***

We are required to comply with U.S. government export regulations in the sale of our products to foreign customers, including requirements to properly classify and screen our products against a denied parties list prior to shipment. We are also required to comply with the provisions of the FCPA and all other anti-corruption laws, such as the UK Anti-Bribery Act, of all other countries in which we do business, directly or indirectly, including compliance with the anti-bribery prohibitions and the accounting and recordkeeping requirements of these laws. Violations of the FCPA or other similar laws could trigger sanctions, including ineligibility for U.S. government insurance and financing, as well as large fines. Failure to comply with the aforementioned regulations could also deter us from selling our products in international jurisdictions, which could have a material adverse effect on our revenues and profitability.

***Our failure to comply effectively with the requirements of applicable environmental legislation and regulation could have a material adverse effect on our revenues and profitability.***

Certain states and countries have passed regulations relating to chemical substances in electronic products and requiring electronic products to use environmentally friendly components. For example, the European Union has the Waste Electrical and Electronic Equipment Directive (“WEEE”), the restrictions of Hazardous Substances Directive (“RoHS”) and the Regulation on Registration, Evaluation, Authorisation and Restriction of Chemicals (“REACH”). In the future, China and other countries including the United States are expected to adopt further environmental compliance programs. In order to comply with these regulations, we may need to redesign our products to use different components, which may be more expensive, if they are available at all. If we fail to comply with these regulations, we may not be able to sell our products in jurisdictions where these regulations apply, which could have a material adverse effect on our revenues and profitability.

***Foreign currency exchange rates may adversely affect our results.***

We are exposed to market risk primarily related to foreign currencies and interest rates. In particular, we are exposed to changes in the value of the U.S. dollar versus the local currency in which our products are sold and our services are purchased, including devaluation and revaluation of local currencies. Accordingly, fluctuations in foreign currency rates could adversely affect our revenues.

In particular, the uncertainty with respect to the ability of certain European countries to continue to service their sovereign debt obligations and the related European financial restructuring efforts may cause the value of the Euro and other European currencies to fluctuate. If the value of European currencies, including the Euro, deteriorates, thus reducing the purchasing power of European customers, our sales could be adversely affected.

***Current or future litigation could adversely affect us.***

We are subject to a wide range of claims and lawsuits in the course of our business. Any lawsuit may involve complex questions of fact and law and may require the expenditure of significant funds and the diversion of other resources. The results of litigation are inherently uncertain, and adverse outcomes are possible.

In particular, litigation regarding intellectual property rights occurs frequently in our industry. The results of litigation are inherently uncertain, and adverse outcomes are possible. Adverse outcomes may have a material adverse effect on our business, financial condition or results of operations.

There is a risk that other third parties could claim that our products, or our customers’ products, infringe on their intellectual property rights or that we have misappropriated their intellectual property. In addition, software, business processes and other property rights in our industry might be increasingly subject to third- party infringement claims as the number of competitors grows and the functionality of products in different industry segments overlaps. Other parties might currently have, or might eventually be issued, patents that pertain to the proprietary rights we use. Any of these third parties might make a claim of infringement against us. The results of litigation are inherently uncertain, and adverse outcomes are possible.

Responding to any infringement claim, regardless of its validity, could:

- be time-consuming, costly and/or result in litigation;
- divert management’s time and attention from developing our business;
- require us to pay monetary damages, including treble damages if we are held to have willfully infringed;
- require us to enter into royalty and licensing agreements that we would not normally find acceptable;
- require us to stop selling or to redesign certain of our products; or
- require us to satisfy indemnification obligations to our customers.

If any of these occur, our business, financial condition or results of operations could be adversely affected.

***We may not be able to adequately protect or enforce our intellectual property rights, which could harm our competitive position or require us to incur significant expenses to enforce our rights.***

We rely primarily on a combination of laws, such as patent, copyright, trademark and trade secret laws, and contractual restrictions, such as confidentiality agreements and licenses, to establish and protect our proprietary rights. Despite any precautions that we have taken:

- laws and contractual restrictions might not be sufficient to prevent misappropriation of our technology or deter others from developing similar technologies;
- other companies might claim intellectual property rights based upon prior use that negatively impacts our ability to enforce our trademarks and patents;
- policing unauthorized use of our patented technology and trademarks is difficult, expensive and time-consuming, and we might be unable to determine the extent of this unauthorized use;



Also, the laws of some of the countries in which we market and manufacture our products offer little or no effective protection of our proprietary technology. Reverse engineering, unauthorized copying or other misappropriation of our proprietary technology could enable third parties to benefit from our technology without paying us for it. Consequently, we may be unable to prevent our proprietary technology from being exploited by others in the U.S. or abroad, which could require costly efforts to protect our technology. Policing the unauthorized use of our technology, trademarks and other proprietary rights is expensive, difficult and, in some cases, impracticable. Litigation may be necessary in the future to enforce or defend our intellectual property rights, to protect our trade secrets or to determine the validity and scope of the proprietary rights of others. Such litigation could result in substantial costs and diversion of management resources, either of which could harm our business. Accordingly, despite our efforts, we may not be able to prevent third parties from infringing upon or misappropriating our intellectual property, which may harm our business, financial condition and results of operations.

***The impact of natural disasters could negatively impact our supply chain and customers resulting in an adverse impact to our revenues and profitability.***

Certain of our components and other materials used in producing our products are from regions susceptible to natural disasters. A natural disaster could damage equipment and inventory at our suppliers' facilities, adversely affecting our supply chain. If we are unable to obtain these materials, we could experience a disruption to our supply chain that would hinder our ability to produce our products in a timely manner, or cause us to seek other sources of supply, which may be more costly or which we may not be able to procure on a timely basis. In addition, our customers may not follow their normal purchasing patterns or temporarily cease purchasing from us due to impacts to their businesses in the region, creating unexpected fluctuations or decreases in our revenues and profitability. Natural disasters in other parts of the world on which our operations are reliant also could have material adverse impacts on our business.

***Business interruptions could adversely affect our business.***

Our operations and those of our suppliers are vulnerable to interruption by fire, earthquake, power loss, telecommunications failure, cyber security breaches, IT systems failure, terrorist attacks and other events beyond our control. A substantial portion of our facilities, including our corporate headquarters and other critical business operations, are located near major earthquake faults and, therefore, may be more susceptible to damage if an earthquake occurs. We do not carry earthquake insurance for direct earthquake-related losses. If a business interruption occurs, our business could be materially and adversely affected.

***If our products become subject to cyber security breaches, or if public perception is that they are vulnerable to cyber-attacks, our reputation and business could suffer.***

We could be subject to liability or our reputation could be harmed if technologies integrated into our products fail to prevent cyber-attacks, or if our partners or customers fail to safeguard the systems with security policies that conform to industry best practices. In addition, any cyber-attack or security breach that affects a competitor's products could lead to the negative perception that our solutions are or could be subject to similar attacks or breaches.

***Acquisitions, strategic partnerships, joint ventures or investments may impair our capital and equity resources, divert our management's attention or otherwise negatively impact our operating results.***

We may pursue acquisitions, strategic partnerships and joint ventures that we believe would allow us to complement our growth strategy, increase market share in our current markets and expand into adjacent markets, broaden our technology and intellectual property and strengthen our relationships with distributors OEMs and ODMs. Any future acquisition, partnership, joint venture or investment may require that we pay significant cash, issue equity or incur substantial debt. Acquisitions, partnerships or joint ventures may also result in the loss of key personnel and the dilution of existing stockholders to the extent we are required to issue equity securities. In addition, acquisitions, partnerships or joint ventures require significant managerial attention, which may be diverted from our other operations. These capital, equity and managerial commitments may impair the operation of our business. Furthermore, acquired businesses may not be effectively integrated, may be unable to maintain key pre-acquisition business relationships, may not result in an increase in revenues or earnings or the delivery of new products, may contribute to increased fixed costs, and may expose us to unanticipated liabilities. If any of these occur, we may fail to meet our business objectives and our business, financial condition and operating results could be materially and adversely affected.

***If we are unable to attract, retain or motivate key senior management and technical personnel, it could seriously harm our business.***

Our financial performance depends substantially on the performance of our executive officers and of key engineers, marketing and sales employees. We are particularly dependent upon our technical personnel, due to the specialized technical nature of our business. If we were to lose the services of our executive officers or any of our key personnel and were not able to find replacements in a timely manner, our business could be disrupted, other key personnel might decide to leave, and we might incur increased operating expenses associated with finding and compensating replacements.

***We may experience difficulties associated with utilizing third-party logistics providers.***

A majority of our physical inventory management process, as well as the shipping and receiving of our inventory, is performed by third-party logistics providers in Los Angeles, California and Hong Kong. There is a possibility that these third-party logistics providers will not perform as expected and we could experience delays in our ability to ship, receive, and process the related data in a timely manner. This could adversely affect our financial position, results of operations, cash flows and the market price of our common stock.

Relying on third-party logistics providers could increase the risk of the following: failing to receive accurate and timely inventory data, theft or poor physical security of our inventory, inventory damage, ineffective internal controls over inventory processes or other similar business risks out of our immediate control.

***Cyber security breaches and other disruptions could compromise our information and expose us to liability, which could cause our business and reputation to suffer.***

In the ordinary course of our business, we collect and store sensitive data, including intellectual property, our proprietary business information and that of our customers, suppliers and business partners, and personally identifiable information of our employees, on our networks. The secure processing, maintenance and transmission of this information is critical to our operations. Despite our security measures, our information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise our networks and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, disrupt our operations, damage our reputation, and cause a loss of confidence in our products and services, which could adversely affect our business.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 2. PROPERTIES**

Until July 2015, we leased approximately 33,000 square feet for our corporate headquarters in Irvine, California. In July 2015 we moved our corporate headquarters and we now lease approximately 27,000 square feet in Irvine, California. Our corporate headquarters includes sales, marketing, research and development, operations and administrative functions. Our lease agreement for our corporate headquarters expires in November 2020. In addition, we have sales offices in the Netherlands, Japan, China and Hong Kong.

We believe our existing facilities are adequate to meet our needs. If additional space is needed in the future, we believe that suitable space will be available on commercially reasonable terms.

**ITEM 3. LEGAL PROCEEDINGS**

From time to time we are involved in various legal and government proceedings incidental to our business. These proceedings are in various procedural stages. We believe as of the date of this Report that provisions or accruals made for any potential losses, to the extent estimable, are adequate and that any liabilities or costs arising out of these proceedings are not likely to have a materially adverse effect on our financial position, results of operations or liquidity. However, the outcome of legal proceedings is inherently uncertain, and if unfavorable outcomes were to occur, there is a possibility that they could, individually or in the aggregate, have a materially adverse effect on our financial position, results of operations or liquidity.

**ITEM 4. MINE SAFETY DISCLOSURES**

None.

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

#### Price Range of Common Stock

Our common stock is traded on the NASDAQ Capital Market under the symbol "LTRX." The number of holders of record of our common stock as of July 31, 2015 was approximately 23. The following table sets forth, for the periods indicated, the high and low sales prices for our common stock:

	<b>High</b>	<b>Low</b>
<b>Fiscal Year Ended June 30, 2015</b>		
First Quarter	\$ 2.40	\$ 1.76
Second Quarter	2.05	1.76
Third Quarter	2.27	1.61
Fourth Quarter	1.84	1.51
<b>Fiscal Year Ended June 30, 2014</b>		
First Quarter	\$ 1.77	\$ 1.37
Second Quarter	2.10	1.31
Third Quarter	3.31	1.53
Fourth Quarter	2.20	1.76

#### Dividend Policy

We have never declared or paid cash dividends on our common stock. We do not anticipate paying any cash dividends on our common stock in the foreseeable future, and we intend to retain any future earnings for use in the expansion of our business and for general corporate purposes. Any future decision to declare or pay dividends will be made by our board of directors in its sole discretion and will depend upon our financial condition, operating results, capital requirements and other factors that our board of directors deems appropriate at the time of its decision.

#### Issuer Repurchases

We did not repurchase any shares of our common stock during fiscal 2015.

### ITEM 6. SELECTED FINANCIAL DATA

Not required for a "smaller reporting company."

### ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion and analysis in conjunction with our consolidated financial statements and the related notes included in Item 8 of this Report. This discussion and analysis contains forward-looking statements that are based on our management's current beliefs and assumptions, which statements are subject to substantial risks and uncertainties. Our actual results may differ materially from those expressed or implied by these forward-looking statements as a result of many factors, including those discussed in "Risk Factors" in Item 1A of this Report. Please also see "Cautionary Note Regarding Forward Looking Statements" at the beginning of this Report.*

#### Overview

Lantronix, Inc. (the "Company," "Lantronix," "we," "our," or "us") is a specialized networking company providing machine to machine ("M2M") and Internet of Things ("IoT") solutions. Our products deliver secure connectivity, device management and mobility for today's increasingly connected world. By networking and managing devices and machines that have never before been connected, we enable our customers to realize the possibilities of the IoT.

We provide a broad portfolio of products intended to enhance the value of electronic devices and machines. Our products are typically used by enterprise and commercial businesses, government institutions, telecommunication and utility companies, financial institutions, healthcare providers and individual consumers.

We organize our solutions into two product lines based on how they are marketed, sold and deployed: IoT Modules (previously referred to as OEM Modules) and Enterprise Solutions. We conduct our business globally and manage our sales teams by geography, according to four regions: the Americas; Europe, Middle East, and Africa (“EMEA”); Asia Pacific; and Japan.

### **Recent Accounting Pronouncements**

Refer to Note 1 of Notes to Consolidated Financial Statements included in Item 8 of this Report for a discussion of recent accounting pronouncements.

### **Critical Accounting Policies and Estimates**

The preparation of financial statements and related disclosures in accordance with U.S. generally accepted accounting principles requires us to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of net revenue and expenses during the reporting period. We regularly evaluate our estimates and assumptions related to net revenue, allowances for doubtful accounts, sales returns and allowances, inventory valuation, valuation of deferred income taxes, goodwill valuation, warranty reserves, litigation and other contingencies. We base our estimates and assumptions on historical experience and on various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. To the extent there are material differences between our estimates and the actual results, our future results of operations will be affected.

We believe the following critical accounting policies require us to make significant judgments and estimates in the preparation of our consolidated financial statements:

#### *Revenue Recognition*

We recognize revenue when all of the following criteria are met: persuasive evidence of an arrangement exists; delivery has occurred or services have been rendered; our price to the buyer is fixed or determinable; and collectability is reasonably assured.

Establishing accruals for product returns and pricing adjustments requires the use of judgment and estimates that impact the amount and timing of revenue recognition. When product revenue is recognized, we establish an estimated allowance for future product returns based primarily on historical returns experience. We also record reductions of revenue for pricing adjustments, such as competitive pricing programs and rebates, in the same period that the related revenue is recognized, based on approved pricing adjustments and historical experience. Actual product returns or pricing adjustments that differ from our estimates could result in increases or decreases to our net revenue.

A significant portion of our sales are made to distributors under agreements which contain a limited right to return unsold products and price adjustment provisions. Given these provisions, we have concluded the price to the customer is not fixed and determinable at the time we deliver products to these distributors. Accordingly, revenue and the related cost of revenue from sales to these distributors is not recognized until the distributor resells the product. These distributor customers provide us with periodic data regarding product, price, quantity and customers when products are shipped to their customers, as well as quantities of our products that they still have in stock.

From time to time, we may enter into arrangements with customers that provide for multiple deliverables that generally include the sale of products, professional engineering services and other product qualification or certification services (collectively, the “deliverables”). Pursuant to the applicable accounting guidance, when multiple deliverables in an arrangement are separated into different units of accounting, the arrangement consideration is allocated to the identified separate units that have stand-alone value at the inception of the contract based on a relative selling price hierarchy. We determine the relative selling price for a deliverable based on its vendor-specific objective evidence of selling price (“VSOE”), if available, third-party evidence (“TPE”), if VSOE is not available, and our best estimate of selling price (“BESP”), if neither VSOE nor TPE is available. Determining the BESP for a deliverable requires significant judgment and consideration of various factors including market conditions, items contemplated during negotiation of customer arrangements as well as internally developed pricing models. Significant judgment is also required in determining whether an arrangement includes multiple elements, and if so, whether VSOE or TPE of fair value exists for those elements. We recognize the relative fair value of the deliverables as they are delivered assuming all other revenue recognition criteria are met. In any period, a portion of revenue may be recorded as unearned due to elements of an arrangement that are undelivered. Changes to the elements in an arrangement, the ability to identify VSOE, TPE or BESP for those elements, and the fair value of the respective elements could materially impact the amounts of earned and unearned revenue we record.

#### *Warranty Reserve*

The standard warranty periods for our products typically range from one to five years. We establish reserves for estimated product warranty costs at the time revenue is recognized based upon our historical warranty experience, and additionally for any known product warranty issues. Although we engage in extensive product quality programs and processes, our warranty obligation is affected by product failure rates, use of materials or service delivery costs that differ from our estimates. As a result, increases or decreases to warranty reserves could be required, which could impact our gross margins.

#### *Allowance for Doubtful Accounts*

We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. Our evaluation of the collectability of customer accounts receivable is based on various factors. In cases where we are aware of circumstances that may impair a specific customer's ability to meet its financial obligations subsequent to the original sale, we will record an allowance against amounts due. For all other customers, we estimate an allowance for doubtful accounts based on the length of time the receivables are past due, our history of bad debts and general industry conditions. If a major customer's credit worthiness deteriorates, or our customers' actual defaults exceed our estimates, our financial results could be impacted.

#### *Inventory Valuation*

We value inventories at the lower of cost (on a first-in, first-out basis) or market, whereby we make estimates regarding the market value of our inventories, including an assessment of excess and obsolete inventories. We determine excess and obsolete inventories based on an estimate of the future sales demand for our products within a specified time horizon, generally twelve months. The estimates we use for demand are also used for near-term capacity planning and inventory purchasing. In addition, specific reserves are recorded to cover risks in the area of end of life products, inventory located at our contract manufacturers, deferred inventory in our sales channel and warranty replacement stock. If actual product demand or market conditions are less favorable than our estimates, additional inventory write-downs could be required, which would increase our cost of revenue and reduce our gross margins.

#### *Valuation of Deferred Income Taxes*

We have recorded a valuation allowance to reduce our net deferred tax assets to zero, primarily due to historical net operating losses and uncertainty of generating future taxable income. We consider estimated future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for a valuation allowance. If we determine that it is more likely than not that we will realize a deferred tax asset that currently has a valuation allowance, we would be required to reverse the valuation allowance, which would be reflected as an income tax benefit in our consolidated statements of operations at that time.

#### *Goodwill Impairment Testing*

We evaluate goodwill for impairment on an annual basis in our fiscal fourth quarter or more frequently if we believe indicators of impairment exist that would more likely than not reduce the fair value of our single reporting unit below its carrying amount. In performing our goodwill impairment testing, we first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If we conclude that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, we conduct a two-step goodwill impairment test. The first step of the impairment test involves comparing the estimated fair value of our single reporting unit with its carrying value, including goodwill. If the carrying amount of the reporting unit exceeds the reporting unit's fair value, we perform the second step of the analysis, which involves comparing the implied fair value of the reporting unit's goodwill with the carrying value of that goodwill, the difference of which represents the impairment loss. The determination of the reporting unit's fair value requires significant management judgment and estimates. We generally use valuation techniques based on our market capitalization and multiples of revenue for similar companies. In addition, in estimating the reporting unit's fair value we may consider its expected future earnings (i.e., a discounted cash flow method of valuation), which would generally include an estimate of a control premium. A control premium is the amount that a buyer is willing to pay over the current market price of a company as indicated by the traded price per share (i.e., market capitalization), in order to acquire a controlling interest. If our actual financial results are not consistent with our assumptions and judgments used in estimating the fair value of our reporting unit, we may be exposed to goodwill impairment losses.

During the fourth quarter of fiscal 2015, we made a qualitative assessment of whether goodwill impairment exists. Since we did not determine that it was more likely than not that the fair value of our single reporting unit is less than its carrying amount, we were not required to perform the two-step goodwill impairment test. As of June 30, 2015, our book value was \$18.7 million while our market capitalization was \$24.9 million.

### Share-Based Compensation

We record share-based compensation in the statements of operations as an expense, based on the estimated grant date fair value of our share-based awards, whereby such fair values are amortized to expense over the requisite service period. Our share-based awards are currently comprised of common stock options and restricted stock units granted under our stock incentive plan and common stock purchase rights granted under our employee stock purchase plan. The fair value of our common stock options and stock purchase rights is generally estimated on the grant date using the Black-Scholes-Merton (“BSM”) option-pricing formula. While utilizing the BSM model meets established requirements, the estimated fair values generated by the model may not be indicative of the actual fair values of our share-based awards as it does not consider certain factors important to those awards to employees, such as continued employment and periodic vesting requirements as well as limited transferability. The determination of the fair value of share-based awards utilizing the BSM model is affected by our stock price and a number of assumptions, including the expected term, expected volatility, risk-free interest rate and expected dividend yields. The expected term of our stock options is generally estimated using the simplified method, as permitted by guidance issued by the Securities and Exchange Commission (“SEC”). The expected volatility is based on the historical volatility of our stock price. The risk-free interest rate assumption is based on the U.S. Treasury interest rates appropriate for the expected term of our stock options and stock purchase rights. The fair value of our restricted stock units is based on the closing market price of our common stock on the date of grant. If factors change and we employ different assumptions, share-based compensation expense may differ significantly from what we have recorded in the past. If there are any modifications or cancellations of the underlying unvested share-based awards, we may be required to accelerate, increase or cancel any remaining unearned share-based compensation expense.

### Results of Operations - Summary

“New Products” are defined as products that have been released since the start of the second quarter of the fiscal year ended June 30, 2012. All other products are referred to as Legacy Products.

References to “fiscal 2015” refer to the fiscal year ended June 30, 2015 and references to “fiscal 2014” refer to the fiscal year ended June 30, 2014.

For fiscal 2015, our net revenue declined by approximately \$1.6 million, or 3.6%, as compared to fiscal 2014, as revenue contribution from our New Products was not large enough to outpace the decline in our Legacy Products and weakness in capital spending at a few large customers. The decline in Legacy Products was partially offset by 48% growth in New Product revenue during fiscal 2015. Our net loss was \$2.8 million for fiscal 2015 compared to a net loss of \$933,000 in fiscal 2014. The increase in net loss was driven by (i) the decrease in net revenue and (ii) the decrease in gross profit as a percent of revenue (referred to as “gross margin”) from 50.0% to 47.3%, primarily resulting from charges for excess inventories and changes in our product mix.

### Results of Operations - Fiscal Years Ended June 30, 2015 and 2014

#### Net Revenue

The following tables present our net revenue by product line and geographic region:

	Years Ended June 30,						Total Change	
	2015			2014			\$	%
	IoT Modules	Enterprise Solutions	Total	IoT Modules	Enterprise Solutions	Total		
(In thousands, except percentages)								
New Products	\$ 1,288	\$ 5,474	\$ 6,762	\$ 691	\$ 3,867	\$ 4,558	\$ 2,204	48.4%
Legacy Products	19,942	16,242	36,184	20,743	19,245	39,988	(3,804)	(9.5%)
	<u>\$ 21,230</u>	<u>\$ 21,716</u>	<u>\$ 42,946</u>	<u>\$ 21,434</u>	<u>\$ 23,112</u>	<u>\$ 44,546</u>	<u>\$ (1,600)</u>	<u>(3.6%)</u>

	Years Ended June 30,					
	2015			2014		
	IoT Modules	Enterprise Solutions	Total	IoT Modules	Enterprise Solutions	Total
(In thousands)						
Americas	\$ 8,491	\$ 14,688	\$ 23,179	\$ 8,191	\$ 15,625	\$ 23,816
EMEA	8,389	4,544	12,933	8,334	4,874	13,208
Asia Pacific	2,178	1,256	3,434	2,412	1,408	3,820
Japan	2,172	1,228	3,400	2,497	1,205	3,702
	<u>\$ 21,230</u>	<u>\$ 21,716</u>	<u>\$ 42,946</u>	<u>\$ 21,434</u>	<u>\$ 23,112</u>	<u>\$ 44,546</u>

### IoT Modules

Fiscal 2015 net revenue from our IoT Modules product line decreased due primarily to a decline in Legacy Product sales, partially offset by an increase in New Product sales. The decrease in Legacy Product sales were driven primarily by decreased unit sales of three of our product families: (i) Micro in the Americas and Asia Pacific regions, (ii) WiPort in the Asia Pacific Region and Japan, (iii) xPort in the EMEA region and Japan. The overall decrease in net revenue in this product line was partially offset by increased unit sales of the xPico (New) and xPort Pro product families in the Americas region and the xPico WiFi (New) product family in the EMEA region.

### Enterprise Solutions

Fiscal 2015 net revenue from our Enterprise Solutions product line decreased primarily due to a decrease in our Legacy Products, such as the SLC, EDS, xPress and UDS, as well as a decrease in sales of the xPrintServer (New) product family. We also saw weakness in capital spending at a few large customers. The overall decrease in this product line's net revenues was partially offset by growth in unit sales for many of our New Products, including the new SLB, EDS-MD, SLC8000 and xDirect.

### Gross Profit

Gross profit represents net revenue less cost of revenue. Cost of revenue consists of the cost of raw material components, subcontract labor assembly from contract manufacturers, manufacturing overhead, establishing or relieving inventory reserves for excess and obsolete products or raw materials, warranty costs, royalties and share-based compensation.

The following table presents gross profit:

	Years Ended June 30,				Change	
	2015	% of Net Revenue	2014	% of Net Revenue	\$	%
(In thousands, except percentages)						
Gross profit	\$ 20,298	47.3%	\$ 22,285	50.0%	\$ (1,987)	(8.9%)

Gross margin for fiscal 2015 decreased compared to fiscal 2014 due to (i) charges for excess and obsolete inventories of approximately \$600,000 and (ii) changes in our product mix, as our higher-margin Enterprise Solutions product line comprised a smaller percentage of our total net revenue in fiscal 2015 as compared to fiscal 2014.

### Selling, General and Administrative

Selling, general and administrative expenses consisted of personnel-related expenses including salaries and commissions, share-based compensation, facility expenses, information technology, trade show expenses, advertising and professional legal and accounting fees.

The following table presents selling, general and administrative expenses:

	Years Ended June 30,				Change	
	2015	% of Net Revenue	2014	% of Net Revenue	\$	%
(In thousands, except percentages)						
Personnel-related expenses	\$ 9,897		\$ 10,017		\$ (120)	(1.2%)
Professional fees and outside services	1,302		1,356		(54)	(4.0%)
Advertising and marketing	1,678		1,823		(145)	(8.0%)
Facilities	1,164		1,154		10	0.9%
Travel	607		614		(7)	(1.1%)
Share-based compensation	745		606		139	22.9%
Depreciation	217		355		(138)	(38.9%)
Bad debt expense (recovery)	12		(57)		69	(121.1%)
Other	419		487		(68)	(14.0%)
Selling, general and administrative	\$ 16,041	37.4%	\$ 16,355	36.7%	\$ (314)	(1.9%)

The decrease in selling, general and administrative expenses for fiscal 2015 was primarily due to (i) lower levels of spending on trade shows and outside marketing programs, (ii) lower variable compensation expenses and (iii) a decrease in legal fees. Fiscal 2015 includes severance charges of \$230,000 that were recorded in the fourth quarter of fiscal 2015 as part of a cost-cutting effort to reduce our ongoing operating expenses.



### Research and Development

Research and development expenses consisted of personnel-related expenses including share-based compensation, as well as expenditures to third-party vendors for research and development activities, and product certification costs.

The following table presents research and development expenses:

	Years Ended June 30,				Change	
	2015	% of Net Revenue	2014	% of Net Revenue	\$	%
	(In thousands, except percentages)					
Personnel-related expenses	\$ 4,627		\$ 4,503		\$ 124	2.8%
Facilities	744		725		19	2.6%
Outside services	808		788		20	2.5%
Product certifications	286		203		83	40.9%
Share-based compensation	201		218		(17)	-7.8%
Depreciation	90		68		22	32.4%
Other	167		241		(74)	-30.7%
Research and development	<u>\$ 6,923</u>	<u>16.1%</u>	<u>\$ 6,746</u>	<u>15.1%</u>	<u>\$ 177</u>	<u>2.6%</u>

Fiscal 2015 research and development expenses increased due to (i) higher personnel-related expense from headcount and merit increases, which were partially offset by lower variable compensation expenses and (ii) increased product certification costs related to new product development.

### Other Expense, Net

Other expense, net, is comprised primarily of foreign currency remeasurement and transaction adjustments related to our foreign subsidiaries whose functional currency is the U.S. dollar.

### Provision for Income Taxes

The following table presents the income tax provision:

	Years Ended June 30,				Change	
	2015	% of Net Revenue	2014	% of Net Revenue	\$	%
	(In thousands, except percentages)					
Provision for income taxes	<u>\$ 58</u>	<u>0.1%</u>	<u>\$ 61</u>	<u>0.1%</u>	<u>\$ (3)</u>	<u>(4.9%)</u>

The following table presents our effective tax rate based upon our income tax provision:

	Years Ended June 30,	
	2015	2014
Effective tax rate	<u>(2.1%)</u>	<u>(7.0%)</u>

We utilize the liability method of accounting for income taxes. The difference between our effective tax rate and the federal statutory rate resulted primarily from the effect of our domestic losses recorded without a tax benefit, as well as the effect of foreign earnings taxed at rates differing from the federal statutory rate. We record net deferred tax assets to the extent we believe these assets will more likely than not be realized. As a result of our cumulative losses and uncertainty of generating future taxable income, we provided a full valuation allowance against our net deferred tax assets for fiscal 2015 and 2014.

Due to the “change of ownership” provision of the Tax Reform Act of 1986, utilization of our net operating loss (“NOL”) carryforwards and tax credit carryforwards may be subject to an annual limitation against taxable income in future periods. As a result of the annual limitation, a portion of these carryforwards may expire before ultimately becoming available to reduce future income tax liabilities. The following table summarizes our NOLs:

	<u>June 30, 2015</u>
	<u>(In thousands)</u>
Federal	\$ 87,726
State	\$ 29,517

Our NOL carryovers for federal income tax purposes begin to expire in the fiscal year ending June 30, 2021. Our NOL carryovers for state income tax purposes began to expire in fiscal 2013. At June 30, 2015, our fiscal 2012 through 2015 tax years remain open to examination by the federal taxing jurisdiction and our fiscal 2011 through 2015 tax years remain open to examination by the state taxing jurisdictions. However, we have NOLs beginning in the fiscal year ended June 30, 2001 which would cause the statute of limitations to remain open for the year in which the NOL was incurred.

## Liquidity and Capital Resources

### Liquidity

The following table presents details of our working capital and cash and cash equivalents:

	<u>June 30,</u>		
	<u>2015</u>	<u>2014</u>	<u>Decrease</u>
	<u>(In thousands)</u>		
Working capital	\$ 7,447	\$ 8,804	\$ (1,357)
Cash and cash equivalents	\$ 4,989	\$ 6,264	\$ (1,275)

Our principal sources of cash and liquidity include our existing cash and cash equivalents, borrowings and amounts available under our credit facilities, and cash generated from operations. We believe that these sources will be sufficient to fund our current requirements for working capital, capital expenditures and other financial commitments for at least the next 12 months. We anticipate that the primary factors affecting our cash and liquidity are net revenue, working capital requirements and capital expenditures.

Management defines cash and cash equivalents as highly liquid deposits with original maturities of 90 days or less when purchased. We maintain cash and cash equivalents balances at certain financial institutions in excess of amounts insured by federal agencies. Management does not believe this concentration subjects us to any unusual financial risk beyond the normal risk associated with commercial banking relationships. We frequently monitor the third-party depository institutions that hold our cash and cash equivalents. Our emphasis is primarily on safety of principal and secondarily on maximizing yield on those funds.

Our future working capital requirements will depend on many factors, including the timing and amount of our net revenue, research and development expenses, and expenses associated with any strategic partnerships or acquisitions and infrastructure investments.

We incurred a net loss of \$2.8 million and \$0.9 million for fiscal 2015 and 2014, respectively. We expect our existing cash and cash equivalents, amounts available under our credit facilities and cash generated from operations will be sufficient to fund our capital expenditures, our working capital and other cash requirements. From time to time, we may seek additional capital from public or private offerings of our capital stock, borrowings under our existing or future credit lines or other sources in order to (i) develop or enhance our products, (ii) take advantage of future opportunities, (iii) respond to competition or (iv) continue to operate our business. We currently have a Form S-3 shelf registration statement on file with the SEC. If we issue equity or debt securities to raise additional funds, our existing stockholders may experience dilution, and the new equity or debt securities may have rights, preferences and privileges senior to those of our existing stockholders. There can be no assurance that we will be able to raise any such capital on terms acceptable to us, if at all.

### Loan Agreement

On September 30, 2014, we entered into an amendment (the “Amendment”) to our existing Loan and Security Agreement dated May 23, 2006 (as amended, the “Loan Agreement”) with Silicon Valley Bank (“SVB”). The Amendment provides, among other things, for (i) a renewal of our \$4.0 million revolving line of credit with an extended maturity date of September 30, 2016 and (ii) a modification of the revolving credit line borrowing base formula to include a portion of our foreign accounts receivable to the borrowing base and increase the borrowing limit related to domestic accounts receivable.

The Loan Agreement provides for an interest rate per annum equal to the greater of the prime rate plus 0.75% or 4.0%, provided that we maintain a monthly quick ratio of 1.0 to 1.0 or greater. The quick ratio measures our ability to use our cash and cash equivalents maintained at SVB to extinguish or retire our current liabilities immediately. If this ratio is not met, the interest rate will become the greater of the prime rate plus 1.25% or 4.0%.

The Loan Agreement includes a covenant requiring us to maintain a certain Minimum Tangible Net Worth (“Minimum TNW”), which is currently required to be at least \$6.0 million. This amount is subject to adjustment upward to the extent we raise additional equity or debt financing or achieve net income in future quarters. Our Actual Tangible Net Worth (“Actual TNW”) is calculated as total stockholders’ equity, less goodwill. If we continue to incur net losses, we may have difficulty satisfying the Minimum TNW financial covenant in the future, in which case we may be unable to borrow funds under the Loan Agreement and any amounts outstanding may need to be repaid immediately.

The following table sets forth the Minimum TNW compared to our Actual TNW:

	<b>June 30, 2015</b>
	<b>(In thousands)</b>
Minimum TNW	\$ 6,000
Actual TNW	\$ 9,221

The following table presents certain information with respect to the Loan Agreement with SVB:

	<b>June 30,</b>	
	<b>2015</b>	<b>2014</b>
	<b>(In thousands)</b>	
Outstanding borrowings on the line of credit	\$ 700	\$ –
Available borrowing capacity on the line of credit	\$ 1,736	\$ 1,721
Outstanding letters of credit	\$ 110	\$ 113

Our outstanding letters of credit at June 30, 2015 and 2014 were used as security deposits.

As of June 30, 2015, approximately \$211,000 of our cash was held in foreign subsidiary bank accounts. This cash is unrestricted with regard to foreign liquidity needs; however, our ability to utilize a portion of this cash to satisfy liquidity needs outside of such foreign locations may be subject to approval by the foreign location board of directors.

As of June 30, 2015, we were in compliance with all covenants in the Loan Agreement.

### **Cash Flows**

The following table presents the major components of the consolidated statements of cash flows:

	<b>Years Ended June 30,</b>		<b>Increase</b>
	<b>2015</b>	<b>2014</b>	<b>(Decrease)</b>
	<b>(In thousands)</b>		
Net cash provided by (used in) operating activities	\$ (1,640)	\$ 1,557	\$ (3,197)
Net cash used in investing activities	(577)	(595)	(18)
Net cash provided by financing activities	942	59	883

### **Operating Activities**

Net cash used by operating activities in fiscal 2015 increased as compared to the prior year due primarily to (i) a larger net loss and (ii) an increase in inventories from the end of fiscal 2014 of approximately \$1.1 million as we have built up our inventory of new products. Accounts receivable decreased approximately \$973,000 from the end of fiscal 2014 to the end of fiscal 2015 due to lower overall net revenues in fiscal 2015. Additionally, accounts payable decreased year over year by approximately \$914,000 due primarily to the timing of inventory receipts and related payments.

### *Investing Activities*

Cash used in investing activities in fiscal 2015 and fiscal 2014 was related to capital expenditures for the purchase of property and equipment, primarily related to tooling and test equipment for new product deployment and website development costs.

### *Financing Activities*

The increase in net cash provided by financing activities was primarily related to net borrowings on our line of credit of \$700,000. During fiscal 2015, we also received \$352,000 in proceeds from the sale of our common stock to participants in our employee stock purchase plan and stock option exercises as compared to \$273,000 of such proceeds in fiscal 2014.

### **Off-Balance Sheet Arrangements**

As part of our ongoing business, we have not participated in transactions that generate material relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities (“SPEs”), which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As of June 30, 2015, we were not involved in any material unconsolidated SPEs.

### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not required for a “smaller reporting company.”

### **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

All financial statements required by this Item 8, including the report of the independent registered public accounting firm, are listed in Item 15 of this Report, as set forth beginning on Page F-1 of this Report, and are hereby incorporated by reference into this Item 8.

### **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

### **ITEM 9A. CONTROLS AND PROCEDURES**

#### **(a) Evaluation of disclosure controls and procedures**

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2015. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC rules and forms. Based on the evaluation of our disclosure controls and procedures as of June 30, 2015, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective.

#### **(b) Changes in internal controls over financial reporting**

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the quarter ended June 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### **(c) Management’s Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate “internal control over financial reporting,” as defined in Rule 13a-15(f) under the Exchange Act. Our management conducted an assessment of the effectiveness of our internal control over financial reporting as of June 30, 2015 based on the criteria set forth in the *Internal Control-Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the assessment, our management has concluded that our internal control over financial reporting was effective as of June 30, 2015.

This Report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by our independent registered public accounting firm pursuant to the rules of the SEC that permit us to provide only management’s report in this Report because we are a “smaller reporting company.”

**(d) Inherent Limitation on Effectiveness of Controls**

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

**ITEM 9B. OTHER INFORMATION**

None.

### **PART III**

Portions of our definitive Proxy Statement on Schedule 14A relating to our 2015 annual meeting of stockholders, which will be filed with the SEC within 120 days after the end of the fiscal year covered by this Report, are incorporated by reference into Part III of this Report.

#### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The names of our executive officers and their ages, titles and biographies as of the date hereof are set forth in Item 1 in the section entitled “Executive Officers of the Registrant” above, and are incorporated herein by reference.

The other information required by this Item is incorporated by reference to our Proxy Statement relating to our 2015 annual meeting of stockholders.

#### **ITEM 11. EXECUTIVE COMPENSATION**

The information required by this Item is incorporated by reference to our Proxy Statement relating to our 2015 annual meeting of stockholders.

#### **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by this Item is incorporated by reference to our Proxy Statement relating to our 2015 annual meeting of stockholders.

#### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE**

The information required by this Item is incorporated by reference to our Proxy Statement relating to our 2015 annual meeting of stockholders.

#### **ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by this Item is incorporated by reference to our Proxy Statement relating to our 2015 annual meeting of stockholders.

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a) *1. Consolidated Financial Statements*

The following financial statements and related Report of Independent Registered Public Accounting Firm are filed as part of this Report.

	<b>Page</b>
Report of Independent Registered Public Accounting Firm, Squar Milner LLP	F-1
Consolidated Balance Sheets as of June 30, 2015 and 2014	F-2
Consolidated Statements of Operations for the fiscal years ended June 30, 2015 and 2014	F-3
Consolidated Statements of Stockholders' Equity for the fiscal years ended June 30, 2015 and 2014	F-4
Consolidated Statements of Cash Flows for the fiscal years ended June 30, 2015 and 2014	F-5
Notes to Consolidated Financial Statements	F-6 – F-20

*2. Financial Statement Schedules*

None.

*3. Exhibits*

The exhibits listed on the accompanying index to exhibits immediately following the financial statements are filed as part of, or hereby incorporated by reference into, this Report.

## 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.

LANTRONIX, INC.

By: /s/ KURT BUSCH  
Kurt Busch  
President and Chief Executive Officer and Director  
(Principal Executive Officer)

Date: August 21, 2015

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ KURT BUSCH</u> Kurt Busch	President and Chief Executive Officer and Director (Principal Executive Officer)	August 21, 2015
<u>/s/ JEREMY WHITAKER</u> Jeremy Whitaker	Chief Financial Officer (Principal Financial and Accounting Officer)	August 21, 2015
<u>/s/ BERNHARD BRUSCHA</u> Bernhard Bruscha	Chairman of the Board	August 21, 2015
<u>/s/ BRUCE EDWARDS</u> Bruce Edwards	Director	August 21, 2015
<u>/s/ PAUL FOLINO</u> Paul Folino	Director	August 21, 2015
<u>/s/ HOSHI PRINTER</u> Hoshi Printer	Director	August 21, 2015



**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders  
Lantronix, Inc.

We have audited the accompanying consolidated balance sheets of Lantronix, Inc. as of June 30, 2015 and 2014, and the related consolidated statements of operations, stockholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we do not express an opinion thereon. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Lantronix, Inc. as of June 30, 2015 and 2014, and the consolidated results of its operations and its consolidated cash flows for the years then ended, in conformity with U.S. generally accepted accounting principles.

/s/ Squar Milner LLP (formerly Squar, Milner, Peterson, Miranda & Williamson, LLP)

Newport Beach, California  
August 21, 2015

**LANTRONIX, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except share and par value data)

	<u>June 30,</u> <u>2015</u>	<u>June 30,</u> <u>2014</u>
<b>Assets</b>		
Current Assets:		
Cash and cash equivalents	\$ 4,989	\$ 6,264
Accounts receivable (net of allowance for doubtful accounts of \$45 and \$34 at June 30, 2015 and 2014, respectively)	2,658	3,631
Inventories, net	9,503	8,404
Contract manufacturers' receivable	369	359
Prepaid expenses and other current assets	400	524
Total current assets	<u>17,919</u>	<u>19,182</u>
Property and equipment, net	1,471	1,487
Goodwill	9,488	9,488
Deferred tax assets	442	400
Other assets	93	125
Total assets	<u>\$ 29,413</u>	<u>\$ 30,682</u>
<b>Liabilities and stockholders' equity</b>		
Current Liabilities:		
Accounts payable	\$ 3,633	\$ 4,547
Line of credit	700	-
Accrued payroll and related expenses	1,685	1,863
Warranty reserve	163	150
Deferred tax liabilities	442	400
Other current liabilities	3,849	3,418
Total current liabilities	<u>10,472</u>	<u>10,378</u>
Long-term capital lease obligations	152	7
Other non-current liabilities	80	131
Total liabilities	<u>10,704</u>	<u>10,516</u>
Commitments and contingencies (Note 8)		
Stockholders' equity:		
Preferred stock, \$0.0001 par value; 5,000,000 shares authorized; none issued and outstanding	-	-
Common stock, \$0.0001 par value; 100,000,000 shares authorized; 15,089,720 and 14,787,158 shares issued and outstanding at June 30, 2015 and 2014, respectively	2	1
Additional paid-in capital	206,326	205,013
Accumulated deficit	(187,990)	(185,219)
Accumulated other comprehensive income	371	371
Total stockholders' equity	<u>18,709</u>	<u>20,166</u>
Total liabilities and stockholders' equity	<u>\$ 29,413</u>	<u>\$ 30,682</u>

See accompanying notes.

**LANTRONIX, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In thousands, except per share data)

	<b>Years Ended June 30,</b>	
	<b>2015</b>	<b>2014</b>
Net revenue (1)	\$ 42,946	\$ 44,546
Cost of revenue	22,648	22,261
Gross profit	<u>20,298</u>	<u>22,285</u>
Operating expenses:		
Selling, general and administrative	16,041	16,355
Research and development	6,923	6,746
Total operating expenses	<u>22,964</u>	<u>23,101</u>
Loss from operations	(2,666)	(816)
Interest expense, net	(17)	(28)
Other expense, net	(30)	(28)
Loss before income taxes	(2,713)	(872)
Provision for income taxes	58	61
Net loss	<u>\$ (2,771)</u>	<u>\$ (933)</u>
Net loss per share (basic and diluted)	<u>\$ (0.19)</u>	<u>\$ (0.06)</u>
Weighted average shares (basic and diluted)	<u>14,904</u>	<u>14,657</u>
Net revenue from related parties	<u>\$ 298</u>	<u>\$ 524</u>

(1) Includes net revenue from related parties

See accompanying notes.

**LANTRONIX, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(In thousands)

	<u>Common Stock</u>		<u>Additional Paid-In Capital</u>	<u>Accumulated Deficit</u>	<u>Accumulated Other Comprehensive Income</u>	<u>Total Stockholders' Equity</u>
	<u>Shares</u>	<u>Amount</u>				
Balance at June 30, 2013	14,580	\$ 1	\$ 203,871	\$ (184,286)	\$ 371	\$ 19,957
Shares issued pursuant to stock awards, net	207	–	273	–	–	273
Share-based compensation	–	–	869	–	–	869
Net loss and comprehensive loss	–	–	–	(933)	–	(933)
Balance at June 30, 2014	14,787	1	205,013	(185,219)	371	\$ 20,166
Shares issued pursuant to stock awards, net	303	1	351	–	–	352
Minimum tax withholding paid on behalf of employees for restricted shares	–	–	(53)	–	–	(53)
Share-based compensation	–	–	1,015	–	–	1,015
Net loss and comprehensive loss	–	–	–	(2,771)	–	(2,771)
Balance at June 30, 2015	<u>15,090</u>	<u>\$ 2</u>	<u>\$ 206,326</u>	<u>\$ (187,990)</u>	<u>\$ 371</u>	<u>\$ 18,709</u>

See accompanying notes.

**LANTRONIX, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

	<b>Years Ended June 30,</b>	
	<b>2015</b>	<b>2014</b>
<b>Operating activities</b>		
Net loss	\$ (2,771)	\$ (933)
Adjustments to reconcile net loss to net cash used in operating activities:		
Share-based compensation	1,015	869
Depreciation	878	895
Provision for excess and obsolete inventories	222	207
Loss (gain) on disposal of property and equipment	(2)	2
Changes in operating assets and liabilities:		
Accounts receivable	973	(1,032)
Inventories	(1,321)	130
Contract manufacturers' receivable	(10)	248
Prepaid expenses and other current assets	124	(93)
Other assets	12	(38)
Accounts payable	(960)	1,575
Accrued payroll and related expenses	(178)	347
Warranty reserve	13	(43)
Other liabilities	365	(577)
Net cash provided by (used in) operating activities	<u>(1,640)</u>	<u>1,557</u>
<b>Investing activities</b>		
Purchases of property and equipment, net	(577)	(595)
Net cash used in investing activities	<u>(577)</u>	<u>(595)</u>
<b>Financing activities</b>		
Minimum tax withholding paid on behalf of employees for restricted shares	(53)	-
Payment of term loan	-	(167)
Proceeds from borrowings on line of credit	1,000	-
Payment of borrowings on line of credit	(300)	-
Net proceeds from issuances of common stock	352	273
Payment of capital lease obligations	(57)	(47)
Net cash provided by financing activities	<u>942</u>	<u>59</u>
Increase (decrease) in cash and cash equivalents	(1,275)	1,021
Cash and cash equivalents at beginning of year	6,264	5,243
Cash and cash equivalents at end of year	<u>\$ 4,989</u>	<u>\$ 6,264</u>
<b>Supplemental disclosure of cash flow information</b>		
Interest paid	<u>\$ 19</u>	<u>\$ 29</u>
Income taxes paid	<u>\$ 39</u>	<u>\$ 52</u>

See accompanying notes.

**LANTRONIX, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**JUNE 30, 2015**

**1. Summary of Significant Accounting Policies**

**The Company**

Lantronix, Inc. (referred to in these consolidated financial statements as “Lantronix”, “we,” “us,” or “our”), incorporated in California in June 1989 and re-incorporated in Delaware in May 2000, is a specialized networking company providing machine to machine (“M2M”) and Internet of Things (“IoT”) solutions. Our products deliver secure connectivity, device management and mobility for today’s increasingly connected world. By networking and managing devices and machines that have never before been connected, we enable our customers to realize the possibilities of the IoT.

**Basis of Presentation**

The consolidated financial statements include the accounts of Lantronix and our wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation. At June 30, 2015, approximately \$2.9 million of our tangible assets were located outside of the United States (“U.S.”), and were substantially comprised of inventory held at (i) our third-party logistics provider in Hong Kong and (ii) contract manufacturers in China.

**Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (“U.S. GAAP”) requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The industry in which we operate is characterized by rapid technological change. As a result, estimates made in preparing the consolidated financial statements include the allowance for doubtful accounts, sales returns and allowances, inventory reserves, goodwill valuation, deferred income tax asset valuation allowances, share-based compensation and warranty reserves. To the extent there are material differences between our estimates and actual results, future results of operations will be affected.

**Revenue Recognition**

We recognize revenue when all of the following criteria are met: persuasive evidence of an arrangement exists; delivery has occurred or services have been rendered; the price to the buyer is fixed or determinable; and collectability is reasonably assured.

For each of the fiscal years ended June 30, 2015 and 2014, approximately 99% of our net revenues came from sales of hardware products. The remaining 1% of our net revenues in each of these years was primarily attributable to professional engineering services and extended warranty services. We sell extended warranty services which extend the warranty period for an additional one to three years, depending upon the product. Warranty net revenue is deferred and recognized ratably over the warranty service period.

When product revenue is recognized, we establish an estimated allowance for future product returns based on historical returns experience. We also record reductions of revenue for pricing adjustments, such as competitive pricing programs and rebates, in the same period that the related revenue is recognized, based on approved pricing adjustments and historical experience. Actual product returns or pricing adjustments that differ from our estimates could result in increases or decreases to our net revenue.

A significant portion of our sales are made to distributors under agreements which include a limited right to return unsold products and price protection provisions. Given these provisions, we have concluded the price to the customer is not fixed and determinable at the time we deliver products to these distributors. Accordingly, revenue and the related cost of revenue from sales to these distributors is not recognized until the distributor resells the product. In addition, when the deferred revenue attributable to any distributor exceeds their receivable balance due to Lantronix at the balance sheet date, such excess is reclassified from net accounts receivable to a customer deposit and refunds liability, which is included in other current liabilities on the accompanying consolidated balance sheets.

*Multiple-Element Arrangements*

From time to time, we may enter into arrangements with customers that provide for multiple deliverables that generally include the sale of products, professional engineering services and other product qualification or certification services (collectively, the “deliverables”). Pursuant to the applicable accounting guidance, when multiple deliverables in an arrangement are separated into different units of accounting, the arrangement consideration is allocated to the identified separate units that have stand-alone value at the inception of the contract based on a relative selling price hierarchy. We determine the relative selling price for a deliverable based on its vendor-specific objective evidence of selling price (“VSOE”), if available, third-party evidence (“TPE”), if VSOE is not available, and our best estimate of selling price (“BESP”), if neither VSOE nor TPE is available. We recognize the relative fair value of the deliverables as they are delivered assuming all other revenue recognition criteria are met.

### **Allowance for Doubtful Accounts**

We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. Our evaluation of the collectability of customer accounts receivable is based on various factors, including our assessment of the collectability of specific customer accounts, the aging of accounts receivable, our history of bad debts and general industry conditions. Accounts that are deemed uncollectible are written off against the allowance for doubtful accounts.

### **Concentration of Credit Risk**

Our accounts receivable are primarily derived from revenue earned from customers located throughout North America, Europe and Asia. We perform ongoing credit evaluations of our customers' financial condition and maintain allowances for potential credit losses. Credit losses have historically been within our expectations. We generally do not require collateral or other security from our customers.

### **Fair Value of Financial Instruments**

Our financial instruments consist principally of cash and cash equivalents, accounts receivable, contract manufacturers' receivable, accounts payable, accrued liabilities and long-term debt. The fair value of a financial instrument is the amount that would be received in an asset sale or paid to transfer a liability in an orderly transaction between unaffiliated market participants. Assets and liabilities measured at fair value are categorized based on whether or not the inputs are observable in the market and the degree that the inputs are observable. The categorization of financial instruments within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The hierarchy is prioritized into three levels (with Level 3 being the lowest) defined as follows:

*Level 1:* Inputs are based on quoted market prices for identical assets and liabilities in active markets at the measurement date.

*Level 2:* Inputs include quoted prices for similar assets or liabilities in active markets and/or quoted prices for identical or similar assets or liabilities in markets that are not active near the measurement date.

*Level 3:* Inputs include management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. The inputs are unobservable in the market and significant to the instrument's valuation.

The hierarchy noted above requires us to minimize the use of unobservable inputs and to use observable market data, if available, when determining fair value. We do not have any assets or liabilities that were measured at fair value on a recurring basis, and during the years ended June 30, 2015 and June 30, 2014 did not have any assets or liabilities that were measured at fair value on a non-recurring basis.

We believe all of our financial instruments' recorded values approximate their current fair values because of the nature and short duration of these instruments. The fair value of long-term debt approximates its carrying value because the related effective rates of interest approximate current market rates available to us for debt with similar terms and similar remaining maturities.

### **Foreign Currency Remeasurement**

The functional currency for all our foreign subsidiaries is currently the U.S. dollar. Non-monetary and monetary foreign currency assets and liabilities are valued in U.S. dollars at historical and end-of-period exchange rates, respectively. Exchange gains and losses from foreign currency transactions and remeasurements are recognized in the consolidated statements of operations. Translation adjustments for foreign subsidiaries whose functional currency was previously the local currency are suspended in accumulated other comprehensive income.

### **Accumulated Other Comprehensive Income**

Accumulated other comprehensive income is composed of accumulated translation adjustments as of June 30, 2015 and 2014. We did not have any other comprehensive income or losses during the fiscal years ended June 30, 2015 or 2014.

### **Cash and Cash Equivalents**

Cash and cash equivalents consist of cash and short-term investments, with original maturities of 90 days or less.

## **Inventories**

Inventories are stated at the lower of cost (on a first-in, first-out basis) or market. We provide reserves for excess and obsolete inventories determined primarily based upon estimates of future demand for our products. Shipping and handling costs are classified as a component of cost of revenue in the consolidated statements of operations.

## **Inventory Sale and Purchase Transactions with Contract Manufacturers**

Under certain circumstances, we sell raw materials to our contract manufacturers and subsequently repurchase finished goods from the contract manufacturers which contain such raw materials. Net sales of raw materials to the contract manufacturers are recorded on the consolidated balance sheets as contract manufacturers' receivables, and are eliminated from net revenue as we intend to repurchase the raw materials from the contract manufacturers in the form of finished goods.

We have contractual arrangements with certain of our contract manufacturers that provide for us to purchase unused inventory that the contract manufacturer has purchased to fulfill our forecasted manufacturing demand. To the extent that inventory on-hand at one or more of these contract manufacturers exceeds our contractually reported forecasts, we record the amount we may be required to purchase as part of other current liabilities and inventories on the consolidated balance sheets.

## **Property and Equipment**

Property and equipment are carried at cost. Depreciation is provided using the straight-line method over the assets' estimated useful lives generally ranging from three to five years. Depreciation and amortization of leasehold improvements are computed using the shorter of the remaining lease term or five years. Major renewals and betterments are capitalized, while replacements, maintenance and repairs, which do not improve or extend the estimated useful lives of the respective assets, are expensed as incurred.

## **Capitalized Internal Use Software Costs**

We capitalize the costs of computer software developed or obtained for internal use. Capitalized computer software costs consist of purchased software licenses and implementation costs. The capitalized software costs are being amortized on a straight-line basis over a period of three to five years.

## **Goodwill**

Goodwill is recorded as the difference, if any, between the aggregate consideration paid for an acquisition and the fair value of the net tangible and intangible assets acquired. We evaluate goodwill for impairment on an annual basis in our fiscal fourth quarter or more frequently if we believe indicators of impairment exist that would more likely than not reduce the fair value of our single reporting unit below its carrying amount. Based on a qualitative assessment, if we conclude that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, we conduct a two-step goodwill impairment test. The first step of the impairment test involves comparing the estimated fair value of our single reporting unit with its carrying value, including goodwill. If the carrying amount of the reporting unit exceeds the reporting unit's fair value, we perform the second step of the analysis, which involves comparing the implied fair value of the reporting unit's goodwill with the carrying value of that goodwill, the difference of which represents the impairment loss.

During the fourth quarter of the fiscal year ended June 30, 2015, we made a qualitative assessment of whether goodwill impairment exists and did not determine that it was more likely than not that the fair value of our single reporting unit was less than its carrying amount.

## **Income Taxes**

Income taxes are computed under the liability method. This method requires the recognition of deferred tax assets and liabilities for temporary differences between the financial reporting basis and the tax basis of our assets and liabilities. The impact on deferred taxes of changes in tax rates and laws, if any, are applied to the years during which temporary differences are expected to be settled and are reflected in the consolidated financial statements in the period of enactment. A valuation allowance is recorded when it is more likely than not that some of the deferred tax assets will not be realized.

Financial statement effects of a tax position are initially recognized when it is more likely than not, based on the technical merits, that the position will be sustained upon examination. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that meets the more-likely-than-not threshold of being realized upon ultimate settlement with a taxing authority. We recognize potential accrued interest and penalties related to unrecognized tax benefits as income tax expense.



### **Share-Based Compensation**

We account for share-based compensation by expensing the estimated grant date fair value of stock options and other equity instruments over the requisite service period. We record amortization of share-based compensation expense ratably over the requisite service period of the grant. We also estimate forfeitures based on historical experience in our calculation of share-based compensation expense.

### **Net Income (Loss) Per Share**

Net income (loss) per share (basic) is calculated by dividing net income (loss) by the weighted average number of common shares outstanding during the fiscal year. Net income (loss) per share (diluted) is calculated by adjusting the weighted average number of common shares outstanding, assuming any dilutive effects of outstanding share-based awards using the treasury stock method.

### **Research and Development Costs**

Costs incurred in the research and development of new products and enhancements to existing products are expensed as incurred. We believe our current process for developing products is essentially completed concurrently with the establishment of technological feasibility. Software development costs incurred after the establishment of technological feasibility have not been material and, therefore, have been expensed as incurred.

### **Warranty**

The warranty periods for our products generally range from one to five years. We establish reserves for estimated product warranty costs at the time revenue is recognized based upon our historical warranty experience, and additionally for any known product warranty issues. Although we engage in product quality programs and processes, our warranty obligation is affected by product failure rates, use of materials or service delivery costs that differ from our estimates. As a result, increases or decreases to warranty reserves could be required, which could impact our gross margins.

### **Advertising Expenses**

Advertising costs are expensed in the period incurred.

### **Segment Information**

We have one operating and reportable segment.

### **Recent Accounting Pronouncements**

In May 2014, the Financial Accounting Standards Board (“FASB”) issued an accounting standard which will supersede existing revenue recognition guidance under current U.S. GAAP. The new standard is a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. In doing so, among other things, companies will generally need to use more judgment and make more estimates than under the current guidance. The standard permits the use of either the retrospective or cumulative effect transition method. In July 2015, the FASB deferred the effective date of the standard by an additional year; however, it provided companies the option to adopt one year earlier, commensurate with the original effective date. Accordingly, the standard will be effective for Lantronix in the fiscal year beginning July 1, 2018, with an option to adopt the standard for the fiscal year beginning July 1, 2017. We are currently evaluating this standard and have not yet selected a transition method, or the effective date on which we plan to adopt the standard, nor have we determined the effect of the standard on our financial statements and related disclosures.

In August 2014, the FASB issued a new standard that will require management of an entity to assess, for each annual and interim period, if there is substantial doubt about the entity’s ability to continue as a going concern within one year of the financial statement issuance date. The definition of substantial doubt within the new standard incorporates a likelihood threshold of “probable” similar to the use of that term under current U.S. GAAP for loss contingencies. Certain disclosures will be required if conditions give rise to substantial doubt. The standard will be effective for Lantronix in the fiscal year beginning July 1, 2016. Early adoption is permitted. We are currently evaluating the impact of this standard on our financial statements and related disclosures.

In July 2015, the FASB issued final guidance that simplifies the subsequent measurement of inventory for which cost is determined by methods other than last-in first-out (“LIFO”) and the retail inventory method. For inventory within the scope of the new guidance, entities will be required to compare the cost of inventory to only one measure, its net realizable value, and not the three measures required by the existing guidance. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. The new guidance should not change how entities initially measure the cost of inventory. The guidance will be effective for Lantronix in the fiscal year beginning July 1, 2017. Early adoption is permitted. We have not yet determined the impact this new guidance may have on our financial statements.

## 2. Supplemental Financial Information

### Inventories

The following table presents details of our inventories:

	<b>June 30,</b>	
	<b>2015</b>	<b>2014</b>
	<b>(In thousands)</b>	
Finished goods	\$ 6,044	\$ 5,162
Raw materials	1,835	1,890
Inventory at distributors	1,337	1,242
Large scale integration chips *	287	110
Inventories, net	<u>\$ 9,503</u>	<u>\$ 8,404</u>

\* This item is sold individually and embedded into our products.

### Property and Equipment

The following table presents details of property and equipment:

	<b>June 30,</b>	
	<b>2015</b>	<b>2014</b>
	<b>(In thousands)</b>	
Computer and office equipment	\$ 3,547	\$ 3,368
Furniture and fixtures	990	966
Production, development and warehouse equipment	3,595	3,151
Construction-in-progress	282	250
Property and equipment, gross	8,414	7,735
Less accumulated depreciation	(6,943)	(6,248)
Property and equipment, net	<u>\$ 1,471</u>	<u>\$ 1,487</u>

As of June 30, 2015, approximately \$29,000 of our net property and equipment was held in our foreign subsidiaries, mainly consisting of office equipment and furniture.

The following table presents details of property and equipment recorded in connection with capital lease obligations:

	<b>June 30,</b>	
	<b>2015</b>	<b>2014</b>
	<b>(In thousands)</b>	
Property and equipment	\$ 386	\$ 160
Less accumulated depreciation	(108)	(102)
Total	<u>\$ 278</u>	<u>\$ 58</u>

The amortization of property and equipment recorded in connection with capital lease obligations is included within depreciation expense recorded in the applicable functional line items on our consolidated statements of operations.

The following table presents details of the unamortized costs capitalized as internal use software included in computer and office equipment:

	<b>June 30,</b>	
	<b>2015</b>	<b>2014</b>
	<b>(In thousands)</b>	
Capitalized internal use software	\$ —	\$ 213

The following table presents the details of depreciation of capitalized internal use software:

	<b>Years Ended June 30,</b>	
	<b>2015</b>	<b>2014</b>
	<b>(In thousands)</b>	
Depreciation of capitalized internal use software	\$ 213	\$ 237

#### **Warranty Reserve**

The following table presents details of our warranty reserve:

	<b>Years Ended June 30,</b>	
	<b>2015</b>	<b>2014</b>
	<b>(In thousands)</b>	
Beginning balance	\$ 150	\$ 193
Charged to cost of revenues	112	40
Usage	(99)	(83)
Ending balance	\$ 163	\$ 150

#### **Other Liabilities**

The following table presents details of our other liabilities:

	<b>June 30,</b>	
	<b>2015</b>	<b>2014</b>
	<b>(In thousands)</b>	
<b>Current</b>		
Customer deposits and refunds	\$ 854	\$ 711
Accrued raw materials purchases	916	1,138
Deferred revenue	690	128
Capital lease obligations	62	47
Taxes payable	247	235
Accrued operating expenses	1,080	1,159
Total other current liabilities	\$ 3,849	\$ 3,418
<b>Non-current</b>		
Deferred rent	\$ —	\$ 40
Deferred revenue	80	91
Total other non-current liabilities	\$ 80	\$ 131

The increase in deferred revenue is primarily related to two customer projects that are expected to be completed during the first half of the fiscal year ending June 30, 2016.

### Advertising Expenses

The following table presents details of our advertising expenses:

	Years Ended June 30,	
	2015	2014
	(In thousands)	
Advertising expenses	\$ 185	\$ 168

### Computation of Net Loss per Share

The following table presents the computation of net loss per share:

	Years Ended June 30,	
	2015	2014
	(In thousands, except per share data)	
Numerator:		
Net loss	\$ (2,771)	\$ (933)
Denominator:		
Weighted-average shares outstanding (basic and diluted)	14,904	14,657
Net loss per share (basic and diluted)	\$ (0.19)	\$ (0.06)

The following table presents the common stock equivalents excluded from the diluted net loss per share calculation because they were anti-dilutive for the periods presented. These excluded common stock equivalents could be dilutive in the future.

	Years Ended June 30,	
	2015	2014
	(In thousands)	
Common stock equivalents	2,323	1,693

### Supplemental Cash Flow Information

The following table presents non-cash investing and financing transactions excluded from the consolidated statements of cash flows:

	Years Ended June 30,	
	2015	2014
	(In thousands)	
Accrued property and equipment paid for in the subsequent period	\$ 46	\$ 102
Non-cash acquisition of property and equipment under capital leases	\$ 217	\$ -

### 3. Bank Line of Credit

On September 30, 2014, we entered into an amendment (the "Amendment") to our existing Loan and Security Agreement dated May 23, 2006 (as amended, the "Loan Agreement") with Silicon Valley Bank ("SVB"). The Amendment provides, among other things, for (i) a renewal of our \$4.0 million revolving line of credit with an extended maturity date of September 30, 2016 and (ii) a modification of the revolving credit line borrowing base formula to include a portion of our foreign accounts receivable to the borrowing base and increase the borrowing limit related to domestic accounts receivable.

The Loan Agreement provides for an interest rate per annum equal to the greater of the prime rate plus 0.75% or 4.0%, provided that we maintain a monthly quick ratio of 1.0 to 1.0 or greater. The quick ratio measures our ability to use our cash and cash equivalents maintained at SVB to extinguish or retire our current liabilities immediately. If this ratio is not met, the interest rate will become the greater of the prime rate plus 1.25% or 4.0%.

The Loan Agreement includes a covenant requiring us to maintain a certain Minimum Tangible Net Worth ("Minimum TNW"), which is currently required to be at least \$6.0 million. This amount is subject to adjustment upward to the extent we raise additional equity or debt financing or achieve net income in future quarters. Our Actual Tangible Net Worth ("Actual TNW") is calculated as total stockholders' equity, less goodwill. If we continue to incur net losses, we may have difficulty satisfying the Minimum TNW financial covenant in the future, in which case we may be unable to borrow funds under the Loan Agreement and any amounts outstanding may need to be repaid immediately.

The following table sets forth the Minimum TNW compared to our Actual TNW:

	<b>June 30, 2015</b>
	<b>(In thousands)</b>
Minimum TNW	\$ 6,000
Actual TNW	\$ 9,221

The following table presents certain information with respect to the Loan Agreement with SVB:

	<b>June 30,</b>	
	<b>2015</b>	<b>2014</b>
	<b>(In thousands)</b>	
Outstanding borrowings on the line of credit	\$ 700	\$ -
Available borrowing capacity on the line of credit	\$ 1,736	\$ 1,721
Outstanding letters of credit	\$ 110	\$ 113

Our outstanding letters of credit at June 30, 2015 and 2014 were used as security deposits.

#### **4. Stockholders' Equity**

##### **Stock Incentive Plans**

We have stock incentive plans in effect under which non-qualified and incentive options to purchase shares of Lantronix common stock ("stock options") have been granted to employees, non-employees and board members. In addition, we have previously granted restricted common stock awards ("non-vested shares") to employees and board members under these plans. Our current stock incentive program is governed by our Amended and Restated 2010 Stock Incentive Plan ("Amended and Restated 2010 SIP"), which was approved by our board of directors and shareholders during the fiscal year ended June 30, 2013. Upon approval of this plan, the number of shares of common stock reserved for issuance pursuant to awards made under the plan increased from 1,350,000 to 3,050,000. In addition, shares reserved for issuance under this plan include rollover shares, which are any shares subject to equity compensation awards granted under the Lantronix, Inc. Amended and Restated 2000 Stock Plan that expire or otherwise terminate without having been exercised in full or that are forfeited or repurchased by Lantronix by virtue of their failure to vest. A maximum of 2,100,000 such shares are eligible for rollover. The Amended and Restated 2010 SIP authorizes awards of stock options (both incentive and non-qualified), stock appreciation rights, non-vested shares, restricted stock units and performance shares. New shares are issued to satisfy stock option exercises and share issuances. As of June 30, 2015, approximately 980,000 shares remain available for issuance under the Amended and Restated 2010 SIP.

The Compensation Committee of our board of directors determines eligibility, vesting schedules and exercise prices for options and shares granted under the plans. Stock option awards are generally granted with an exercise price equal to the market price of our common stock at the date of grant. Stock option awards generally have a contractual term of 7 to 10 years. Share-based awards generally vest and become exercisable over a one to four year service period. As of June 30, 2015, no stock appreciation rights, non-vested shares, or performance shares were outstanding.

No income tax benefit was realized from activity in the share-based plans during the fiscal years ended June 30, 2015 and 2014.

##### **Stock Option Awards**

The fair value of each stock option grant was estimated on the grant date using the Black-Scholes-Merton ("BSM") option-pricing formula. Expected volatilities were based on the historical volatility of our stock price. The expected term of options granted was estimated using the simplified method, as permitted by guidance issued by the Securities and Exchange Commission. We use the simplified method because we believe we are unable to rely on our limited historical exercise data or alternative information as a reasonable basis upon which to estimate the expected term of such options. The risk-free interest rate assumption was based on the U.S. Treasury interest rates appropriate for the expected term of our stock options.

The fair value of options granted was estimated using the following weighted-average assumptions for all of our stock option plans:

	<u>Years Ended June 30,</u>	
	<u>2015</u>	<u>2014</u>
Expected term (in years)	4.82	4.96
Expected volatility	67%	74%
Risk-free interest rate	1.63%	1.61%
Dividend yield	0.00%	0.00%

The following table presents a summary of activity under all of our stock option plans:

	<u>Number of Shares</u>	<u>Weighted-Average</u>		<u>Aggregate Intrinsic Value</u>
		<u>Exercise Price Per Share</u>	<u>Remaining Contractual Term</u>	
Balance at June 30, 2014	2,719	\$ 2.35		
Options granted	990	1.86		
Options forfeited	(38)	1.87		
Options expired	(75)	4.28		
Options exercised	(50)	1.46		
Balance at June 30, 2015	<u>3,546</u>	<u>\$ 2.19</u>	<u>4.6</u>	<u>\$ 92</u>
Vested or expected to vest at June 30, 2015	<u>3,344</u>	<u>\$ 2.21</u>	<u>4.5</u>	<u>\$ 89</u>
Options exercisable at June 30, 2015	<u>2,167</u>	<u>\$ 2.42</u>	<u>3.9</u>	<u>\$ 64</u>

The following table presents a summary of grant-date fair value and intrinsic value information for all of our stock option plans:

	<u>Years Ended June 30,</u>	
	<u>2015</u>	<u>2014</u>
	<u>(In thousands, except per share data)</u>	
Weighted-average grant-date fair value per share	<u>\$ 1.04</u>	<u>\$ 0.95</u>
Intrinsic value of options exercised	<u>\$ 14</u>	<u>\$ 30</u>

#### Restricted Stock Units

The fair value of our restricted stock units (“RSUs”) is based on the closing market price of our common stock on the date of grant.

The following table presents a summary of activity with respect to RSUs during the fiscal year ended June 30, 2015:

	<u>Number of Shares</u>	<u>Weighted Average Grant Date Fair Value per Share</u>
	<u>(In thousands)</u>	
Balance of restricted stock units at June 30, 2014	61	\$ 1.40
Restricted stock units granted	28	1.98
Restricted stock units vested	(61)	1.40
Balance of restricted stock units at June 30, 2015	<u>28</u>	<u>\$ 1.98</u>

#### Employee Stock Purchase Plan

We have an Employee Stock Purchase Plan (the “ESPP”), under which 1,300,000 shares of our common stock were initially reserved for future issuance. The ESPP is intended to provide employees with an opportunity to purchase our common stock through accumulated payroll deductions. Each of our employees (including officers) is eligible to participate in the ESPP, subject to certain limitations as defined in the ESPP.

The ESPP is implemented by consecutive, overlapping offering periods lasting 24 months (an “Offering Period”), with a new Offering Period commencing on the first trading day on or after May 16 and November 16 of each year. Common stock may be purchased under the ESPP every six months (a “Purchase Period”), at a price not less than 85% of the lesser of the fair market value of our common stock on the (i) the first trading day of each Offering Period or (ii) the last trading day of each Purchase Period. To the extent the fair market value of our common stock on the enrollment date of a new Offering Period is lower than the fair market value of our common stock on the enrollment date of the immediately preceding Offering Period, then all participants in the immediately preceding Offering Period will be automatically withdrawn from such Offering Period immediately after the exercise of their options on the exercise date immediately preceding the new Offering Period and automatically re-enrolled in the new Offering Period as of the first day thereof. Generally, a participant in the ESPP may withdraw from an Offering Period at any time without affecting his or her eligibility to participate in future Offering Periods and may increase or decrease the rate of their payroll deductions during an Offering Period.

The per share fair value of stock purchase rights granted in connection with the ESPP was estimated using the following weighted average assumptions:

	<b>Years Ended June 30,</b>	
	<b>2015</b>	<b>2014</b>
Expected term (in years)	1.25	1.22
Expected volatility	57%	53%
Risk-free interest rate	0.32%	0.19%
Dividend yield	0.00%	0.00%

The following table presents a summary of activity under our ESPP:

	<b>Year Ended June 30, 2015</b>
	<b>(In thousands, except per share data)</b>
Shares available for issuance at June 30, 2014	1,126
Shares issued	(220)
Shares available for issuance at June 30, 2015	<u>906</u>
Weighted average purchase price per share	<u>\$ 1.26</u>
Intrinsic value of ESPP shares on purchase date	<u>\$ 101</u>

#### **Share-Based Compensation Expense**

The following table presents a summary of share-based compensation expense included in each functional line item on our consolidated statements of operations:

	<b>Years Ended June 30,</b>	
	<b>2015</b>	<b>2014</b>
	<b>(In thousands)</b>	
Cost of revenues	\$ 69	\$ 45
Selling, general and administrative	745	606
Research and development	<u>201</u>	<u>218</u>
Total share-based compensation expense	<u>\$ 1,015</u>	<u>\$ 869</u>

The following table summarizes the remaining unrecognized share-based compensation expense related to our outstanding share-based awards as of June 30, 2015:

	<b>Remaining Unrecognized Compensation Cost</b>	<b>Remaining Weighted Average Years to Recognize</b>
	<b>(In thousands)</b>	
Stock options	\$ 1,248	2.6
Restricted stock units	3	0.1
Stock purchase rights under ESPP	72	2.3

If there are any modifications or cancellations of the underlying unvested share-based awards, we may be required to accelerate, increase or cancel remaining unearned share-based compensation expense. Future share-based compensation expense and unearned share-based compensation will increase to the extent that we grant additional share-based awards.

#### 5. 401(k) Plan

We have a savings plan (the "Plan") which is qualified under Section 401(k) of the Internal Revenue Code. Eligible employees may elect to make contributions to the Plan through salary deferrals up to 100% of their base pay, subject to limitations. In October 2014, we reinstated a limited matching contribution under which we made approximately \$84,000 in contributions to participants in the Plan during the fiscal year ended June 30, 2015.

In addition, we have the ability to make discretionary profit sharing contributions, subject to limitations. During the fiscal years ended June 30, 2015 and 2014, we made no such contributions to the Plan.

#### 6. Litigation

From time to time, we are subject to other legal proceedings and claims in the ordinary course of business. We are currently not aware of any such legal proceedings or claims that we believe will have, individually or in the aggregate, a material adverse effect on our business, prospects, financial position, operating results or cash flows.

#### 7. Income Taxes

The income tax provision consists of the following components:

	<b>Years Ended June 30,</b>	
	<b>2015</b>	<b>2014</b>
	<b>(In thousands)</b>	
Current:		
Federal	\$ 2	\$ -
State	3	1
Foreign	53	60
	<u>58</u>	<u>61</u>
Deferred:		
Federal	-	-
State	-	-
	<u>-</u>	<u>-</u>
Provision for income taxes	<u>\$ 58</u>	<u>\$ 61</u>

The following table presents U.S. and foreign income (loss) before income taxes:

	<b>Years Ended June 30,</b>	
	<b>2015</b>	<b>2014</b>
	<b>(In thousands)</b>	
United States	\$ (2,569)	\$ (984)
Foreign	(144)	112
Loss before income taxes	<u>\$ (2,713)</u>	<u>\$ (872)</u>



The tax effects of temporary differences that give rise to deferred tax assets and liabilities are as follows:

	<b>Years Ended June 30,</b>	
	<b>2015</b>	<b>2014</b>
	<b>(In thousands)</b>	
Deferred tax assets:		
Tax losses and credits	\$ 31,097	\$ 31,443
Reserves not currently deductible	2,780	2,693
Deferred compensation	593	2,640
Inventory capitalization	1,007	1,013
Marketing rights	263	368
Depreciation	453	494
Other	185	–
Gross deferred tax assets	36,378	38,651
Valuation allowance	(35,994)	(37,853)
Deferred tax assets, net	384	798
Deferred tax liabilities:		
State taxes	(384)	(798)
Deferred tax liabilities	(384)	(798)
Net deferred tax assets (liabilities)	\$ –	\$ –

We have recorded a valuation allowance against our net deferred tax assets. If or when realized, the tax benefits relating to, and the reversal of, approximately \$4.3 million of the valuation allowance will be accounted for as an increase in additional paid-in capital as a result of tax deductible compensation arising from stock option exercises. The valuation allowance was established due to uncertainties surrounding the realization of the deferred tax assets.

The following table presents a reconciliation of the income tax provision to taxes computed at the U.S. federal statutory rate:

	<b>Years Ended June 30,</b>	
	<b>2015</b>	<b>2014</b>
	<b>(In thousands)</b>	
Statutory federal provision (benefit) for income taxes	\$ (923)	\$ (292)
Increase (decrease) resulting from:		
State taxes, net of federal benefit	(56)	–
Change in tax rate	569	–
Stock options	1,986	–
Permanent differences	15	20
Change in valuation allowance	(1,909)	24
Deferred compensation	209	191
Foreign tax rate variances	102	22
Other	65	96
Provision for income taxes	\$ 58	\$ 61

Due to the “change of ownership” provision of the Tax Reform Act of 1986, utilization of our net operating loss (“NOL”) carryforwards and tax credit carryforwards may be subject to an annual limitation against taxable income in future periods. As a result of the annual limitation, a portion of these carryforwards may expire before ultimately becoming available to reduce future income tax liabilities. The following table summarizes our NOLs:

	<u>June 30, 2015</u>
	<u>(In thousands)</u>
Federal	\$ 87,726
State	\$ 29,517

Our NOL carryovers for federal income tax purposes begin to expire in the fiscal year ending June 30, 2021. Our NOL carryovers for state income tax purposes began to expire in the fiscal year ended June 30, 2013. Deferred income taxes were not provided on undistributed earnings of certain foreign subsidiaries because such undistributed earnings are expected to be reinvested indefinitely.

The following table summarizes our liability for uncertain tax positions for the fiscal year ended June 30, 2015 (in thousands):

Balance as of June 30, 2014	\$ 6,700
Change in balances related to uncertain tax positions	-
Balance as of June 30, 2015	<u>\$ 6,700</u>

At June 30, 2015, we had \$6.7 million of gross unrecognized tax benefits. Of the total unrecognized benefits at June 30, 2015, \$6.6 million was recorded as a reduction to deferred tax assets, which caused a corresponding reduction in our valuation allowance of \$6.6 million. To the extent such portion of unrecognized tax benefits is recognized at a time such valuation allowance no longer exists, the recognition would reduce the effective tax rate. Our continuing practice is to recognize interest and penalties related to income tax matters in income tax expense. During the fiscal years ended June 30, 2015 and 2014 we recorded an immaterial expense for interest and penalties related to income tax matters in the provision for income taxes. At June 30, 2015, we had approximately \$155,000 of accrued interest and penalties related to uncertain tax positions.

At June 30, 2015, our fiscal 2012 through 2015 tax years remain open to examination by the federal taxing jurisdiction and our fiscal 2011 through 2015 tax years remain open to examination by the state taxing jurisdictions. However, we have NOLs beginning in fiscal 2001 which would cause the statute of limitations to remain open for the year in which the NOL was incurred. Our fiscal 2008 through fiscal 2015 tax years remain open to examination by foreign taxing authorities. We do not anticipate that the amount of unrecognized tax benefits as of June 30, 2015 will significantly increase or decrease within the next 12 months.

## **8. Commitments and Contingencies**

### **Leases**

We lease office equipment and office and warehouse facilities under non-cancelable capital and operating leases.

In January 2015, we entered into a building lease agreement (the “Lease”) with the Irvine Company, LLC (the “Landlord”), in which we have leased approximately 27,000 square feet of office space for our corporate headquarters in Irvine, California. The Lease commenced in early July 2015, when we took possession of the premises and commenced our regular business activities. The term of the Lease is 65 months from the commencement date. The Lease replaced our existing corporate headquarters lease with the Landlord, which terminated effective as of the day preceding the commencement date of the Lease, with no early termination fee. Additionally, the Landlord provided us a tenant improvement allowance of up to \$242,600 for tenant improvements and other qualified expenses.

The following schedule represents minimum lease payments for all non-cancelable operating and capital leases as of June 30, 2015:

Years Ending June 30,	Capital Leases	Operating Leases (In thousands)	Total
2016	\$ 71	\$ 685	\$ 756
2017	61	574	635
2018	55	517	572
2019	47	504	551
2020	–	526	526
Thereafter	–	230	230
<b>Total</b>	<u>234</u>	<u>\$ 3,036</u>	<u>\$ 3,270</u>
Amounts representing interest	(20)		
Present value of net minimum lease payments	214		
Less: capital lease obligations, short-term portion (included in other current liabilities)	62		
Capital lease obligations, long-term portion	<u>\$ 152</u>		

The following table presents rent expense:

	Years Ended June 30,	
	2015	2014
	(In thousands)	
Rent expense	\$ 757	\$ 806

#### 9. Significant Geographic, Customer and Supplier Information

The following table presents our sales within geographic regions as a percentage of net revenue:

	Years Ended June 30,	
	2015	2014
Americas	54%	53%
Europe, Middle East, and Africa	30%	30%
Asia Pacific	8%	9%
Japan	8%	8%
<b>Total</b>	<u>100%</u>	<u>100%</u>

The following table presents sales to significant countries as a percentage of net revenue:

	Years Ended June 30,	
	2015	2014
U.S. and Canada	54%	53%
Germany	17%	17%
United Kingdom	9%	8%
Japan	8%	8%

## Customers

The following table presents sales to our significant customers and related parties as a percentage of net revenue:

	Years Ended June 30,	
	2015	2014
Top five customers (1)(2)	50%	48%
Ingram Micro	21%	12%
Tech Data	*	13%
Related parties	1%	1%

\* Less than 10%

(1) Includes Ingram Micro and Tech Data

(2) All top five customers are distributors, who are part of our product distribution system

No other customer represented more than 10% of our annual net revenue during these fiscal years.

### *Related Party Transactions*

We have historically reported net revenues from two international customers, Lynx IT-Systeme GmbH (“Lynx”) and Barix AG, as related party transactions due to common ownership by our largest stockholder and Lantronix director, Bernhard Bruscha. Beginning on February 1, 2014, we no longer sell our products directly to Lynx, and therefore, as of this date, our net revenue from related parties only includes net revenues from Barix AG. Subsequent to February 1, 2014, Lynx continued to purchase our products from independent third party distributors and such sales are not included in our net revenue from related parties.

As of June 30, 2015, we had approximately \$59,000 in receivables outstanding from Barix AG, which is included in net accounts receivable in the accompanying Consolidated Balance Sheet.

## Suppliers

We do not own or operate a manufacturing facility. All of our products are manufactured by third-party contract manufacturers and foundries located primarily in Asia. We have several single-sourced supplier relationships, either because alternative sources are not available or because the relationship is advantageous to us. If these suppliers are unable to provide a timely and reliable supply of components, we could experience manufacturing delays that could adversely affect our consolidated results of operations.

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Incorporated by Reference</b>		
		<b>Filed Herewith</b>	<b>Form</b>	<b>Exhibit Filing Date</b>
3.1	Amended and Restated Certificate of Incorporation of Lantronix, Inc., as amended		10-K	3.1 08/29/2013
3.2	Amended and Restated Bylaws of Lantronix, Inc.		8-K	3.2 11/15/2012
10.1*	Lantronix, Inc. Amended and Restated 2000 Stock Plan		10-K	10.35 09/28/2009
10.2*	Form of Stock Option Agreement under the Lantronix, Inc. 2000 Stock Plan		10-K	10.4.1 9/11/2007
10.3*	Lantronix, Inc. 2010 Inducement Equity Incentive Plan		10-Q	10.2 11/08/2010
10.4*	Form of Stock Option Agreement under the Lantronix, Inc. 2010 Inducement Equity Incentive Plan		10-Q	10.3 11/08/2010
10.5*	Lantronix, Inc. Amended and Restated 2010 Stock Incentive Plan		S-8	4.2 05/09/2013
10.6*	Form of Stock Option Agreement under the Lantronix, Inc. Amended and Restated 2010 Stock Incentive Plan		S-8	4.3 05/09/2013
10.7*	Form of Restricted Stock Award Agreement under the Lantronix, Inc. Amended and Restated 2010 Stock Incentive Plan		S-8	4.4 05/09/2013
10.8*	Lantronix, Inc. 2013 Employee Stock Purchase Plan		S-8	4.1 05/09/2013
10.9*	Letter Agreement dated August 16, 2011 between Lantronix, Inc. and Kurt Busch		8-K	10.1 08/23/2011
10.10*	Letter Agreement dated September 8, 2011 between Lantronix, Inc. and Jeremy Whitaker		8-K	10.1 09/26/2011
10.11*	Amendment to Offer Letter between Lantronix, Inc. and Jeremy Whitaker, dated as of November 13, 2012		8-K	99.2 11/15/2012
10.12*	Lantronix, Inc. Non-Employee Director Compensation Policy, dated November 12, 2012, effective January 1, 2013		8-K	99.4 11/15/2012
10.13*	Form of Indemnification Agreement entered into between Lantronix, Inc. with its directors and certain of its executive officers		10-K	10.13 08/29/2013
10.14*	Summary of Lantronix, Inc. Annual Bonus Program		8-K	99.1 08/29/2014
10.15	Loan and Security Agreement dated May 31, 2006 between Lantronix, Inc. and Silicon Valley Bank		10-Q	10.2 02/14/2012
10.16	Amendment dated August 14, 2008 to the Loan and Security Agreement between Lantronix, Inc. and Silicon Valley Bank		10-K	10.27 09/19/2008
10.17	Amendment dated September 2010, to the Loan and Security Agreement between Lantronix, Inc. and Silicon Valley Bank		10-Q	10.1 11/08/2010
10.18	Amendment dated August 18, 2011 to the Loan and Security Agreement between Lantronix, Inc. and Silicon Valley Bank		8-K	10.1 08/24/2011

10.19	Amendment dated January 19, 2012 to the Loan and Security Agreement between Lantronix, Inc. and Silicon Valley Bank	10-Q	10.1	02/14/2012
10.20	Amendment dated October 16, 2012 to the Loan and Security Agreement between Lantronix, Inc. and Silicon Valley Bank	8-K	99.1	10/22/2012
10.21	Amendment dated September 30, 2014 to the Loan and Security Agreement between Lantronix, Inc. and Silicon Valley Bank	8-K	99.1	10/02/2014
10.22	Lease dated January 9, 2015 between Lantronix, Inc. and The Irvine Company, LLC	8-K	99.1	01/20/2015
21.1	Subsidiaries of Lantronix, Inc.			X
23.1	Consent of Independent Registered Public Accounting Firm, Squar Milner LLP			X
31.1	Certificate of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002			X
31.2	Certificate of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002			X
32.1**	Certification of Chief Executive Officer and Chief Financial Officer furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002			X
101	The following financial information from Lantronix Inc.'s Annual Report on Form 10-K for the period ended June 30, 2015 formatted in XBRL (eXtensible Business Reporting Language):			X
	(i) 101.INS XBRL Instance Document;			
	(ii) 101.SCH XBRL Taxonomy Extension Schema Document;			
	(iii) 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document;			
	(iv) 101.DEF XBRL Taxonomy Extension Definition Linkbase Document;			
	(v) 101.LAB XBRL Taxonomy Extension Label Linkbase Document; and			
	(vi) 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document.			

\* Indicates management contract or compensatory plan, contract or arrangement.  
\*\* Furnished, not filed.

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