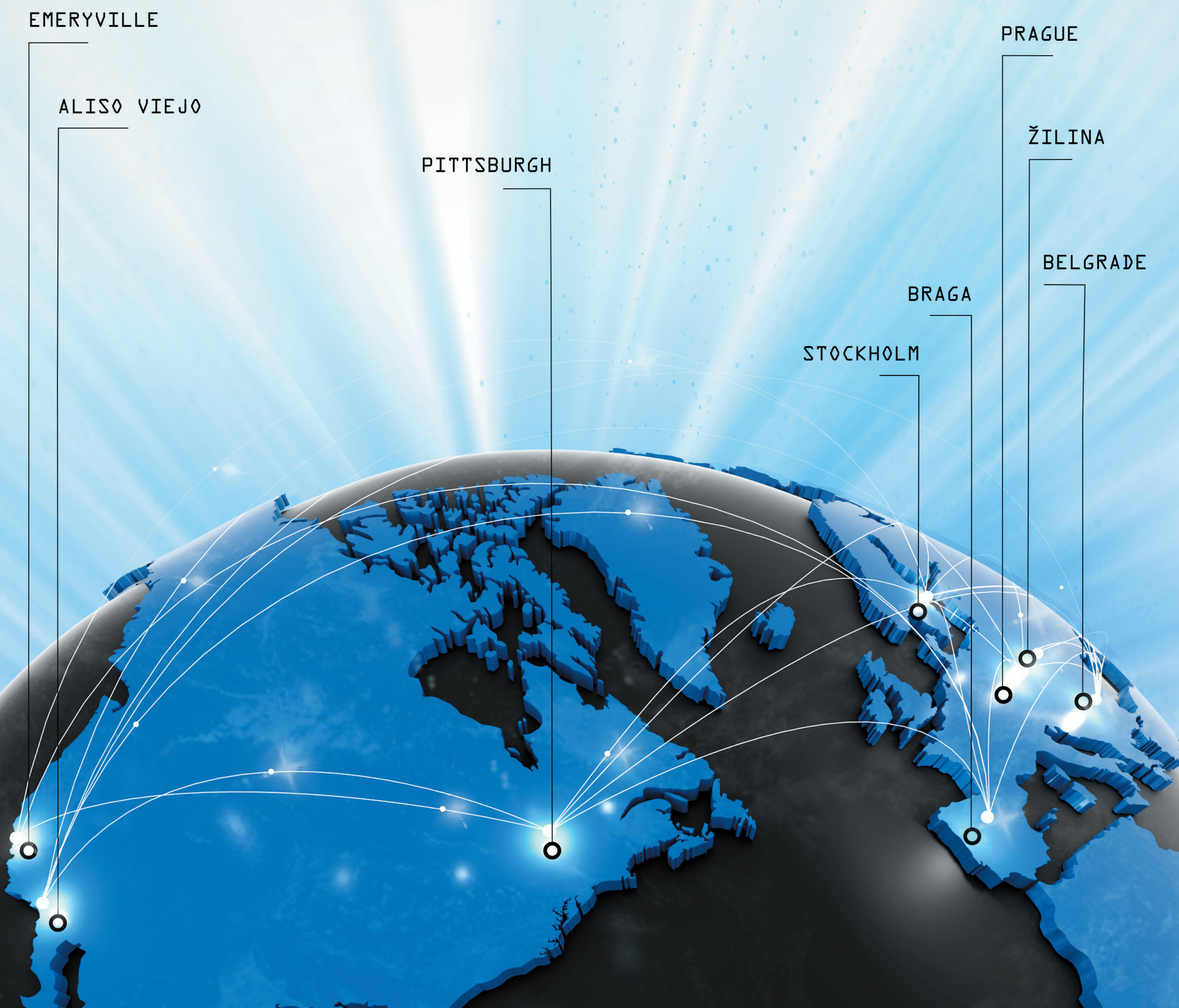
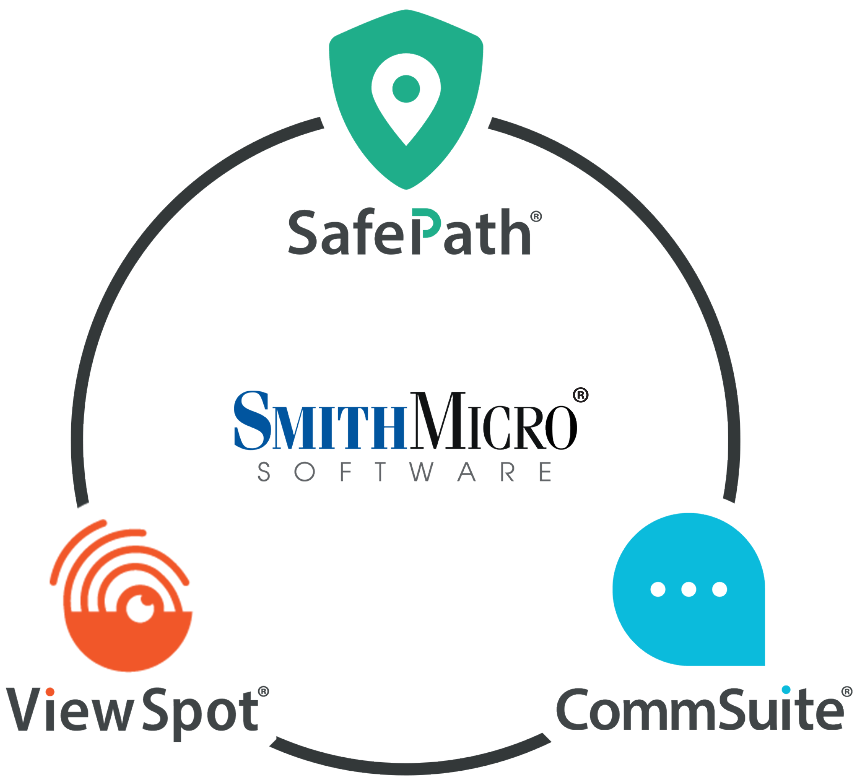
# ANNUAL REPORT

## 2020

SMITHMICRO®
SOFTWARE




SafePath®
SmithMicro®
SOFTWARE
ViewSpot®
CommSuite®

## FROM THE CEO

### Dear Fellow Shareholders,

**William W. Smith, Jr.**
Chairman of the Board,
President and Chief
Executive Officer

I know you would agree that 2020 will go down in history as a unique year. It was also, in fact, an exceptional and very productive year for Smith Micro.

During the past year, we made a strategic investment in R&D to accelerate product development initiatives and to integrate the parental controls code base gained through our acquisition of Circle Media Labs' wireless operator business. As a result, we launched the next generation of our flagship family safety platform in SafePath® 7, a truly comprehensive white-label solution that enables wireless carriers to offer robust location services and parental controls to their mobile subscribers, while also bringing to market significant new platform features, including SafePath Drive and SafePath Home. We also enhanced ViewSpot®, our retail display management solution, with several new features including self-serve content management functionality and support for touchless device interactions.

R&D investment has paid dividends for our products and our business case. Our healthy and growing sales pipeline, plus new customer launches in recent quarters, speak to this reality. But that's not all. Even though we increased R&D efforts and incurred integration-related expenses during the year, we still finished 2020 as a profitable company with a strong balance sheet. Total revenues from operations in 2020 were $51.3 million, an 18% increase over the $43.3 million in revenue we reported in 2019. Net income was $4.2 million, or $0.10 per share, for fiscal 2020, and we generated $7.9 million in cash flow from operations. It's also worth noting that we completed our exit from the graphics software industry in 2020 by selling the 2D animation tool Moho. This strategic divestiture will enable us to focus all of our attention on growing and expanding our core wireless business. With that said, let's take a closer look at the 2020 performance of these products.

### SafePath®

During fiscal 2020, SafePath-related deployments generated $28.0 million in revenue, which is a 58% increase over the $17.8 million in revenue the platform generated in 2019. The aforementioned SafePath enhancements achieved during 2020 created more opportunities for our sales team and have advanced sales discussions with various wireless carriers. SafePath has now been deployed by carriers in North America, Europe, and the Middle East. Our comprehensive feature set, proven revenue model, and experience selling in complex carrier environments has accelerated our sales pipeline and strengthened Smith Micro's competitive position in the global family safety industry.

In the first quarter of 2021, we announced our agreement with Avast to acquire their Family Safety Mobile business. This acquisition closed in April 2021 and I believe it has truly transformational potential for Smith Micro, as it will establish the company as the world's leading provider of white-label family safety solutions to wireless carriers. The revenue, resources, and relationships gained through this strategic acquisition will push the development and adoption of SafePath even further.

## CommSuite®

Smith Micro's most tenured product line, CommSuite®, continues to generate consistent results for our business despite the challenges caused by the April 2020 merger of Sprint and T-Mobile US. The voice messaging platform, which is installed at both Sprint (now owned by T-Mobile US) and Boost (now owned by DISH), generated $18.2 million in revenue during fiscal 2020. We continue to navigate merger-related obstacles with CommSuite as legacy Sprint subscribers now have the option to move to the T-Mobile network for voice services and related value-added services – such as visual voicemail and voice-to-text transcription. While we expect a natural decrease in Sprint CommSuite users to continue as these subscribers transition away from Sprint's network, we look forward to expanding our relationship with DISH in the future to increase Boost CommSuite subscribers.

## ViewSpot®

2020 revenue for our ViewSpot retail display management platform came in at $4.2 million, which was consistent with its performance in 2019. As previously mentioned, we significantly expanded the capabilities of the platform in 2020. The addition of a self-service, back-end management dashboard expands the product's total addressable market and makes ViewSpot more attractive to wireless carriers with smaller retail budgets. The platform was deployed by three new wireless carriers in 2020 and we are in sales discussions with several others. ViewSpot's expansion into the European market and recently achieved iOS compatibility bodes well for future platform revenue and adoption.

## Looking Forward

With 2020 in the books, I couldn't be happier with where things stand for Smith Micro's future business case. Despite a global pandemic, the Sprint/T-Mobile US merger, and above average R&D spending during the year, we remained profitable, grew revenues year-over-year, and launched our products at several new customers.

Our acquisition of Avast's Family Safety Mobile business and agreement to establish a go-forward partnership will propel Smith Micro to even greater heights in the future. As the largest acquisition in our history, the deal sets the stage for a fantastic 2021 and beyond. I am extremely excited about where we stand today, yet believe we are just at the starting point.

Most sincerely yours,

**William W. Smith, Jr.**
Chairman of the Board
President and Chief Executive Officer

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

## FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
**For the fiscal year ended December 31, 2020**

☐ **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 01-35525**

# SMITH MICRO SOFTWARE, INC.
**(Exact name of registrant as specified in its charter)**

| | |
|---|---|
| **Delaware** | **33-0029027** |
| **(State or other jurisdiction of incorporation or organization)** | **(I.R.S. Employer Identification Number)** |
| **5800 Corporate Drive, Pittsburgh, PA** | **15237** |
| **(Address of principal executive offices)** | **(Zip Code)** |

**Registrant's telephone number, including area code: (412) 837-5300**

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|---|---|
| Common Stock, par value $0.001 per share | SMSI | NASDAQ |

**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 15(d) of the Securities Exchange Act of 1934 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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). YES ☒ NO ☐

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

| | | | |
|---|---|---|---|
| Large accelerated filer | ☐ | Accelerated filer | ☐ |
| Non-accelerated filer | ☐ | Smaller reporting company | ☒ |
| Emerging growth company | ☐ | | |

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

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

As of June 30, 2020, the last business day of the registrant’s most recently completed second quarter, the aggregate market value of the common stock of the registrant held by non-affiliates was $150,928,875 based upon the closing sale price of such stock as reported on the Nasdaq Capital Market on that date. For purposes of such calculation, only executive officers, board members, and beneficial owners of more than 10% of the registrant’s outstanding common stock are deemed to be affiliates.

As of March 2, 2021, there were 42,216,795 shares of common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant’s Proxy Statement for the 2021 Annual Meeting of Stockholders to be filed under the Securities Exchange Act of 1934 are incorporated by reference in Part III of this report.

**SMITH MICRO SOFTWARE, INC.**
**2020 ANNUAL REPORT ON FORM 10-K**

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## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

*In this document, the terms "Smith Micro," "Company," "we," "us," and "our" refer to Smith Micro Software, Inc. and, where appropriate, its subsidiaries.*

*This Annual Report on Form 10-K (this "Report") contains forward-looking statements regarding Smith Micro which include, but are not limited to, statements concerning customer concentration, projected revenues, market acceptance of products, the success and timing of new product introductions, the competitive factors affecting our business, our ability to raise additional capital, gross profit and income, our expenses, the protection of our intellectual property, and our ability to remain a going concern. These forward-looking statements are based on our current expectations, estimates and projections about our industry, management's beliefs, and certain assumptions made by us. Words such as "anticipates," "expects," "intends," "plans," "predicts," "potential," "believes," "seeks," "estimates," "should," "may," "will," and variations of these words or similar expressions are intended to identify forward-looking statements. Forward-looking statements also include the assumptions underlying or relating to any of the foregoing statements. These statements are not guarantees of future performance and are subject to risks, uncertainties, and assumptions that are difficult to predict. Therefore, our actual results could differ materially from those expressed or implied in any forward-looking statements as a result of various factors. Such factors include, but are not limited to, the following:*

- our customer concentration given that the majority of our sales currently depend on a few large client relationships, including T-Mobile;
- our ability to establish and maintain strategic relationships with our customers and mobile device manufacturers;
- our ability to hire and retain key personnel;
- the possibility of security and privacy breaches in our systems damaging client relations and inhibiting our ability to grow;
- interruptions or delays in the services we provide from our data center hosting facilities that could harm our business;
- our dependency upon effective operation with operating systems, devices, networks and standards that we do not control and on our continued relationships with mobile operating system providers and device manufacturers;
- the existence of undetected software defects in our products;
- intense competition in our industry and the core vertical markets in which we operate, and our ability to successfully compete;
- the impact of the COVID-19 pandemic on our business and financial results;
- rapid technological evolution and resulting changes in demand for our products from our key customers and their end users;
- the risks inherent with international operations;
- the impact of evolving information security and data privacy laws on our business and industry;
- the impact of U.S. regulations on our business and industry;
- our ability to protect our intellectual property and our ability to operate our business without infringing on the rights of others;
- the risk of being delisted from NASDAQ if we fail to meet any of its applicable listing requirements;
- our ability to raise additional capital and the risk of such capital not being available to us at commercially reasonable terms or at all;
- our ability to remain profitable;
- our ability to remain a going concern;

- changes in our operating income due to shifts in our sales mix and variability in our operating expenses;
- our ability to assimilate acquisitions without diverting management attention and impacting current operations;
- the availability of third-party intellectual property and licenses needed for our operations on commercially reasonable terms, or at all;
- the difficulty of predicting our quarterly revenues and operating results and the chance of such revenues and results falling below analyst or investor expectations, which could cause the price of our common stock to fall;
- those additional factors which are listed under Item 1A of Part I of this Report under the caption "RISK FACTORS."

*The forward-looking statements contained in this Report are made on the basis of the views and assumptions of management regarding future events and business performance as of the date this Report is filed with the Securities and Exchange Commission (the "SEC"). In addition, we operate in a highly competitive and rapidly changing environment; therefore, new risk factors can arise, and it is not possible for management to predict all such risk factors, nor to assess the impact of all such risk factors on our business or the extent to which any individual risk factor, or combination of risk factors, may cause results to differ materially from those contained in any forward-looking statement. We do not undertake any obligation to update these statements to reflect events or circumstances occurring after the date this Report is filed.*

## PART I

### Item 1. BUSINESS

#### General

Providing software solutions that empower wireless carriers and cable service providers to simplify and enhance the user experience of mobile consumers around the world is a mission that Smith Micro pursues with passion. By providing mobile apps for digital family safety, carrier-grade voice messaging platforms and smart retail solutions, Smith Micro assists its carrier customers with building stronger, more profitable relationships with their mobile subscribers. Our solution portfolio is comprised of proven products that enable our customers to provide:

- In-demand digital services that connect today's digital lifestyle, including family location services, parental controls, and consumer IoT devices to mobile consumers worldwide;

- Easy visual access to voice messages on mobile devices through visual voicemail and voice-to-text transcription functionality; and

- Strategic, consistent and measurable digital demo experiences that educate retail shoppers, create awareness of products and services and drive in-store sales, and optimize retail experiences with actionable analytics derived from in-store customer behavior.

We continue to innovate and evolve our business case in response to industry trends in order to capitalize upon growth opportunities in emerging markets, such as digital lifestyle services and online family safety, "Big Data" analytics, automotive telematics, and the consumer IoT marketplace. The key to our longevity, however, is not simply technological innovation, but our customer-first approach to doing business.

Despite the global headwinds caused by the COVID-19 pandemic and significant investment in headcount additions, Smith Micro continued to thrive in 2020 as the business remained profitable and generated $7.9 million in cash from operations. To solidify our position as a leading white-label solution provider in the family safety market, we purchased the operator business of Circle Media Labs Inc. ("Circle") – an acquisition that included multiple customer contracts and a perpetual source code license to Circle's robust parental control software. Our development team spent the majority of 2020 integrating these features into our SafePath® platform, which enabled us to unveil the most comprehensive family safety offering on the market for wireless carriers in the fourth quarter of fiscal year 2020.

The Company was incorporated in California in November 1983 and reincorporated in Delaware in June 1995. Our principal executive offices are located at 5800 Corporate Drive, Pittsburgh, Pennsylvania 15237 and our telephone number is (412) 837-5300. Our website address is www.smithmicro.com, and we make our filings with the U.S. Securities and Exchange Commission (the "SEC") available on the Investor Relations page of our website. Information contained on our website does not constitute a part of this Report. Our common stock is traded on the NASDAQ under the symbol "SMSI."

#### Business Segments

We currently have one reportable operating segment: Wireless.

The wireless industry continues to undergo rapid change on all fronts as connected devices, mobile applications, and digital content are consumed by users who want information, high-speed wireless connectivity and entertainment, anytime, anywhere. While most of us think about being "connected" in terms of computers, tablets and smartphones, the consumer IoT market is creating a world where almost anything can be connected to the wireless internet. Wearable devices such as smartwatches, fitness trackers, pet trackers and GPS locators, as well as smart home devices, are now commonplace, enabling people, pets and things to be connected to the "Internet of Everything." These devices have created an entire ecosystem of over-the-top ("OTT") apps, while expanding how communication service providers can provide value to mobile consumers.

Although there are numerous business opportunities associated with pervasive connectivity, there are also numerous challenges, including:

- The average age by which most children use smartphones and other connected devices continues to decrease. As such, parents and guardians must be proactive in managing and combating digital lifestyle issues such as excessive screen time, cyberbullying, and online safety;
- Complexity, congestion, and spectrum scarcity plague wireless networks, making it difficult and expensive to satisfy the demand for mobile services by consumers and businesses;
- As IoT use cases continue to proliferate and scale, management complexity, security and interoperability must be addressed efficiently and correctly;
- Mobile network operators ("MNOs") are being marginalized by messaging applications, and face growing competitive pressure from cable multiple system operators ("MSOs") and others deploying Wi-Fi networks to attract mobile users;
- Enterprises face increasing pressure to mobilize workforces, operations, and customer engagement, but lack the expertise and technologies needed to leverage mobile technology securely and cost-effectively; and
- Consumers seek simpler network access and more personalized mobile experiences, while simultaneously demanding faster, cheaper, and more secure wireless services.

To address these challenges, Smith Micro offers the multi-platform, modular solutions below.

### Products

**SafePath®** – Comprised of SafePath Family, SafePath IoT, and SafePath Home, the SafePath product suite provides comprehensive and easy-to-use tools to protect digital lifestyles and manage connected devices both inside and outside the home. As a carrier-grade, white-label platform, SafePath empowers wireless service providers and cable operators to bring to market full-featured, on-brand family safety solutions that provide in-demand services to mobile subscribers such as location tracking, parental controls, and driver safety functionality. Delivered to end-users as value-added services, SafePath-based solutions activate new revenue streams for wireless service providers while helping to increase brand affinity and reduce subscriber churn.

**CommSuite**® – The CommSuite premium messaging platform helps mobile service providers deliver a next-generation voicemail experience to mobile subscribers, while monetizing a legacy cost-center. CommSuite Visual Voicemail ("VVM") quickly and easily allows users to manage voice messages just like email or SMS with reply, forwarding and social sharing options. CommSuite also enables multi-language Voice-to-Text ("VTT") transcription messaging, which facilitates convenient message consumption for users by reading versus listening. CommSuite is installed on more than 10 million mobile handsets and is available to both postpaid premium subscribers as well as prepaid subscribers.

**ViewSpot®** – Our retail display management platform provides wireless carriers and retailers with a way to bring powerful on-screen, interactive demos to life. These engaging demo experiences deliver consistent, secure and targeted content that can be centrally managed and updated via ViewSpot Studio. With the feature set provided by ViewSpot, wireless carriers and other smartphone retailers can easily customize and optimize the content loops displayed on demo devices so that it resonates with in-store shoppers. In 2020, ViewSpot was enhanced with new capabilities that enable consumers to navigate demo experiences in a touchless manner. This touchless functionality helps wireless carriers deliver in-store shopping experiences that are more aligned with current consumer expectations. The ViewSpot platform also offers powerful analytics capabilities that provide carriers with valuable insights into their consumer base and its buying behavior as well as their overall retail operations.

### Legacy Graphics Business

During fiscal 2020, we continued the process of winding down non-core product lines that began in fiscal 2019. As part of this effort, we sold our Moho and Motion Artist animation software products in December 2020. Our revenues still include an immaterial amount generated from our Graphics products, which are presented on a disaggregated basis in Note 10 of the Notes to Consolidated Financial Statements, but such revenues are no longer reported as a separate industry segment. See Notes 10 and 13 of the Notes to Consolidated Financial Statements for financial information related to our business segment and geographical information.

### Marketing and Sales Strategy

Because of our broad product portfolio, deep integration experience and flexible business models, we can quickly bring to market innovative solutions that support our customers' needs to create new revenue opportunities and differentiate their products and services from their competitors.

Our marketing and sales strategy is as follows:

*Leverage Operator Relationships.* We continue to capitalize on our strong relationships with the world's leading MNOs and MSOs. These customers serve as our primary distribution channel, providing access to hundreds of millions of end-users around the world.

*Focus on High-Growth Markets.* We continue to focus on providing digital lifestyle solutions, analytics/Big Data solutions, premium messaging services, and visual retail content management solutions.

*Expand our Customer Base.* In addition to growing our business with current customers, we look to expand our MNO and MSO customers worldwide, as well as to expand into new partnerships as we extend the reach of our product platforms within the connected lifestyle ecosystem.

### Key Revenue Contributors

In our Wireless business segment, we sell primarily to large wireless carriers, cable operators, and OEMs, so there are a limited number of actual and potential customers for our current products, resulting in significant customer concentration. Revenues attributable to T-Mobile (and Sprint prior to its merger with T-Mobile) and its affiliates accounted for 81% and 84% of the Company's total revenues for fiscal years 2020 and 2019, respectively.

On April 1, 2020, Sprint Corporation and T-Mobile (US), Inc. ("T-Mobile") completed their previously announced merger transaction, with the combined company continuing to operate as T-Mobile. In connection with the Sprint/T-Mobile merger, on July 1, 2020, the combined company divested certain assets to DISH Network Corporation, including Sprint's Boost Mobile pre-paid wireless services business ("Boost"). A portion of our solutions sales to Sprint/T-Mobile has historically included sales to Boost. The Company is working with T-Mobile and DISH on future product roadmaps and contract negotiations.

### Customer Service and Technical Support

We provide technical support and customer service through our online knowledge base, email, and live chat. OEM customers generally provide their own primary customer support functions and rely on us for support to their technical support personnel.

### Product Development

The software industry, particularly the wireless market, is characterized by rapid and frequent changes in technology and user needs. We work closely with industry groups and customers, both current and potential, to help us anticipate changes in technology and determine future customer needs. Software functionality depends upon the capabilities of the related hardware. Accordingly, we maintain engineering relationships with various hardware manufacturers and we develop our software in tandem with their product development. Our engineering relationships with manufacturers, as well as with our major customers, are central to our product development efforts. We remain focused on the development and expansion of our technology, particularly in the wireless space. Our research and development expenditures increased approximately 63% year over year, which is primarily a reflection of additional headcount-related expenses and external contract development costs to support continued product development.

### Competition

The markets in which we operate are highly competitive and subject to rapid changes in technology. These conditions create new opportunities for Smith Micro, as well as for our competitors, and we expect new competitors to continue to enter the market. We not only compete with other software vendors for new customer contracts, we also compete to acquire technology and qualified personnel.

We believe that the principal competitive factors affecting the mobile software market include domain expertise, product features, usability, quality, price, customer service, speed to market and effective sales and marketing efforts. Although we believe that our products currently compete favorably with respect to these factors, there can be no assurance that we can maintain our competitive position against current and potential competitors. We also believe that the market for our software products has been and will continue to be characterized by significant price competition. A material reduction in the price we obtain for our products would negatively affect our profitability.

Many of our existing and potential customers have the resources to develop products that compete directly with our products. As such, these customers may opt to discontinue the purchase of our products in the future. Our future performance is therefore substantially dependent upon the extent to which existing customers elect to purchase software from us rather than designing and developing their own software.

### Proprietary Rights and Licenses

We protect our intellectual property through a combination of patents, copyrights, trademarks, trade secrets, intellectual property laws, confidentiality procedures and contractual provisions. We have United States and foreign patents and pending patent applications that relate to various aspects of our products and technology. We have also registered, and applied for the registration of, U.S. and international trademarks, service marks, domain names, and copyrights. We will continue to apply for such protections in the future as we deem necessary to protect our intellectual property. We seek to avoid unauthorized use and disclosure of our proprietary intellectual property by requiring employees and third parties with access to our proprietary information to execute confidentiality agreements with us and by restricting access to our source code.

Our MNO/MSO customers license our products through software license agreements or access our offerings through software as a service ("SaaS") agreements. Our license agreements contain restrictions on reverse engineering, duplication, disclosure, and transfer, and our SaaS agreements contain restrictions on access and use.

Despite our efforts to protect our proprietary technology and our intellectual property rights, unauthorized parties may attempt to copy or obtain and use our technology to develop products and technology with the same functionality as our products and technology. Policing unauthorized use of our technology and intellectual property rights is difficult, and we may not be able to detect unauthorized use of our intellectual property rights or take effective steps to enforce our intellectual property rights.

### Human Capital Resources

As of December 31, 2020, we had a total of 255 employees within the following departments: 186 in engineering and operations, 45 in sales and marketing, and 24 in management and administration. We are not subject to any collective bargaining agreement and we believe that our relationships with our employees are good. Our strength and competitive advantage is – and always will be – people. We value the skills, strengths, and perspectives of our diverse team and will foster a participatory workplace that enables people to get involved in making decisions. The Company provides training and development opportunities to ensure that our employees are creative thinkers who are drive, focused and interested in ever-changing technology.

## Item 1A. RISK FACTORS

Our future operating results are highly uncertain. Before deciding to invest in our common stock or to maintain or change your investment, you should carefully consider the risks described below, in addition to the other information contained in this Report and in our other filings with the SEC, including our other Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business operations. If any of these risks actually occur, our business, financial condition or results of operations could be seriously harmed. In that event, the market price for our common stock could decline and you may lose all or part of your investment.

### Risks Related to our Business Operations

***We derive a significant portion of our revenues from sales to a concentrated number of clients, and a reduction in sales to any of them may adversely impact our revenues and operating results.***

We sell our wireless products and solutions primarily to large wireless carriers, cable operators, and OEMs, so there are a limited number of actual and potential customers for our products, resulting in significant customer concentration. For the year ended December 31, 2020, sales to T-Mobile (and Sprint, prior to its merger with T-Mobile) and its affiliates comprised 81% of our total revenues.

Because of our relatively high customer concentration, a small number of significant customers possess a relative level of pricing and negotiating power over us, enabling them to achieve advantageous pricing and other contractual terms, including the ability to terminate their agreements with us with a limited amount of notice. Any material decrease in our sales to any of these customers would materially affect our revenue and profitability.

On April 1, 2020, Sprint Corporation and T-Mobile completed their previously announced merger transaction, with the combined company continuing to operate as T-Mobile. In the event that the combined company does not elect to continue using the solutions that we currently deliver, or our sales to the combined company materially decrease as compared with our sales to Sprint pre-merger, our revenues and profitability would be materially and adversely affected. In addition and in connection with the Sprint/T-Mobile merger, on July 1, 2020, the combined company divested certain assets to DISH Network Corporation, including Sprint's Boost business. A portion of our solutions sales to Sprint/T-Mobile has historically included sales to Boost. In the event that Boost does not elect to continue using the solutions that we currently deliver to it, or our sales to the divested business materially decrease as compared with our sales to Boost pre-divestiture, our revenues and profitability may be materially and adversely affected.

If there are delays in the distribution of our products or if customer negotiations for our new products cannot occur on a timely basis, we may not be able to generate revenues sufficient to meet the needs of the business in the foreseeable future or at all.

***Our growth depends in part on our customers' ability and willingness to promote our services and attract and retain new end user customers or achieve other goals outside of our control.***

We sell our wireless products for use on handheld devices primarily to our carrier, cable/MSO, and enterprise customers, who deploy our products for use by their end user customers. The success of our carrier, cable/MSO and enterprise customers, and their ability and willingness to market services to their end users that are supported by our products, is critical to our future success. Our ability to generate revenues from sales of our software is also constrained by our carrier customers' ability to attract and retain customers. We have no input into or influence upon their marketing efforts and sales and customer retention activities. If our large carrier customers fail to maintain or grow demand for their services, revenues or revenue growth from our products designed for use on mobile devices will decline and our results of operations will suffer.

***If we are unable to retain key personnel, the loss of their services could materially and adversely affect our business, financial condition and results of operations.***

Our future performance depends in significant part upon the continued service of our senior management and other key technical personnel. We do not have employment agreements with our key employees. The loss of the services of our key employees would materially and adversely affect our business, financial condition and results of operations. Our future success also depends on our ability to continue to attract, retain, and motivate qualified personnel, particularly highly skilled engineers involved in the ongoing research and development required to develop and enhance our products. Competition for these employees remains high and employee retention is a common problem in our industry. Our inability to attract and retain the highly trained technical personnel that are essential to our product development, marketing, service, and support teams may limit the rate at which we can generate revenue, develop new products or product enhancements and generally would have an adverse effect on our business, financial condition and results of operations.

***Security and privacy breaches may harm our business.***

The uninterrupted operation of our hosted solutions and the confidentiality and security of third-party information and materials is critical to our business. Any failures in our security and privacy measures, such as "hacking" of our systems by outsiders or the inadequate protection of pre-release mobile devices in our custody, could have a material adverse effect on our financial position and results of operations. If we are unable to protect, or our customers and mobile device manufacturer partners perceive that we are unable to protect, the security and privacy of information and materials in our care, our growth could be materially adversely affected and we could be subject to material liability. A security or privacy breach may:

- cause our customers to lose confidence in our solutions;
- cause our mobile device manufacturer partners to cease doing business with us;
- harm our reputation;
- expose us to material liability; and
- increase our expense from potential remediation costs.

While we believe we use proven applications and have established adequate safeguards designed for facility security, data security and integrity to process electronic transactions, there can be no assurance that these applications and safeguards will be adequate to prevent a security breach or to address changing market conditions or the security and privacy concerns of existing and potential customers and device manufacturer partners. In addition, our customers and end users may use our products and services in a manner which violates security or data privacy laws in one or more jurisdictions. Any significant or high profile security breach, data privacy breach or violation of data privacy laws could result in the loss of business and reputation, litigation against us, liquidated and other damages, and regulatory investigations and penalties that could adversely affect our operating results and financial condition.

***Interruptions or delays in service from data center hosting facilities could impair the delivery of our service and harm our business.***

We currently serve our customers from data center hosting facilities. Any damage to, or failure of, such facilities generally could result in interruptions in our service. Interruptions in our service may reduce our revenue, cause us to issue credits or pay penalties, cause customers to terminate their on-demand services, and adversely affect our renewal rates and our ability to attract new customers.

***The success of our products depends upon effective operation with operating systems, devices, networks and standards that we do not control and on our continued relationships with mobile operating system providers and device manufacturers.***

We are dependent on the interoperability of our products with popular operating systems, networks and standards that we do not control. For example, we depend upon the interoperability of our mobile products with the Android and iOS mobile operating systems. Any changes, bugs or technical issues in such systems, or changes in our relationships with mobile operating system partners, handset manufacturers or mobile carriers, or in their terms of service or policies that degrade our products' functionality, reduce or eliminate our ability to distribute our products, or give preferential treatment to competitive products could adversely affect the usage of our products.

We maintain relationships with mobile device manufacturers which provide us with insights into product development and emerging technologies. These insights allow us to keep abreast of, or to anticipate, market trends and help us to serve our current and prospective customers. Mobile device manufacturers are under no obligation to continue providing us with these valuable insights. If we are unable to maintain our existing relationships with mobile device manufacturers, if we fail to enter into relationships with additional mobile device manufacturers, or if mobile device manufacturers favor one of our competitors, our ability to provide products that meet our current and prospective customers' needs could be compromised and our reputation and future revenue prospects could suffer. For example, if our software does not function well with a popular mobile device because we have not maintained a relationship with its manufacturer, carriers seeking to provide that device to their respective customers may choose an alternative solution. Even if we succeed in establishing and maintaining these relationships, they may not result in additional customers or revenues.

***Our products may contain undetected software defects, which could negatively affect our revenues.***

Our software products are complex and may contain undetected defects. If we discover software defects in our products we may experience delayed or lost revenues during the period it takes to correct these problems. Defects, whether actual or perceived, could result in adverse publicity, loss of revenues, product returns, a delay in market acceptance of our products, loss of competitive position or claims against us by customers. Any such problems could be costly to remedy and could cause interruptions, delays, or cessation of our product sales, which could cause us to lose existing or prospective customers and could negatively affect our results of operations.

**Risks Related to our Industry and Macroeconomic Conditions**

***We derive a significant portion of our revenues from only a few core vertical markets, and changes within these vertical markets, or failure to penetrate new markets, could adversely impact our revenues and operating results.***

We derive a significant portion of our revenue from a few vertical markets, such as wireless carriers and cable operators. In order to sustain and grow our business, we must continue to sell our software products in these vertical markets. Shifts in the dynamics of these vertical markets, such as new product introductions by our competitors, could materially harm our results of operations, financial condition and prospects. Increasing our sales outside our core vertical markets and into markets in which we do not have significant experience, for example to large enterprises, would require us to devote time and resources to hire and train sales employees familiar with those industries. Even if we are successful in hiring and training sales teams, customers in other vertical markets may not need or sufficiently value our current products or new product introductions.

***Our results of operations and financial condition may be adversely affected by public health epidemics, including the ongoing COVID-19 global health pandemic.***

On March 11, 2020, the World Health Organization declared the global outbreak of COVID-19 to be a pandemic. The COVID-19 pandemic has significantly impacted economic activity and markets around the world. The circumstances relating to the pandemic are complex and evolving, with a broad number of governmental and commercial efforts to contain the spread of the virus globally. We have implemented a number of measures in an effort to protect our employees' health and well-being, including having office employees work remotely, suspending employee travel, and withdrawing from certain industry events. The duration and extent of the impact of the coronavirus pandemic on our business, operations and financial results depends on factors that cannot be accurately predicted at this time, such as the ongoing transmission rate and mutation of the virus, emergence of new variants and strains with different characteristics, the extent and effectiveness of containment and mitigation actions, including distribution and effectiveness of vaccines, the impact on economic activity, including the possibility of recession or financial market instability, and the impact of these and other factors on our employees, customers, industry partners, and suppliers.

Many of our customers and suppliers have temporarily modified their business operations as a result of the coronavirus pandemic and related government restrictions. Our customers have experienced and may continue to experience decreased demand for the value-added products and services that we provide to them and may seek to terminate, suspend or delay existing or new initiatives involving our products and services. A decrease in demand for our products and services or the termination, suspension or delay of existing or new initiatives by our customers could materially adversely affect our business, financial condition, and results of operations. To the extent the pandemic adversely affects our business and financial results, it may also have the effect of heightening many of the other risks set forth herein.

In the event of illnesses to key employees or a significant portion of our workforce resulting from COVID-19, we may experience inefficiencies, delays, and/or disruptions in research and development activities and increased costs resulting from our efforts to mitigate the impact of COVID-19, all of which may adversely affect our business, operations and financial results.

Additionally, government intervention with respect to the pandemic, continued widespread growth in infections, travel restrictions, quarantines, or other business and industry closures as a result of the pandemic could, among other things, impact the ability of our employees and contractors to perform their duties, cause increased technology and security risk due to extended and company-wide telecommuting, lead to disruptions with our suppliers, hamper our ability to integrate recent technology acquisitions and cause disruption in our relationship with our customers or prospective customers.

***Technology and customer needs change rapidly in our market, which could render our products obsolete and negatively affect our business, financial condition, and results of operations.***

Our success depends on our ability to anticipate and adapt to changes in technology and industry standards, including changes in the Microsoft, Google, and Apple operating systems with which our products are designed to be compatible, and to changes in customer demands. The communications software markets in which we operate are characterized by rapid technological change, changing customer needs, frequent new product introductions, evolving industry standards, and short product life cycles. Any of these factors could render our existing products obsolete and unmarketable. New products and product enhancements can require long development and testing periods as a result of the complexities inherent in today's mobile technology environment and the performance demanded by customers. If our target markets do not develop as we anticipate, if our products do not gain widespread acceptance in these markets, or if we are unable to develop new versions of our software products that can operate on future wireless networks and PC and mobile device operating systems and interoperate with relevant third party technology, our business, financial condition and results of operations could be materially and adversely affected.

***Competition within our target markets is intense and includes numerous established competitors and new entrants, which could negatively affect our revenues and results of operations.***

We operate in markets that are extremely competitive and subject to rapid changes in technology. Because there are low barriers to entry into the software markets in which we participate and may participate in the future, we expect significant competition to continue from both established and emerging software companies, domestic and international. In fact, our growth opportunities in new product markets could be limited to the extent established and emerging software companies enter or have entered those markets.

Many of our other current and prospective competitors have significantly greater financial, marketing, service, support, technical, and other resources than we do. As a result, they may be able to adapt more quickly than we can to new or emerging technologies and changes in customer requirements or to devote greater resources to the promotion and sale of their products. Announcements of competing products by competitors could result in the cancellation of orders by customers in anticipation of the introduction of such new products. In addition, some of our competitors are currently making complementary products that are sold separately. Such competitors could decide to enhance their competitive position by bundling their products to attract customers seeking integrated, cost-effective software applications. Some competitors have a retail emphasis and offer OEM products with a reduced set of features. The opportunity for retail upgrade sales may induce these and other competitors to make OEM products available at their own cost or even at a loss. We also expect competition to increase as a result of software industry consolidations, which may lead to the creation of additional large and well-financed competitors. Increased competition is likely to result in price reductions, fewer customer orders, reduced margins, and loss of market share.

***Our business, financial condition and operating results could be adversely affected as a result of legal, business, and economic risks specific to international operations.***

In recent years, our revenues derived from sales to customers outside the U.S. have not been material. Our revenues derived from such sales can vary from quarter to quarter and from year to year. We also frequently ship products to our domestic customers' international manufacturing divisions and subcontractors. In the future, we may expand these international business activities. International operations are subject to many inherent risks, including:

- general political, social and economic instability;

- trade restrictions;
- the imposition of governmental controls;
- exposure to different legal standards, particularly with respect to intellectual property;
- burdens of complying with a variety of foreign laws, including without limitation data privacy laws, such as the GDPR in Europe;
- import and export license requirements and restrictions of the United States and any other country in which we operate;
- unexpected changes in regulatory requirements;
- foreign technical standards;
- changes in tariffs;
- difficulties in staffing and managing international operations;
- difficulties in securing and servicing international customers;
- difficulties in collecting receivables from foreign entities;
- fluctuations in currency exchange rates and any imposition of currency exchange controls; and
- potentially adverse tax consequences.

These conditions may increase our cost of doing business. Moreover, as our customers are adversely affected by these conditions, our business with them may be disrupted and our results of operations could be adversely affected.

**Legal and Regulatory Risks**

***Evolving information security and data privacy laws and regulations may result in increased compliance costs, impediments to the development or performance of our offerings, and monetary or other penalties.***

Because our solutions process customer data that may contain personally identifying information, we are subject to federal, state and foreign laws and regulations regarding the privacy and protection of such data. These laws and regulations address a range of issues, including data privacy, cybersecurity and restrictions or technological requirements regarding the collection, use, storage, protection, retention or transfer of data. The regulatory framework for data privacy and cybersecurity issues worldwide can vary substantially from jurisdiction to jurisdiction. New laws that have been recently enacted may require considerable resources to ensure timely and ongoing compliance. For example, the California Consumer Privacy Act of 2018 that came into effect in January of 2020 gives new data privacy rights to California residents and requires expenditure of considerable resources to establish the necessary internal infrastructure to allow for the monitoring and other compliance requirements, which may limit the use and adoption of our offerings.

Further, foreign privacy and data protection laws and regulations can be more restrictive than those in the United States. In the European Union ("EU"), the General Data Protection Regulation ("GDPR includes operational and governance requirements for companies that collect or process personal data of residents of the European Union, and provides for significant penalties for non-compliance. The costs of compliance with, and other burdens imposed by, these laws and regulations may become substantial and may limit the use and adoption of our offerings, require us to change our business practices, impede the performance and development of our solutions, or lead to significant fines, penalties or liabilities for noncompliance with such laws or regulations.

***Regulations affecting our customers and us and future regulations, to which they or we may become subject to, may harm our business.***

Certain of our customers in the communications industry are subject to regulation by the Federal Communications Commission, which could have an indirect effect on our business. In addition, the U.S. telecommunications industry has been subject to continuing deregulation since 1984. We cannot predict when, or upon what terms and conditions, further regulation or deregulation might occur or the effect regulation or deregulation may have on demand for our products from customers in the communications industry. Demand for our products may be indirectly affected by regulations imposed upon potential users of those products, which may increase our costs and expenses.

***We may be unable to adequately protect our intellectual property and other proprietary rights, and we may be subject to claims for intellectual property infringement, which could negatively impact our business and financial results.***

Our success is dependent upon our software code base, our programming methodologies and other intellectual properties and proprietary rights. In order to protect our proprietary technology, we rely on a combination of trade secrets, nondisclosure agreements, patents, and copyright and trademark law. We currently own U.S. trademark registrations for certain of our trademarks and U.S. patents for certain of our technologies. However, these measures afford us only limited protection. For our mobile applications that are distributed by our carrier customers to their end users, we rely on our carrier customers to establish binding end user terms. It is possible that third parties may copy or otherwise obtain our rights without our authorization. It is also possible that third parties may independently develop technologies similar to ours. It may be difficult for us to detect unauthorized use of our intellectual property and proprietary rights. In addition, we sometimes include open source software in our products. As a result of our use of open source in our products, we may license or be required to license or disclose code and/or innovations that turn out to be material to our business and may also be exposed to increased litigation risk. If the protection of our proprietary rights is inadequate to prevent independent development, unauthorized use or appropriation by third parties, the value of our brands and other intangible assets may be diminished and competitors may be able to more effectively mimic our products, services, and methods of operations. Any of these events could have an adverse effect on our business and financial results.

We may be subject to claims of intellectual property infringement as the number of trademarks, patents, copyrights and other intellectual property rights asserted by companies in our industry grows and the coverage of these patents and other rights and the conduct of our business, including the functionality of our products, increasingly overlap. From time to time, we have received communications from third parties asserting that our trade name or features, content, or trademarks of certain of our products infringe upon intellectual property rights held by such third parties. We have also received correspondence from third parties separately asserting that our products may infringe on certain patents held by each of the parties. Although we are not aware that any of our products infringe on the proprietary rights of others, third parties may claim infringement by us with respect to our current or future products. Additionally, our customer agreements require that we indemnify our customers for infringement claims made by third parties involving our intellectual property, including our software code, embedded in their products. Infringement claims, whether with or without merit, could result in time-consuming and costly litigation, divert the attention of our management, cause product shipment delays, result in our sales being enjoined, or require us to enter into royalty or licensing agreements with third parties. If we are required to enter into royalty or licensing agreements, they may not be on terms that are acceptable to us. An injunction or unfavorable royalty or licensing agreements could seriously impair our ability to market our products and have an adverse effect on our business and financial results.

***If we fail to meet the requirements for continued listing on the NASDAQ Stock Market, our common stock could be delisted from trading on NASDAQ, which would likely reduce the liquidity of our common stock and could cause our trading price to decline.***

Our common stock is currently listed for quotation on the NASDAQ Stock Market. We are required to meet specified financial requirements in order to maintain our listing on NASDAQ. If we fail to satisfy NASDAQ's continued listing requirements, our common stock could be delisted from NASDAQ and our common stock would instead trade on the OTC Market. Any potential delisting of our common stock from NASDAQ would likely result in decreased liquidity and increased volatility of our common stock, and would likely cause our trading price to decline.

**Financial, Investment and Indebtedness Risks**

***We may raise additional capital through the issuance of equity or convertible debt securities or by borrowing money in order to meet our capital needs. Additional funds to allow us to meet our capital needs may not be available on terms acceptable to us or at all.***

We believe that our cash and the cash we expect to generate from operations will be sufficient to meet our capital needs for the next twelve months. However, it is possible that we may need or choose to obtain additional financing to fund our future activities. We could raise these funds by selling more stock to the public or to selected investors, or by borrowing money. We may not be able to obtain additional funds on favorable terms, or at all. If adequate funds are not available, we may be required to curtail our operations or other business activities significantly or to obtain funds through arrangements with strategic partners or others that may require us to relinquish rights to certain technologies or potential markets.

It is possible that our future capital requirements may vary materially from those currently anticipated. The amount of capital that we will need in the future will depend on many factors, including but not limited to:

- the market acceptance of our products;
- the levels of promotion and advertising that will be required to launch our products and achieve and maintain a competitive position in the marketplace;
- our business, product, capital expenditure, and research and development plans and product and technology roadmaps;
- the levels of working capital that we maintain;
- capital improvements to new and existing facilities;
- technological advances;
- our competitors' response to our products; and
- our relationships with suppliers and customers.

In addition, we may raise additional capital to accommodate planned growth, hiring, and infrastructure needs or to consummate acquisitions of other businesses, products or technologies.

***The Company has a history of net losses, may incur substantial net losses in the future, and may not maintain profitability.***

We have undertaken recent efforts to align expenses with our current and projected revenue. However, if we do not achieve certain revenue targets, we may need to undertake further restructurings, we may incur additional operating losses, and we may not be able to maintain profitability.

***If we are unable to meet our obligations as they become due over the next twelve months, the Company may not be able to continue as a going concern.***

We believe that we will be able to meet our financial obligations as they become due over the next twelve months, primarily based on our current working capital levels, our current financial projections, and our ability to secure short-term loans and raise capital when necessary.

Our ability to continue as a going concern is substantially dependent upon multiple factors, which primarily include those factors set forth above. If our financial performance and cash flow position the Company unfavorably compared to our internal plans and projections, we may need to consider additional actions to mitigate conditions or events that would raise substantial doubt about our ability to continue as a going concern, including the following:

- Raising additional capital through short-term loans.
- Implementing additional restructuring and cost reductions.
- Raising additional capital through a private placement or other transaction.
- Disposing of or discontinuing one or more product lines.
- Selling or licensing intellectual property.

Should our going concern assumption not be appropriate or should we become unable to continue in the normal course of operations, adjustments would be required to the amounts and classifications of assets and liabilities within our consolidated financial statements, and these adjustments could be significant. Our consolidated financial statements do not reflect the adjustments or reclassifications of assets and liabilities that would be necessary if we were to become unable to continue as a going concern.

***Our operating income or loss may continue to change due to shifts in our sales mix and variability in our operating expenses.***

Our operating income or loss can change quarter to quarter and year to year due to a change in our sales mix and the timing of our continued investments in research and development and infrastructure. We continue to invest in research and development, which is the lifeline of our technology portfolio. The timing of these additional expenses can vary significantly quarter to quarter and even from year to year.

**Other General Risks**

***Our acquisitions of companies or technologies may disrupt our business and divert management attention and cause our other operations to suffer.***

We have historically made targeted acquisitions of businesses or product lines with technology important to our business strategy and expect to continue to do so in the future. Most recently, we acquired the operator business from Circle Media Labs Inc. and prior to that our smart retail business, known as ViewSpot. As part of any acquisition, we are required to assimilate the operations, products, and, where applicable, personnel of the acquired businesses and train, retain, and motivate key personnel needed for the successful integration of the acquired business. We may not be able to maintain uniform standards, controls, procedures and policies if we fail in these efforts. Additionally, as we integrate any newly acquired business into our existing operations, process changes may result in unanticipated or unintended delays in sales of acquired products or services, which could adversely affect our relationships with customers of the acquired business and result in lower revenues from the acquired business than anticipated. Acquisitions may cause disruptions in our operations and divert management's attention from our Company's day-to-day operations, which could impair our relationships with our existing employees, customers, and strategic partners. Acquisitions may also subject us to liabilities and risks that are not known or identifiable at the time of the acquisition.

We may also have to incur debt or issue equity securities in order to finance future acquisitions. Our financial condition could be harmed to the extent we incur substantial debt or use significant amounts of our cash resources in acquisitions. The issuance of equity securities for any acquisition could be substantially dilutive to our existing stockholders. In addition, we expect our profitability could be adversely affected because of acquisition-related accounting costs, write offs, amortization expenses, and charges related to acquired intangible assets. In consummating acquisitions, we are also subject to risks of entering geographic and business markets in which we have had limited or no prior experience. If we are unable to fully integrate acquired businesses, products, or technologies within existing operations, we may not receive the intended benefits of such acquisitions.

***We rely directly and indirectly on third-party intellectual property and licenses, which may not be available on commercially reasonable terms or at all.***

Many of the Company's products and services include third-party intellectual property, which require licenses directly to us or to unrelated companies that provide us with sublicenses and/or execution of services for the operation of our business. The Company has historically been able to obtain such licenses or sublicenses on reasonable terms. There is, however, no assurance that the necessary licenses could be obtained on acceptable terms, or at all, in the future. If the Company or our third-party service providers are unable to obtain or renew critical licenses on reasonable terms, we may be forced to terminate or curtail our products and services which rely on such intellectual property, and our financial condition and operating results may be materially adversely affected.

***Our quarterly revenues and operating results are difficult to predict and could fall below analyst or investor expectations, which could cause the price of our common stock to fall.***

Our quarterly revenues and operating results have fluctuated significantly in the past and may continue to vary from quarter to quarter due to a number of factors, many of which are not within our control. If our operating results do not meet the expectations of securities analysts or investors, our stock price may decline. Fluctuations in our operating results may be due to a number of factors, including the following:

- the gain or loss of a key customer;
- the size and timing of orders from and shipments to our major customers;
- our ability to maintain or increase gross margins;
- variations in our sales channels or the mix of our product sales;
- our ability to anticipate market needs and to identify, develop, complete, introduce, market and produce new products and technologies in a timely manner to address those needs;
- the availability and pricing of competing products and technologies and the resulting effect on sales and pricing of our products;
- acquisitions;
- the effect of new and emerging technologies;
- the timing of acceptance of new mobile services by users of our customers' services;
- deferrals of orders by our customers in anticipation of new products, applications, product enhancements or operating systems; and
- general economic and market conditions.

We have difficulty predicting the volume and timing of orders. In any given quarter, our sales may involve large financial commitments from a relatively small number of customers. As a result, the cancellation or deferral of even a small number of orders could materially impact our revenues, which would adversely affect our quarterly financial performance. Also, we have often recorded a large amount of our sales in the last month of the quarter and often in the last week of that month. Accordingly, delays in the closing of sales near the end of a quarter could cause quarterly revenues to fall substantially short of anticipated levels. Significant sales may also occur earlier than expected, which could cause operating results for later quarters to compare unfavorably with operating results from earlier quarters.

Future orders may come from new customers or from existing customers for new products. The sales cycles may be greater than what we have experienced in the past, increasing the difficulty to predict quarterly revenues.

Because we sell primarily to large carriers, cable/MSOs and OEM customers, we have no direct relationship with most end users of our products. This indirect relationship delays feedback and blurs signals of change in the quick-to-evolve wireless ecosystem, and is one of the reasons we have difficulty predicting demand.

A large portion of our operating expenses, including rent, depreciation and amortization, is fixed and difficult to reduce or change. Accordingly, if our total revenue does not meet our expectations, we may not be able to adjust our expenses quickly enough to compensate for the shortfall in revenue. In that event, our business, financial condition and results of operations would be materially and adversely affected.

Due to all of the foregoing factors, and the other risks discussed in this Report, you should not rely on quarter-to-quarter comparisons of our operating results as an indication of future performance.

### Item 1B. UNRESOLVED STAFF COMMENTS

None.

### Item 2. PROPERTIES

Our corporate headquarters is located in Pittsburgh, Pennsylvania, where we currently lease approximately 55,600 square feet of space under a lease that expires on April 30, 2026. We sublease 19,965 square feet of our leased space in Pittsburgh under an agreement which commenced on February 1, 2015 and continues through December 31, 2021. We lease and occupy approximately 8,513 square feet of space in Aliso Viejo, California under a lease that expires on October 31, 2024. Internationally, we lease approximately 8,500 square feet in Belgrade, Serbia under a lease that expires December 31, 2023, we lease approximately 1,500 square feet in Stockholm, Sweden under a lease that expires on September 30, 2023, and we lease approximately 3,200 square feet in Braga, Portugal under a lease that expires July 31, 2021.

### Item 3. LEGAL PROCEEDINGS

The Company may become involved in various legal proceedings arising from its business activities. While management does not currently believe that the ultimate disposition of these matters will have a material adverse impact on the Company's consolidated results of operations, cash flows, or financial position, litigation is inherently unpredictable, and depending on the nature and timing of these proceedings, an unfavorable resolution could materially affect the Company's future consolidated results of operations, cash flows or financial position in a particular period.

### Item 4. MINE SAFETY DISCLOSURES

Not Applicable.

## PART II

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

### Market Information

Our common stock is traded on the NASDAQ Stock Market under the symbol "SMSI."

For information regarding Securities Authorized for Issuance under Equity Compensation Plans, please refer to Item 12 in Part III of this Annual Report on Form 10-K.

### Holders

As of March 2, 2021, there were approximately 86 holders of record of our common stock based on information provided by our transfer agent.

### Dividends

We have never declared or paid any cash dividends on our common stock. We do not expect to pay any cash dividends on our common stock for the foreseeable future. Any determination to pay dividends on our common stock in the future will be at the discretion of our Board of Directors, subject to applicable laws, and will depend on our financial condition, operating results, capital requirements, general business conditions, and other factors that our Board of Directors considers relevant.

During the third quarter of 2019, the Company forced conversion of all outstanding shares of our Series B 10% Convertible Preferred Stock (the "Series B Preferred Stock"). The holders of our Series B Preferred Stock were entitled to receive, out of funds legally available therefor, cumulative cash dividends on such shares at a rate per share of ten percent (10%) per annum, payable (i) when and as declared by our Board of Directors, in quarterly installments on March 1, June 1, September 1 and December 1, (ii) upon conversion of such shares into common stock, and (iii) upon our optional redemption of such shares in accordance with the terms set forth in the Certificate of Designation for our Series B Preferred Stock. As of March 2, 2021, no shares of Series B Preferred Stock are outstanding.

### Purchases of Equity Securities by the Company

The table set forth below shows all purchases of securities by us during the fourth quarter of fiscal year 2020:

**ISSUER PURCHASES OF EQUITY SECURITIES**

| Period | Total Number of Shares (or Units) Purchased | Average Price Paid per Share (or Unit) | Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs |
|---|---|---|---|---|
| October 1 - 31, 2020 | 22,017 | $ 3.83 | — | — |
| November 1 - 30, 2020 | 22,014 | $ 4.83 | — | — |
| December 1 - 31, 2020 | 22,012 | $ 5.80 | — | — |
| Total | 66,043 (a) | $ 4.82 | — | — |

(a) Includes the acquisition of stock by the Company as payment of withholding taxes in connection with the vesting of restricted stock awards in an aggregate amount of 66,043 shares during the periods set forth in the table. All of the shares were canceled when they were acquired.

## Item 6. SELECTED CONSOLIDATED FINANCIAL DATA

The following selected consolidated financial data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and the related notes thereto appearing elsewhere in this Report. The following selected consolidated statements of operations and comprehensive loss data and the consolidated balance sheet data as of and for the years ended December 31, 2020 and 2019 have been derived from audited consolidated financial statements included elsewhere in this Report. The consolidated statements of operations and comprehensive loss data and the consolidated balance sheet data presented below as of and for the years ended December 31, 2018, 2017 and 2016 are derived from audited consolidated financial statements that are not included in this Report.

| | Year Ended December 31, | | | | |
|---|---|---|---|---|---|
| | 2020 | 2019 | 2018 | 2017 | 2016 |
| **Consolidated Statement of Operations Data (in thousands, except per share data):** | | | | | |
| Revenues | $ 51,300 | $ 43,346 | $ 26,285 | $ 22,974 | $ 28,235 |
| Cost of revenues | 5,190 | 3,927 | 4,333 | 5,082 | 7,564 |
| Gross profit | 46,110 | 39,419 | 21,952 | 17,892 | 20,671 |
| Operating expenses: | | | | | |
| Selling and marketing | 10,698 | 7,517 | 5,784 | 6,186 | 9,615 |
| Research and development | 19,071 | 11,682 | 8,602 | 8,952 | 15,906 |
| General and administrative | 12,801 | 9,921 | 8,607 | 8,551 | 10,341 |
| Restructuring expenses | 19 | 194 | 173 | (123) | 303 |
| Long-lived asset impairment | — | — | — | — | 411 |
| Total operating expenses | 42,589 | 29,314 | 23,166 | 23,566 | 36,576 |
| Operating income (loss) | 3,521 | 10,105 | (1,214) | (5,674) | (15,905) |
| Non-operating income (expense): | | | | | |
| Change in fair value of warrant liability | — | — | (812) | — | — |
| Change in carrying value of contingent liability | — | — | — | — | 668 |
| Loss on debt extinguishment | — | — | (203) | (405) | — |
| Gain on sale of software products | 711 | 483 | — | — | — |
| Interest income (expense), net | 96 | 228 | (472) | (1,120) | (313) |
| Other income (expense), net | (3) | (14) | (26) | (8) | (22) |
| Income (loss) before provision for income taxes | 4,325 | 10,802 | (2,727) | (7,207) | (15,572) |
| Provision for income tax expense (benefit) | 160 | 80 | 13 | (546) | (229) |
| Net income (loss) | $ 4,165 | $ 10,722 | $ (2,740) | $ (6,661) | $ (15,343) |
| Earnings (loss) per share: | | | | | |
| Basic | $ 0.10 | $ 0.31 | $ (0.14) | $ (0.49) | $ (1.28) |
| Diluted | $ 0.10 | $ 0.29 | $ (0.14) | $ (0.49) | $ (1.28) |
| Weighted average shares: | | | | | |
| Basic | 40,808 | 34,513 | 22,322 | 13,489 | 11,951 |
| Diluted | 42,764 | 36,991 | 22,322 | 13,489 | 11,951 |

| | As of December 31, | | | | |
|---|---|---|---|---|---|
| | 2020 | 2019 | 2018 | 2017 | 2016 |
| **Consolidated Balance Sheet Data (in thousands):** | | | | | |
| Total assets | $ 72,903 | $ 61,197 | $ 25,203 | $ 13,877 | $ 14,308 |
| Total liabilities | 14,187 | 12,513 | 4,640 | 9,310 | 11,249 |
| Accumulated comprehensive deficit | (221,230) | (225,395) | (236,091) | (232,933) | (226,228) |
| Total stockholders' equity | $ 58,716 | $ 48,684 | $ 20,563 | $ 4,567 | $ 3,059 |

**Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the related notes and other financial information appearing elsewhere in this Report. This Report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. See “Special Note Regarding Forward-Looking Statements” and Part I, Item 1A, “Risk Factors.” Readers are also urged to carefully review and consider these and other disclosures made by us which attempt to advise interested parties of the factors which affect our business.

**Introduction and Overview**

Providing software solutions that simplify and enhance the mobile experience to some of the leading wireless and cable service providers around the globe is a mission that Smith Micro pursues with passion. From enabling the family digital lifestyle to providing powerful voice messaging capabilities, we strive to enrich today’s connected lifestyles while creating new opportunities to engage consumers via smartphones and consumer IoT devices. The Smith Micro portfolio includes a wide range of products for creating, sharing and monetizing rich content, such as visual voice messaging, retail content display optimization and performance analytics on any product set.

During 2020, we experienced an increase in our wireless revenues primarily due to entering 2020 with a higher number of subscribers than the prior year. However, as the year progressed, the continued growth of SafePath subscriber numbers was negatively impacted by the closure of customer retail stores due to the COVID-19 pandemic combined with the T-Mobile / Sprint merger. CommSuite revenues were relatively stable during 2020. The Company received additional cash proceeds of $4.2 million during 2020 from the exercise of warrants previously issued as part of 2018 private placements of common stock undertaken by the Company.

**Results of Operations**

Revenues generated from our sales to T-Mobile (including Sprint, prior to its merger with T-Mobile) and its affiliates accounted for 81% and 84% of the Company’s total revenues and 91% and 92% of accounts receivable for fiscal years 2020 and 2019, respectively.

The following table sets forth certain consolidated statement operations data as a percentage of total revenues for the periods indicated:

| | Year Ended December 31, | |
|---|---|---|
| | 2020 | 2019 |
| Revenues | 100.0 % | 100.0 % |
| Cost of revenues | 10.1 | 9.1 |
| Gross profit | 89.9 | 90.9 |
| Operating expenses: | | |
| Selling and marketing | 20.9 | 17.3 |
| Research and development | 37.2 | 27.0 |
| General and administrative | 25.0 | 22.9 |
| Restructuring expenses | — | 0.4 |
| Total operating expenses | 83.1 | 67.6 |
| Operating income | 6.8 | 23.3 |
| Gain on sale of software products | 1.4 | 1.1 |
| Interest income | 0.2 | 0.5 |
| Other expense | — | — |
| Income before provision for income taxes | 8.4 | 24.9 |
| Provision for income tax expense | 0.3 | 0.2 |
| Net income | 8.1 % | 24.7 % |

### *Revenues and Expense Components*

The following is a description of the primary components of our revenues and expenses:

*Revenues.* Revenues are net of sales returns and allowances. Our operations are organized into one business segment: Wireless, which includes all of our existing core products, including SafePath, CommSuite, and ViewSpot family of products. We also generate an immaterial amount of revenue from a few non-core Graphics products.

*Cost of revenues.* Cost of revenues consists of direct product and assembly, maintenance, data center, royalties, and technical support expenses.

*Selling and marketing.* Selling and marketing expenses consist primarily of personnel costs, advertising costs, sales commissions, trade show expenses, and the amortization of certain intangible assets. These expenses vary significantly from quarter to quarter based on the timing of trade shows and product introductions.

*Research and development.* Research and development expenses consist primarily of personnel and equipment costs required to conduct our software development efforts. It also includes the amortization of certain intangible assets.

*General and administrative.* General and administrative expenses consist primarily of personnel costs, professional services and fees paid for external service providers, space and occupancy costs, and legal and other public company costs.

*Gain on sale of software products.* Consists of gain resulting from the sale of the Poser® 3D and Moho and Motion Artist animation software.

*Interest income (expense), net.* Interest income is primarily related to interest earned on cash equivalents.

*Other income (expense), net.* Other income (expense) is primarily related to fixed asset disposals and other non-operating gains or losses.

*Provision for income tax expense (benefit).* The Company accounts for income taxes as required by Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic No. 740, *Income Taxes*. This statement requires the recognition of deferred tax assets and liabilities for the future consequences of events that have been recognized in the Company's financial statements or tax returns. Measurement of the deferred items is based on enacted tax laws. In the event the future consequences of differences between financial reporting bases and tax bases of the Company's assets and liabilities result in a deferred tax asset, we are required to evaluate the probability of being able to realize the future benefits indicated by such asset. The deferred tax assets are reduced by a valuation allowance if, based upon all available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. Establishing, reducing or increasing a valuation allowance in an accounting period generally results in an increase or decrease in tax expense in the statement of operations. We must make significant judgments to determine the provision for income taxes, deferred tax assets and liabilities, unrecognized tax benefits, and any valuation allowance to be recorded against deferred tax assets.

### *Year Ended December 31, 2020 Compared to the Year Ended December 31, 2019*

*Revenues.* Revenues of $51.3 million in 2020 increased $8.0 million, or 18%, from $43.3 million in 2019. Wireless revenues of $50.7 million increased $8.1 million, or 19%, from $42.6 million in 2019. The increase was primarily due to entering 2020 with a higher number of SafePath subscribers than the prior year and additional revenues resulting from the Circle acquisition. The growth in wireless revenues from these products was slightly offset by a reduced strategic focus on the NetWise® products. Sales from our discontinued or non-core products decreased $0.1 million, or 15%, from $0.7 million in 2019, due to lower demand as a result of reduced strategic focus and marketing efforts for these products.

*Cost of revenues*. Cost of revenues of $5.2 million in 2020 increased $1.3 million, or 32%, from $3.9 million in 2019. This increase was primarily due to hosting costs associated with the increase in SafePath revenues and additional costs associated with the new Circle operator business platform acquired in 2020.

*Gross profit.* Gross profit of $46.1 million, or 90% of revenues in 2020, increased $6.7 million, or 17%, from $39.4 million, or 91% of revenues in 2019. This increase in gross profit was due to higher revenues coupled with stable variable costs during the period.

*Selling and marketing.* Selling and marketing expenses of $10.7 million in 2020 increased $3.2 million, or 42%, from $7.5 million in 2019. This increase was primarily due to additional headcount-related expenses and increased intangibles amortization related to the Circle acquisition (see Note 2). The amortization of intangible assets within sales and marketing expenses was $1.6 million and $0.4 million in 2020 and 2019, respectively.

*Research and development.* Research and development expenses of $19.2 million in 2020 increased $7.4 million, or 63%, from $11.7 million in 2019. This increase was primarily due to additional headcount related expenses and external contract development costs to support SafePath development, as well as increased intangibles amortization related to the Circle acquisition. The amortization of intangible assets within research and development expenses was $1.3 million and $0.6 million in 2020 and 2019, respectively.

*General and administrative.* General and administrative expenses of $12.8 million in 2020 increased $2.9 million, or 29%, from $9.9 million in 2019. This increase was primarily due to an increase in non-cash stock compensation, variable compensation expense, and fees associated with the Circle acquisition.

*Restructuring expenses.* Restructuring expense of $19 thousand in 2020 and $194 thousand in 2019 related to restructuring activities initiated during those years.

*Gain on sale of software products.* The gain on sale of software products of $0.7 million in 2020 resulted from the sale of the Company's Moho® and Motion Artist® animation software in December 2020. The gain on sale of software product of $0.5 million in 2019 resulted from the sale of the Company's Poser 3D animation software in June 2019.

*Interest expense, net.* Interest income was $96 thousand and $228 thousand in 2020 and 2019, respectively, resulting from interest earned on cash equivalents during the year.

*Provision for income tax expense.* Because of our cumulative loss position, the current provision for income tax expense consists of state income tax minimums, foreign tax withholdings, and foreign income taxes. After consideration of the Company's cumulative loss position as of December 31, 2020, the Company retained a valuation allowance related to its U.S.-based deferred tax assets of $49.4 million at December 31, 2020. During fiscal year 2020, the valuation allowance on deferred tax assets decreased by $1.0 million.

## Liquidity and Capital Resources

At December 31, 2020, we had $25.8 million in cash and cash equivalents and $30.9 million of working capital.

### *Operating Activities*

In 2020, net cash provided by operating activities was $7.9 million, primarily due to net income of $4.2 million and add-backs of non-cash expenses totaling $7.2 million, offset by an increase in accounts receivable of $1.3 million and a decrease in accounts payable and accrued liabilities of $1.9 million.

In 2019, net cash provided by operating activities was $10.0 million, primarily due to net income of $10.7 million.

### *Investing Activities*

In 2020, cash used in investing activities was $14.7 million, due to $13.5 million in payments related to the Circle acquisition in February 2020, $1.3 million in capital expenditures, and a $225 thousand equity investment, offset by proceeds of $367 thousand from the sale of the Moho and Motion Artist animation software.

In 2019, cash used in investing activities was $5.3 million, due to $4.0 million in payments related to the Smart Retail acquisition in January 2019 and $1.7 million in capital expenditures, offset by proceeds of $370 thousand from the sale of the Poser 3D animation software.

### *Financing Activities*

In 2020, cash provided by financing activities was $4.2 million, primarily due to proceeds from the exercise of common stock warrants during the year.

In 2019, cash provided by financing activities was $11.4 million, primarily due to $11.5 million in proceeds from the exercise of common stock warrants during the second half of the year. This was offset by $0.1 million in preferred stock dividend payments during the year.

### *Contractual Obligations and Commercial Commitments*

During our normal course of business, we have made certain indemnities, commitments, and guarantees under which we may be required to make payments in relation to certain transactions. These include: intellectual property indemnities to our customers and licensees in connection with the use, sale and/or license of our products; indemnities to various lessors in connection with facility leases for certain claims arising from such facility or lease; indemnities to vendors and service providers pertaining to claims based on the negligence or willful misconduct; indemnities involving the accuracy of representations and warranties in certain contracts; and indemnities to directors and officers of the Company to the maximum extent permitted under the laws of the State of Delaware. We may also issue a guarantee in the form of a standby letter of credit as security for contingent liabilities under certain customer contracts. The duration of these indemnities, commitments and guarantees varies, and in certain cases, may be indefinite. The majority of these indemnities, commitments and guarantees may not provide for any limitation of the maximum potential for future payments we could be obligated to make. We have not recorded any liability for these indemnities, commitments and guarantees in the accompanying consolidated balance sheets.

### *Real Property Leases*

Our corporate headquarters is located in Pittsburgh, Pennsylvania, where we currently lease approximately 55,600 square feet of space under a lease that expires on April 30, 2026. We sublease 19,965 square feet of our leased space in Pittsburgh under an agreement which commenced on February 1, 2015 and continues through December 31, 2021. We lease and occupy approximately 8,513 square feet of space in Aliso Viejo, California under a lease that expires on October 31, 2024. Internationally, we lease approximately 8,500 square feet in Belgrade, Serbia under a lease that expires December 31, 2023, we lease approximately 1500 square feet in Stockholm, Sweden under a lease that expires on September 30, 2023, and we lease approximately 3,200 square feet in Braga, Portugal under a lease that expires July 31, 2021.

We lease an additional 19,100 square feet in Aliso Viejo, California under a lease that expires January 31, 2022. In August 2014, we signed an addendum to sublease all of this space commencing on September 15, 2014 for a three-year period, with two renewal options. In October 2017, the sublease agreement was renewed through January 2022.

## Off-Balance Sheet Arrangements

As of December 31, 2020, we did not have any off-balance sheet arrangements.

## Critical Accounting Policies and Estimates

Our discussion and analysis of results of operations, financial condition, and liquidity are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results may materially differ from these estimates under different assumptions or conditions. On an on-going basis, we review our estimates to ensure that they appropriately reflect changes in our business or new information as it becomes available.

We believe the following critical accounting policies affect our more significant estimates and assumptions used in the preparation of our consolidated financial statements:

### *Business Combinations*

The Company applies the provisions of FASB ASC Topic No. 805, *Business Combinations*, in the accounting for its acquisitions, which requires recognition of the assets acquired and the liabilities assumed at their acquisition date fair values, separately from goodwill. Goodwill as of the acquisition date is measured as the excess of consideration transferred over the net of the acquisition date fair values of the tangible and identifiable intangible assets acquired and liabilities assumed. While the Company uses its best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date as well as contingent consideration, where applicable, its estimates are inherently uncertain and subject to refinement. As a result, during the measurement period that exists up to twelve months from the acquisition date, the Company may record adjustments to the tangible and specifically identifiable intangible assets acquired and liabilities assumed with a corresponding adjustment to goodwill in the reporting period in which the adjusted amounts are determined. Upon the conclusion of the measurement period or final determination of the values of assets acquired and liabilities assumed, whichever comes first, the impact of any subsequent adjustments is included in the consolidated statements of operations.

Costs to exit or restructure certain activities of an acquired company or the Company's internal operations are accounted for as a one-time termination and exit cost pursuant to FASB ASC Topic No. 420, *Exit or Disposal Cost Obligations*, and are accounted for separately from the business combination. A liability for costs associated with an exit or disposal activity is recognized and measured at its fair value in the Company's consolidated statement of operations in the period in which the liability is incurred.

Uncertain income tax positions and tax-related valuation allowances that are acquired in connection with a business combination are initially estimated as of the acquisition date. The Company reevaluates these items quarterly based upon facts and circumstances that existed as of the acquisition date, with any adjustments to the preliminary estimates being recorded to goodwill if such adjustments occur within the 12-month measurement period. Subsequent to the end of the measurement period or the Company's final determination of the value of the tax allowance or contingency, whichever comes first, changes to these uncertain tax positions and tax-related valuation allowances will affect the provision for income taxes in the consolidated statement of operations, and could have a material impact on results of operations and financial position.

### *Fair Value of Financial Instruments*

The Company measures and discloses fair value measurements as required by FASB ASC Topic No. 820, *Fair Value Measurements and Disclosures*.

Fair value is an exit price, representing the amount that would be received upon the sale of an asset or the amount that would be paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that is determined based on assumptions that market participants would use in pricing an asset or a liability. As a basis for considering such assumptions, the FASB establishes a three-tier value hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

- Level 1 - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 - Include other inputs that are directly or indirectly observable in the marketplace.
- Level 3 - Unobservable inputs which are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

As required by FASB ASC Topic No. 820, we measure our cash equivalents and short-term investments at fair value. Our cash equivalents and short-term investments are classified within Level 1 by using quoted market prices utilizing market observable inputs.

As required by FASB ASC Topic No. 825, *Financial Instruments*, an entity can choose to measure at fair value many financial instruments and certain other items that are not currently required to be measured at fair value. Subsequent changes in fair value for designated items are required to be reported in earnings in the current period. This Topic also establishes presentation and disclosure requirements for similar types of assets and liabilities measured at fair value.

As required by FASB ASC Topic No. 350, for goodwill and other intangibles impairment analysis, we utilize fair value measurements which are categorized within Level 3 of the fair value hierarchy.

### *Impairment or Disposal of Long Lived Assets*

Long-lived assets to be held are reviewed for events or changes in circumstances which indicate that their carrying value may not be recoverable. They are tested for recoverability using undiscounted cash flows to determine whether or not impairment to such value has occurred as required by FASB ASC Topic No. 360, *Property, Plant, and Equipment*.

### *Goodwill*

In accordance with FASB ASC Topic No. 350, *Intangibles-Goodwill and Other*, we review the recoverability of the carrying value of goodwill at least annually or whenever events or circumstances indicate a potential impairment. The Company's annual impairment testing date is December 31. Recoverability of goodwill is determined by comparing the fair value of the Company's reporting units to the carrying value of the underlying net assets in the reporting units. If the fair value of a reporting unit is determined to be less than the carrying value of its net assets, goodwill is deemed impaired and an impairment loss is recognized to the extent that the carrying value of goodwill exceeds the difference between the fair value of the reporting unit and the fair value of its other assets and liabilities.

### *Intangible Assets and Amortization*

Amortization expense related to other intangibles acquired in acquisitions is calculated on a straight line basis over one to ten years. Intangible assets are tested for impairment if events or circumstances occur indicating that the respective asset might be impaired.

### *Revenue Recognition*

The Company adopted FASB ASC Topic No. 606, Revenue from Contracts with Customers, as of January 1, 2018, and recognizes the sale of goods and services based on the five-step analysis of transactions as provided in Topic 606, which requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for such goods and services.

In our Wireless segment, we transfer software licenses to our customers on a royalty free, non-exclusive, non-transferrable, limited use basis during the term of the agreement. In some instances, we perform customization services to ensure the software operates within our customer's operating platforms as well as the operating platforms of the mobile devices used by their end customers, before transferring the license. Revenue related to these services is recognized at a point in time upon acceptance of the software license by the customer. We also earn usage based revenue on our platforms. Usage based revenue is generated based on active licenses used by our customer's end customers, the provision of hosting services, revenue share based on media placements on our platform, and use of our cloud based services. We recognize our usage-based revenue when we have completed our performance obligation and have the right to invoice the customer. This revenue is generally recognized monthly or quarterly. We ratably recognize such revenue over the contract period when customers pay in advance of our service delivery.

On February 12, 2020, we acquired certain assets from Circle (as described in Note 2 below), including a source code license to Circle's parental control software solution and two customer contracts. Pursuant to these contracts, the customer parties thereto license the parental control software solution for distribution to their respective subscribers in designated markets. In each case, the contracts allow the customer to take possession of the software solution and to host it on their platform or with an independent third party hosting service provider without significant cost. We also provide significant services that are required by the customer to ensure they have the utility of the license. As the license to the software solution and the services we provide are highly interrelated, we have concluded that the license and our services are a single performance obligation. The license fee is earned and recognized on a pro-rata basis over the contract term based on our customer's continued use of the license and our services.

We also provide consulting services to develop customer-specified functionality that are generally not on our software development roadmap. We recognize revenue from our consulting services upon delivery and acceptance by the customer of our software enhancements and upgrades. For certain Wireless segment customers we provide maintenance and technology support services for which the customer either pays upfront or as we provide the services. When the customer pays upfront, we record the payments as contract liabilities and recognize revenue ratably over the contract period as this is our stand ready performance obligation that is satisfied ratably over the maintenance and technology services period.

We receive upfront payments from customers from services to be provided under our ViewSpot contracts. The advance receipts are deferred and subsequently recognized ratably over the contract period. We also provide consulting services to configure ad hoc targeted promotional content for our customers upon request. These requests are driven by our customers' marketing initiatives and tend to be short term "bursts" of activity. We recognize these revenues upon delivery of the configured promotional content to the cloud platform.

For our Graphics products where we sell off-the-shelf software products with no customization or post sale technology support services, we recognize revenue at the time we transfer control of the product to the customer. This occurs upon shipment of the product or when the customer downloads the software from our website or website of our resellers. We offer a 30 day return option to our customers; a return reserve is established at the time revenue is recorded and the reserve is monitored and adjusted based on actual experience. Historically, returns have been insignificant.

### *Stock-Based Compensation*

The Company accounts for all stock-based payment awards made to employees and directors based on their fair values and recognizes such awards as compensation expense over the vesting period using the straight-line method over the requisite service period for each award as required by FASB ASC Topic No. 718, *Compensation-Stock Compensation*.

### *Recently Adopted Accounting Pronouncements*

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842), to increase transparency and comparability among organizations by recognizing all lease transactions (with terms in excess of 12 months) on the balance sheet as a lease liability and a right-of-use asset (as defined). The Company adopted the FASB ASC Topic No. 842, Leases, and related amendments, as of January 1, 2019, utilizing the modified retrospective approach through a cumulative-effect adjustment to equity. Management elected the package of practical expedients permitted under the transition guidance within the new standard which allowed for the carry forward of the historical lease classification. Adoption of the new standard resulted in the recording of additional net lease assets and lease liabilities of approximately $3.1 million as of January 1, 2019, and an adjustment to retained earnings of $0.1 million. The standard did not materially impact the consolidated net income or earnings per share and had no impact on cash flows. See Note 12 for further details.

### *Recently Issued Accounting Pronouncements*

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments – Credit Losses (Topic 326) – Measurement of Credit Losses on Financial Instruments*, which replaces the "incurred loss" credit losses framework with a new accounting standard that requires management's measurement of the allowance for credit losses to be based on a broader range of reasonable and supportable information for lifetime credit loss estimates. The adoption of this standard is not expected to have a material impact on the Company's consolidated financial statements.

## Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Our consolidated financial statements appear in a separate section of this Annual Report on Form 10-K beginning on page F-1.

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

None.

## Item 9A. CONTROLS AND PROCEDURES

### Evaluation of Disclosure Controls and Procedures

We conducted an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) under the Securities Exchange Act of 1934 ("Exchange Act")) as of December 31, 2020. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer determined that as of December 31, 2020, our disclosure controls and procedures were effective to ensure that the information required to be disclosed in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and our management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

### Management's Responsibility for Financial Statements

Our management is responsible for the integrity and objectivity of all information presented in this Report. The consolidated financial statements were prepared in conformity with accounting principles generally accepted in the United States of America and include amounts based on management's best estimates and judgments. Management believes the consolidated financial statements fairly reflect the form and substance of transactions and that the consolidated financial statements fairly represent the Company's financial position and results of operations for the periods and as of the dates stated therein.

The Audit Committee of the Board of Directors, which is composed solely of independent directors, meets regularly with our independent registered public accounting firm, SingerLewak LLP, and representatives of management to review accounting, financial reporting, internal control, and audit matters, as well as the nature and extent of the audit effort. The Audit Committee is responsible for the engagement of the independent auditors. The independent auditors have free access to the Audit Committee.

### Changes in Internal Control Over Financial Reporting

There have been no changes in our internal controls over financial reporting during the quarter ended December 31, 2020 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

### Report of Management on Internal Control Over Financial Reporting

Our management, including the Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act).

Our management, including the Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of our internal control over financial reporting as of December 31, 2020. Management based this assessment on criteria for effective internal control over financial reporting described in "Internal Control-Integrated Framework 2013" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management determined that, as of December 31, 2020, we maintained effective internal control over financial reporting.

## Item 9B. OTHER INFORMATION

None.

## PART III

### Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this Item is set forth under the headings "Proposal 1: Election of Directors," "Executive Officers," "Corporate Governance," and "Delinquent Section 16(a) Reports" in the Company's definitive Proxy Statement for the 2021 Annual Meeting of Stockholders ("2021 Proxy Statement") and is incorporated herein by reference.

### Item 11. EXECUTIVE COMPENSATION

The information required by this Item is set forth under the headings "Executive Compensation" and "Director Compensation" in the Company's 2021 Proxy Statement and is incorporated herein by reference.

### Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

A portion of the information required by this Item is set forth under the heading "Security Ownership of Certain Beneficial Owners and Management" in the Company's 2021 Proxy Statement and is incorporated herein by reference.

#### Securities Authorized for Issuance Under an Equity Compensation Plan

The following table summarizes information as of December 31, 2020 for the equity compensation plans of the Company pursuant to which grants of options, restricted stock, restricted stock units or other rights to acquire shares may be granted from time to time (in thousands, except option price data):

| | Number of shares to be issued upon exercise of outstanding options | Weighted average exercise price of outstanding options | Number of shares remaining available for future issuance |
|---|---|---|---|
| 2015 Omnibus Equity Incentive Plan (1) | 111 | $ 2.92 | 5,052 |
| 2005 Stock Option / Stock Issuance Plan (2) | 93 | 5.17 | — |
| Total | 204 | $ 4.03 | 5,052 |

(1) The 2015 Omnibus Equity Incentive Plan (the "2015 OEIP") was approved by shareholders effective June 18, 2015.

(2) Upon shareholder approval of the 2015 OEIP, any unissued shares under the 2005 Plan were canceled and no longer available for future issuance.

### Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item is set forth under the heading "Proposal 1: Election of Directors" and under the subheadings "Board Member Independence," "Audit Committee," "Compensation Committee," "Governance and Nominating Committee," and "Certain Relationships and Related Party Transactions" under the heading "Corporate Governance" in the Company's 2021 Proxy Statement and is incorporated herein by reference.

### Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item is set forth under the heading "Proposal 3: Ratification of Appointment of Independent Registered Public Accounting Firm" in the Company's 2021 Proxy Statement and is incorporated herein by reference.

## PART IV

### Item 15. EXHIBITS

#### (a) (1) Financial Statements

Smith Micro's financial statements appear in a separate section of this Annual Report on Form 10-K beginning on the pages referenced below:



#### (3) Exhibits

| Exhibit No. | Title | Method of Filing |
|---|---|---|
| 2.1 | Asset Purchase Agreement, dated as of December 17, 2018, between the Company and ISM Connect, LLC | Incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed on December 18, 2018 |
| 2.2 | Asset Purchase Agreement, dated as of February 12, 2020, between the Company and Circle Media Labs Inc. | Incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed on February 19, 2020 |
| 3.1 | Amended and Restated Certificate of Incorporation | Incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement No. 33-95096 (P) |
| 3.1.1 | Certificate of Amendment to Amended and Restated Certificate of Incorporation dated July 11, 2000 | Incorporated by reference to Exhibit 3.1.1 to the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2000, filed on August 14, 2000 |
| 3.1.2 | Certificate of Amendment of Amended and Restated Certificate of Incorporation dated August 17, 2005 | Incorporated by reference to Exhibit 3.1.2 to the Registrant's Annual Report on Form 10-K for the period ended December 31, 2005, filed on March 31, 2006 |
| 3.1.3 | Certificate of Amendment to Amended and Restated Certificate of Incorporation dated June 21, 2012 | Incorporated by reference to Appendix B to the Registrant's Definitive Proxy Statement on Schedule 14A filed on April 27, 2012 |
| 3.1.4 | Certificate of Elimination of Series A Junior Participating Preferred Stock dated October 16, 2015 | Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on October 16, 2015 |
| 3.1.5 | Certificate of Designation of Series A Participating Preferred Stock dated October 16, 2015 | Incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on October 16, 2015 |

| Exhibit No. | Title | Method of Filing |
|---|---|---|
| 3.1.6 | Certificate of Amendment to Amended and Restated Certificate of Incorporation dated August 15, 2016 | Incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on August 17, 2016 |
| 3.1.7 | Certificate of Designation of Preferences, Rights and Limitations of Series B 10% Convertible Preferred Stock, dated September 29, 2017 | Incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on October 4, 2017 |
| 3.2 | Amended and Restated Bylaws | Incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement No. 33-95096 (P) |
| 3.2.1 | Certificate of Amendment of Amended and Restated Bylaws | Incorporated by reference to Exhibit 3.3 to the Registrant’s Current Report on Form 8-K filed on October 31, 2007 |
| 4.1 | Description of the Company’s Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 | Incorporated by reference to Exhibit 4.1 to the Registrant’s Annual Report on Form 10-K filed on March 13, 2020 |
| 4.2 | Specimen certificate representing shares of Common Stock | Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement No. 33-95096 (P) |
| 4.3 | Preferred Shares Rights Agreement, dated as of October 16, 2015, between the Registrant and Computershare Trust Company, N.A., as Rights Agent | Incorporated by reference to Exhibit 4.1 to the Registrant’s Current Report on Form 8-K filed on October 16, 2015 |
| 4.4 | Form of Common Stock Purchase Warrant, dated May 17, 2017, issued by the Registrant to each of Sutter Securities Incorporated and Chardan Capital Markets, LLC | Incorporated by reference to Exhibit 4.1 to the Registrant’s Current Report on Form 8-K filed on May 17, 2017 |
| 4.5 | Form of Registration Rights Agreement dated August 15, 2014 | Incorporated by reference to Exhibit 10.2 to the Registrant’s Current Report on Form 8-K filed on August 20, 2014 |
| 4.6 | Form of Warrant to Purchase Common Stock, dated September 6, 2016, issued by the Registrant to each of the Investors party to the Note and Warrant Purchase Agreement dated September 2, 2016 | Incorporated by reference to Exhibit 10.3 to the Registrant’s Current Report on Form 8-K filed on September 7, 2016 |
| 4.7 | Form of Registration Rights Agreement, dated September 6, 2016 entered into between the Registrant and each of the Investors party thereto | Incorporated by reference to Exhibit 10.4 to the Registrant’s Current Report on Form 8-K filed on September 7, 2016 |
| 4.8 | Registration Rights Agreement, dated as of September 29, 2017, between the Registrant and each of the Purchasers party thereto | Incorporated by reference to Exhibit 10.2 to the Registrant’s Current Report on Form 8-K filed on October 4, 2017 |
| 4.9 | Registration Rights Agreement, dated as of March 5, 2018, between the Registrant and each of the Purchasers party thereto | Incorporated by reference to Exhibit 10.2 to the Registrant’s Current Report on Form 8-K filed on March 6, 2018 |
| 4.10 | Form of Warrant to Purchase Common Stock, issued by the Registrant to each of the Purchasers party to the March SPA (defined below) | Incorporated by reference to Exhibit 10.3 to the Registrant’s Current Report on Form 8-K filed on March 6, 2018 |

| Exhibit No. | Title | Method of Filing |
|---|---|---|
| 4.11 | Registration Rights Agreement, dated as of May 3, 2018, between the Registrant and each of the Purchasers party thereto | Incorporated by reference to Exhibit 10.2 to the Registrant’s Current Report on Form 8-K filed on May 4, 2018 |
| 4.12 | Form of Warrant to Purchase Common Stock, issued by the Registrant to each of the Purchasers party to the May SPA (defined below) | Incorporated by reference to Exhibit 10.3 to the Registrant’s Current Report on Form 8-K filed on May 4, 2018 |
| 4.13 | Registration Rights Agreement, dated as of November 7, 2018, between the Registrant and each of the Purchasers party thereto | Incorporated by reference to Exhibit 10.2 to the Registrant’s Current Report on Form 8-K filed on November 7, 2018 |
| 4.14 | Form of Warrant to Purchase Common Stock, issued by the Registrant to each of the Purchasers party to the November SPA (defined below) | Incorporated by reference to Exhibit 10.3 to the Registrant’s Current Report on Form 8-K filed on November 7, 2018 |
| 10.1 | Form of Indemnification Agreement | Incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement No. 33-95096 (P) |
| 10.2* | Amended and Restated 2005 Stock Option / Stock Issuance Plan | Incorporated by reference to Exhibit 10.7 to the Registrant’s Registration Statement on Form S-8 (Reg. No. 333-149222) filed on February 13, 2008 |
| 10.3 | Summary of oral agreement dated June 2005 by and between William W. Smith, Jr. and the Registrant | Incorporated by reference to Exhibit 10.10 to the Registrant’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2009 |
| 10.4* | Amended & Restated Employee Stock Purchase Plan | Incorporated by reference to Exhibit 10.11 to the Registrant’s Registration Statement on Form S-8 (No. 333-169671) filed on September 30, 2010 |
| 10.5 | Form of Common Stock Purchase Agreement dated August 15, 2014 | Incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on August 20, 2014 |
| 10.6* | 2015 Omnibus Equity Incentive Plan | Incorporated by reference to Appendix A to the Registrant’s Definitive Proxy Statement on Schedule 14A filed on April 30, 2015 |
| 10.6.1* | Form of Restricted Stock Agreement under the 2015 Omnibus Equity Incentive Plan | Incorporated by reference to Exhibit 10.6.1 to the Registrant’s Annual Report on Form 10-K filed on March 30, 2018 |
| 10.6.2* | Amendment to Smith Micro Software, Inc. 2015 Omnibus Equity Incentive Plan, adopted June 14, 2018 | Incorporated by reference to Exhibit 99.1 to the Registrant’s Current Report on Form 8-K filed on June 15, 2018 |
| 10.6.3* | Amendment to Smith Micro Software, Inc. 2015 Omnibus Equity Incentive Plan, adopted June 9, 2020 | Filed herewith |
| 10.7 | Note and Warrant Purchase Agreement, dated September 2, 2016, by and among the Company and each of the Investors party thereto | Incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on September 7, 2016 |

| Exhibit No. | Title | Method of Filing |
|---|---|---|
| 10.8 | Form of Senior Subordinated Promissory Note, dated September 6, 2016, issued by the Registrant to each of the Investors party to the Note and Warrant Purchase Agreement dated September 2, 2016 | Incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on September 7, 2016 |
| 10.9 | Amendment to Senior Subordinated Promissory Note, dated December 27, 2016, between the Registrant and Unterberg Koller Capital Fund L.P. | Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on December 28, 2016 |
| 10.10 | Form of Subscription Agreement, dated May 16, 2017, between the Registrant and each of the investors party thereto | Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 17, 2017 |
| 10.11* | Offer Letter by and between the Registrant and Timothy C. Huffmyer, dated June 19, 2017 | Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on June 20, 2017 |
| 10.12 | Secured Promissory Note dated June 26, 2017, issued by the Registrant to William W. Smith, Jr. and Dieva L. Smith | Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on July 7, 2017 |
| 10.12.1 | Amendment to Secured Promissory Note, dated January 30, 2018, between the Registrant and William W. Smith, Jr. and Dieva L. Smith | Incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on January 31, 2018 |
| 10.12.2 | Second Amendment to Secured Promissory Note, dated March 5, 2018, between the Registrant and William W. Smith, Jr. and Dieva L. Smith | Incorporated by reference to Exhibit 10.20.2 to the Registrant's Annual Report on Form 10-K filed on March 30, 2018 |
| 10.13 | Secured Promissory Note dated June 23, 2017, issued by the Registrant to Steven L. and Monique P. Elfman | Incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on July 7, 2017 |
| 10.13.1 | Amendment to Secured Promissory Note, dated August 18, 2017, between the Registrant and Steven L. and Monique P. Elfman | Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on August 25, 2017 |
| 10.13.2 | Second Amendment to Secured Promissory Note, dated January 30, 2018, between the Registrant and Steven L. and Monique P. Elfman | Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on January 31, 2018 |
| 10.14 | Secured Promissory Note, dated August 24, 2017, issued by the Registrant to Next Generation TC FBO Andrew Arno IRA 1663 | Incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on August 25, 2017 |
| 10.14.1 | Amendment to Secured Promissory Note, dated January 30, 2018, between the Registrant and Next Generation TC FBO Andrew Arno IRA 1663 | Incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on January 31, 2018 |
| 10.14.2 | Second Amendment to Secured Promissory Note, dated March 5, 2018, between the Registrant and Next Generation TC FBO Andrew Arno IRA 1663 | Incorporated by reference to Exhibit 10.24.2 to the Registrant's Annual Report on Form 10-K filed on March 30, 2018 |
| 10.15 | Secured Promissory Note, dated August 24, 2017, issued by the Registrant to Andrew Arno | Incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed on August 25, 2017 |

| Exhibit No. | Title | Method of Filing |
|---|---|---|
| 10.15.1 | Amendment to Secured Promissory Note, dated January 30, 2018, between the Registrant and Andrew Arno | Incorporated by reference to Exhibit 10.4 to the Registrant’s Current Report on Form 8-K filed on January 31, 2018 |
| 10.15.2 | Second Amendment to Secured Promissory Note, dated March 5, 2018, between the Registrant and Andrew Arno | Incorporated by reference to Exhibit 10.25.2 to the Registrant’s Annual Report on Form 10-K filed on March 30, 2018 |
| 10.16 | Securities Purchase Agreement, dated as of September 29, 2017, between the Registrant and each of the Purchasers party thereto | Incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on October 4, 2017 |
| 10.17 | Securities Purchase Agreement, dated as of March 5, 2018, between the Registrant and each of the Purchasers party thereto (the “March SPA”) | Incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on March 6, 2018 |
| 10.18 | Securities Purchase Agreement, dated as of May 3, 2018, between the Registrant and each of the Purchasers party thereto (the “May SPA”) | Incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on May 4, 2018 |
| 10.19 | Securities Purchase Agreement, dated as of November 7, 2018, between the Registrant and each of the Purchasers party thereto (the “November SPA”) | Incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on November 7, 2018 |
| 21.1 | Subsidiaries | Filed herewith |
| 23.1 | Consent of Independent Registered Public Accounting Firm | Filed herewith |
| 31.1 | Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | Filed herewith |
| 31.2 | Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | Filed herewith |
| 32.1 | Certifications of the Chief Executive Officer and the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | Filed herewith |
| 101.INS | Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its Inline XBRL tags are embedded within the Inline XBRL document | Filed herewith |
| 101.SCH | Inline XBRL Taxonomy Extension Schema Document | Filed herewith |
| 101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document | Filed herewith |
| 101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document | Filed herewith |
| 101.LAB | Inline XBRL Taxonomy Extension Label Linkbase Document | Filed herewith |
| 101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document | Filed herewith |

| | | |
|---|---|---|
| 104 | Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101) | Filed herewith |

(P) Paper Filing Exhibit

*denotes the management contracts and compensatory arrangements in which any director or named executive officer participates

**(b) Exhibits**

The exhibits filed as part of this report are listed above in Item 15(a)(3) of this Form 10-K.

### Item 16. FORM 10-K SUMMARY

None.

## 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.

**SMITH MICRO SOFTWARE, INC.**

| | |
|---|---|
| Date: March 8, 2021 | By: /s/ William W. Smith, Jr.<br>William W. Smith, Jr.<br>Chairman of the Board,<br>President and Chief Executive Officer<br>(Principal Executive Officer) |
| Date: March 8, 2021 | By: /s/ Timothy C. Huffmyer<br>Timothy C. Huffmyer<br>Vice President and Chief Financial Officer<br>(Principal Financial and Accounting Officer) |

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

| Signature | Title | Date |
|---|---|---|
| /s/ William W. Smith, Jr.<br>William W. Smith, Jr. | Chairman of the Board,<br>President and Chief Executive Officer<br>(Principal Executive Officer) | March 8, 2021 |
| /s/ Timothy C. Huffmyer<br>Timothy C. Huffmyer | Vice President and Chief Financial Officer<br>(Principal Financial and Accounting Officer) | March 8, 2021 |
| /s/ Andrew Arno<br>Andrew Arno | Director | March 8, 2021 |
| /s/ Thomas G. Campbell<br>Thomas G. Campbell | Director | March 8, 2021 |
| /s/ Steven L. Elfman<br>Steven L. Elfman | Director | March 8, 2021 |
| /s/ Samuel Gulko<br>Samuel Gulko | Director | March 8, 2021 |
| /s/ Gregory J. Szabo<br>Gregory J. Szabo | Director | March 8, 2021 |

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors
Smith Micro Software, Inc. and its subsidiaries

**Opinion on the Financial Statements**
We have audited the accompanying consolidated balance sheets of Smith Micro Software, Inc. and its subsidiaries (collectively, the "Company") as of December 31, 2020 and 2019, the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years then ended and the related notes to the consolidated financial statements (collectively, the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the years then ended, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of December 31, 2019, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organization on the Treadway Commission in 2013, and our report dated March 13, 2020 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

**Basis for Opinion**
These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

**Critical Audit Matters**
The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

***Revenue recognition – Refer to Notes 2 and 7 to the financial statements***

*Critical Audit Matter Description*

As described in Notes 2 and 7 to the financial statements, the Company recognizes revenue upon transfer of control of promised services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those services. The Company primarily sells software solutions, cloud-based services and consulting services to major wireless network and cable operators.

Significant judgement is exercised by the Company in determining revenue recognition for the Company's customers controls, and includes the following:

- Determination of whether promised services are capable of being distinct and are distinct in the context of the Company's customer contracts which leads to whether they should be accounted for as individual or combined performance obligations.

- Determination of stand-alone selling prices for each distinct performance obligation and for products and services that are not sold separately.

- Determination of the timing of when revenue is recognized for each distinct performance obligation either over time or at a point in time.

We identified revenue recognition as a critical audit matter because of the significant judgements required by management. This required a high degree of auditor judgement and an increased extent of error when performing audit procedures to evaluate whether revenue was recognized to depict the transfer of promised goods or services to customers in an amount that reflects the consideration the Company expects to be entitled to in exchange for those services.

*How the Critical Audit Matter was Addressed in the Audit*

Our audit procedures related to the Company's revenue recognition for the Company's customer contracts included the following, among others:

- We selected a sample of recorded revenue transactions and performed the following procedures:

    - Obtained customer source documents and the contract for each selection, including master agreements and related amendments to evaluate if relevant contractual terms have been appropriately considered by management.

    - Evaluated management's application of their accounting policy and tested revenue recognition for specific performance obligations by comparing management's conclusions to the underlying master agreement and any related amendments.

    - Tested the mathematical accuracy of management's calculations of revenue and associated timing of revenue recognized in the financial statements.

- We evaluated management's significant accounting policies related to revenue recognition for reasonableness. We evaluated management's estimate of standalone selling prices and the timing of revenue recognition.

***Business combination – Refer to Note 3 to the financial statements***

*Critical Audit Matter Description*

As discussed in Note 3 to the financial statements, the Company completed an acquisition for as a business combination during fiscal 2020: Circle Media Labs Inc. (Circle) for consideration of $13.5 million.

Auditing the Company's accounting for its acquisition of Circle was complex due to the significant estimation required in determining the fair value of intangible assets, which were valued and recorded at $11.3 million. The Company used a discounted cash flow model to measure the intangible assets. The significant estimation was primarily due to the judgmental nature of the inputs to the valuation model and the sensitivity of the fair value to certain underlying significant assumptions, in particular, the projections of future revenue.

This significant assumption is forward-looking and could be affected by future economic and market conditions.

*How the Critical Audit Matter was Addressed in the Audit*

Our Audit procedures related to the Company's estimated fair value of the intangible assets included the following, among others:

- Involvement of our valuation specialists to assist us in the evaluation of the valuation methodology used by the Company and procedures to test the assumptions used in the valuation, including the completeness and accuracy of the underlying data.

- We performed a sensitivity analysis of the discount rate and revenue projections to evaluate the change in fair value resulting from changes in the assumptions.

- We also compared the revenue forecast assumptions, including the impact of technology migration curves, to current industry, market and economic trends, to the assumptions used to value similar assets in other acquisitions, to historical results of the acquired business and to other guideline companies within the same industry.

/s/ SingerLewak LLP

We have served as the Company's auditor since 2004.

Los Angeles, California
March 8, 2021

**SMITH MICRO SOFTWARE, INC.**
**CONSOLIDATED BALANCE SHEETS**
**(in thousands, except share and par value data)**

| | December 31, 2020 | December 31, 2019 |
|---|---|---|
| **Assets** | | |
| Current assets: | | |
| Cash and cash equivalents | $ 25,754 | $ 28,268 |
| Accounts receivable, net of allowance for doubtful accounts of $10 and $253 at December 31, 2020 and 2019, respectively | 12,347 | 10,894 |
| Prepaid expenses and other current assets | 1,189 | 802 |
| Total current assets | 39,290 | 39,964 |
| Equipment and improvements, net | 2,170 | 2,109 |
| Right-of-use assets | 5,785 | 6,464 |
| Deferred tax asset, net | — | 94 |
| Other assets | 694 | 234 |
| Intangible assets, net | 12,698 | 4,535 |
| Goodwill | 12,266 | 7,797 |
| Total assets | $ 72,903 | $ 61,197 |
| **Liabilities and Stockholders' Equity** | | |
| Current liabilities: | | |
| Accounts payable | $ 2,282 | $ 2,050 |
| Accrued payroll and benefits | 2,867 | 2,107 |
| Current operating lease liabilities | 1,433 | 1,221 |
| Other accrued liabilities | 216 | 244 |
| Deferred revenue | 1,572 | 98 |
| Total current liabilities | 8,370 | 5,720 |
| Non-current liabilities: | | |
| Operating lease liabilities | 4,805 | 5,774 |
| Deferred rent | 887 | 885 |
| Deferred tax liability, net | 59 | — |
| Other long term liabilities | 66 | 134 |
| Total non-current liabilities | 5,817 | 6,793 |
| Commitments and contingencies (Note 12) | | |
| Stockholders' equity: | | |
| Common stock, par value $0.001 per share; 100,000,000 shares authorized; 41,232,804 and 38,475,084 shares issued and outstanding at December 31, 2020 and 2019, respectively | 41 | 38 |
| Additional paid-in capital | 279,905 | 274,041 |
| Accumulated comprehensive deficit | (221,230) | (225,395) |
| Total stockholders’ equity | 58,716 | 48,684 |
| Total liabilities and stockholders' equity | $ 72,903 | $ 61,197 |

See accompanying notes to the consolidated financial statements.

**SMITH MICRO SOFTWARE, INC.**
**CONSOLIDATED STATEMENTS OF OPERATIONS**
**(in thousands, except per share amounts)**

| | Year Ended December 31, 2020 | 2019 |
|---|---|---|
| Revenues | $ 51,300 | $ 43,346 |
| Cost of revenues | 5,190 | 3,927 |
| Gross profit | 46,110 | 39,419 |
| Operating expenses: | | |
| Selling and marketing | 10,698 | 7,517 |
| Research and development | 19,071 | 11,682 |
| General and administrative | 12,801 | 9,921 |
| Restructuring expenses | 19 | 194 |
| Total operating expenses | 42,589 | 29,314 |
| Operating income | 3,521 | 10,105 |
| Non-operating income (expense): | | |
| Gain on sale of software products | 711 | 483 |
| Interest income, net | 96 | 228 |
| Other expense, net | (3) | (14) |
| Income before provision for income taxes | 4,325 | 10,802 |
| Provision for income tax expense | 160 | 80 |
| Net income | $ 4,165 | $ 10,722 |
| | | |
| Net earnings per share: | | |
| Basic | $ 0.10 | $ 0.31 |
| Diluted | $ 0.10 | $ 0.29 |
| Weighted average shares outstanding: | | |
| Basic | 40,808 | 34,513 |
| Diluted | 42,764 | 36,991 |

See accompanying notes to the consolidated financial statements.

**SMITH MICRO SOFTWARE, INC.**
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**
**(in thousands)**

| | Preferred stock | | Common stock | | Additional paid-in capital | Accumulated comprehensive deficit | Total |
|---|---|---|---|---|---|---|---|
| | Shares | Amount | Shares | Amount | | | |
| **BALANCE, December 31, 2018** | **1** | **$ —** | **28,242** | **$ 28** | **$ 256,626** | **$ (236,091)** | **$ 20,563** |
| Non-cash compensation recognized on stock options and ESPP | — | — | — | — | 43 | — | 43 |
| Restricted stock grants, net of cancellations | — | — | 1,225 | 1 | 1,450 | — | 1,451 |
| Cancellation of shares for payment of withholding tax | — | — | (214) | — | (701) | — | (701) |
| Employee stock purchase plan | — | — | 4 | — | 10 | — | 10 |
| Preferred shares converted to common shares | (1) | — | 1,180 | 1 | (1) | — | — |
| Common shares issued in stock offering, net of offering costs | — | — | — | — | (14) | — | (14) |
| Common shares issued in connection with Smart Retail acquisition, net | — | — | 2,699 | 3 | 5,126 | — | 5,129 |
| Exercise of common stock warrants | — | — | 5,327 | 5 | 11,452 | — | 11,457 |
| Exercise of stock options | — | — | 13 | — | 50 | — | 50 |
| Preferred stock dividends | — | — | — | — | — | (119) | (119) |
| Cumulative effect of adoption of ASC 842 | — | — | — | — | — | 93 | 93 |
| Net income | — | — | — | — | — | 10,722 | 10,722 |
| **BALANCE, December 31, 2019** | **—** | **$ —** | **38,476** | **$ 38** | **$ 274,041** | **$ (225,395)** | **$ 48,684** |
| Non-cash compensation recognized on stock options and ESPP | — | — | — | — | 65 | — | 65 |
| Restricted stock grants, net of cancellations | — | — | 1,000 | 1 | 2,998 | — | 2,999 |
| Cancellation of shares for payment of withholding tax | — | — | (309) | — | (1,440) | — | (1,440) |
| Employee stock purchase plan | — | — | 6 | — | 19 | — | 19 |
| Exercise of common stock warrants | — | — | 2,047 | 2 | 4,194 | — | 4,196 |
| Exercise of stock options | — | — | 13 | — | 28 | — | 28 |
| Net income | — | — | — | — | — | 4,165 | 4,165 |
| **BALANCE, December 31, 2020** | **—** | **$ —** | **41,233** | **$ 41** | **$ 279,905** | **$ (221,230)** | **$ 58,716** |

See accompanying notes to the consolidated financial statements.

**SMITH MICRO SOFTWARE, INC.**
**CONSOLIDATED STATEMENTS OF CASH FLOWS**
**(in thousands)**

| | Year Ended December 31, | |
|---|---|---|
| | 2020 | 2019 |
| **Operating activities:** | | |
| Net income | $ 4,165 | $ 10,722 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 3,582 | 1,341 |
| Non-cash rent expense | 1,110 | 954 |
| Restructuring costs | 19 | 194 |
| Gain on sale of software products | (711) | (483) |
| Provision for adjustments to accounts receivable and doubtful accounts | (60) | 143 |
| Provision for excess and obsolete inventory | — | 1 |
| Loss on disposal of fixed assets | — | 6 |
| Non-cash compensation related to stock options and restricted stock | 3,064 | 1,494 |
| Deferred income taxes | 153 | 97 |
| Change in operating accounts: | | |
| Accounts receivable | (1,269) | (3,811) |
| Prepaid expenses and other assets | (388) | (32) |
| Accounts payable and accrued liabilities | (1,925) | (417) |
| Deferred revenue | 184 | (221) |
| Net cash provided by operating activities | 7,924 | 9,988 |
| **Investing activities:** | | |
| Acquisitions, net | (13,500) | (3,974) |
| Proceeds from sale of software products | 367 | 370 |
| Capital expenditures | (1,323) | (1,659) |
| Purchase of equity instrument | (225) | — |
| Net cash used in investing activities | (14,681) | (5,263) |
| **Financing activities:** | | |
| Proceeds from exercise of common stock warrants | 4,196 | 11,457 |
| Payments related to the issuance of common stock | — | (14) |
| Proceeds from exercise of stock options | 29 | 50 |
| Proceeds from stock sale for employee stock purchase plan | 18 | 10 |
| Preferred stock dividends | — | (119) |
| Net cash provided by financing activities | 4,243 | 11,384 |
| Net increase (decrease) in cash and cash equivalents | (2,514) | 16,109 |
| Cash and cash equivalents, beginning of year | 28,268 | 12,159 |
| Cash and cash equivalents, end of year | $ 25,754 | $ 28,268 |
| | | |
| Supplemental disclosures of cash flow information: | | |
| Cash paid (received) for income taxes | $ (173) | $ 104 |
| | | |
| Non-cash investing and financing activities: | | |
| Issuance of common stock in connection with acquisition | $ — | $ 5,129 |
| Conversion of preferred stock to common stock | $ — | $ 1 |

See accompanying notes to the consolidated financial statements.

## SMITH MICRO SOFTWARE, INC.
## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### 1. Organization, Basis of Presentation and Summary of Significant Accounting Policies

#### *The Company*

Smith Micro develops software to simplify and enhance the mobile experience, providing solutions to some of the leading wireless and cable service providers around the world. From enabling the family digital lifestyle to providing powerful voice messaging capabilities, we strive to enrich today's connected lifestyles while creating new opportunities to engage consumers via smartphones and consumer IoT devices. Our portfolio includes a wide range of products for creating, sharing and monetizing rich content, such as visual voice messaging, retail content display optimization and performance analytics on any product set.

Our solution portfolio is comprised of proven products that enable our customers to provide:

- In-demand digital services that connect today's digital lifestyle, including family location services, parental controls, and consumer IoT devices to mobile consumers worldwide;
- Easy visual access to voice messages on mobile devices through visual voicemail and voice-to-text transcription functionality; and
- Strategic, consistent and measurable digital demo experiences that educate retail shoppers, create awareness of products and services and drive in-store sales, and optimize retail experiences with actionable analytics derived from in-store customer behavior.

We continue to innovate and evolve our business case in response to industry trends in order to capitalize upon growth and maximize opportunities in emerging markets, such as digital lifestyle services and online family safety, "Big Data" analytics, automotive telematics, and the consumer IoT marketplace. The key to our longevity, however, is not simply technological innovation, but our customer-first approach to doing business. never-ending focus on understanding our customers' needs and delivering value.

#### *Basis of Presentation*

The accompanying consolidated financial statements reflect the operating results and financial position of Smith Micro and its wholly owned subsidiaries in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). All intercompany amounts have been eliminated in consolidation.

#### *Foreign Currency Transactions*

The Company has international operations resulting from current and prior year acquisitions. The countries in which the Company has a subsidiary or branch office are Serbia, Sweden, and Portugal. The functional currency for all of these foreign entities is the U.S. dollar in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic No. 830-30, *Foreign Currency Matters-Translation of Financial Statements*. Foreign currency transactions that increase or decrease expected functional currency cash flows is a foreign currency transaction gain or loss that are included in determining net income for the period in which the exchange rate changes. Likewise, a transaction gain or loss (measured from the transaction date or the most recent intervening balance sheet date, whichever is later) realized upon settlement of a foreign currency transaction is included in determining net income for the period in which the transaction is settled.

#### *Business Combinations*

The Company applies the provisions of FASB ASC Topic No. 805, *Business Combinations*, in the accounting for its acquisitions, which requires recognition of the assets acquired and the liabilities assumed at their acquisition date fair values, separately from goodwill. Goodwill as of the acquisition date is measured as the excess of consideration transferred over the net of the acquisition date fair values of the tangible and identifiable intangible assets acquired and liabilities assumed. While the Company uses its best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date as well as contingent consideration, where applicable, its estimates are inherently uncertain and subject to refinement. As a result, during the measurement period that exists up to twelve months from the acquisition date, the Company may record adjustments to the tangible and specifically identifiable intangible assets acquired and liabilities assumed with a corresponding adjustment to goodwill in the reporting period in which the adjusted amounts are determined. Upon the conclusion of the measurement period or final determination of the values of assets acquired and liabilities assumed, whichever comes first, the impact of any subsequent adjustments is included in the consolidated statements of operations.

Costs to exit or restructure certain activities of an acquired company or the Company's internal operations are accounted for as a one-time termination and exit cost pursuant to FASB ASC Topic No. 420, *Exit or Disposal Cost Obligations*, and are accounted for separately from the business combination. A liability for costs associated with an exit or disposal activity is recognized and measured at its fair value in the Company's consolidated statement of operations in the period in which the liability is incurred.

Uncertain income tax positions and tax-related valuation allowances that are acquired in connection with a business combination are initially estimated as of the acquisition date. The Company reevaluates these items quarterly based upon facts and circumstances that existed as of the acquisition date, with any adjustments to the preliminary estimates being recorded to goodwill if such adjustments occur within the 12-month measurement period. Subsequent to the end of the measurement period or the Company's final determination of the value of the tax allowance or contingency, whichever comes first, changes to these uncertain tax positions and tax-related valuation allowances will affect the provision for income taxes in the consolidated statement of operations, and could have a material impact on results of operations and financial position.

***Use of Estimates***

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the reported amounts in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

***Fair Value of Financial Instruments***

The Company measures and discloses fair value measurements as required by FASB ASC Topic No. 820, *Fair Value Measurements and Disclosures*.

Fair value is an exit price, representing the amount that would be received upon the sale of an asset or the amount that would be paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that is determined based on assumptions that market participants would use in pricing an asset or a liability. As a basis for considering such assumptions, the FASB establishes a three-tier value hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

- Level 1 - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 - Include other inputs that are directly or indirectly observable in the marketplace.
- Level 3 - Unobservable inputs which are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

As required by FASB ASC Topic No. 820, we measure our cash equivalents and short-term investments at fair value. Our cash equivalents and short-term investments are classified within Level 1 by using quoted market prices utilizing market observable inputs.

As required by FASB ASC Topic No. 825, *Financial Instruments*, an entity can choose to measure at fair value many financial instruments and certain other items that are not currently required to be measured at fair value. Subsequent changes in fair value for designated items are required to be reported in earnings in the current period. This Topic also establishes presentation and disclosure requirements for similar types of assets and liabilities measured at fair value.

As required by FASB ASC Topic No. 350, for goodwill and other intangibles impairment analysis, we utilize fair value measurements which are categorized within Level 3 of the fair value hierarchy.

### *Significant Concentrations*

For the year ended December 31, 2020, one customer, accounting for over 10% of revenues, made up 81% of revenues and 91% of accounts receivable, and one service provider with more than 10% of purchases totaled 10% of accounts payable. For the year ended December 31, 2019, one customer, accounting for over 10% of revenues, made up 84% of revenues and 92% of accounts receivable, and one service provider with more than 10% of purchases totaled 10% of accounts payable.

### *Cash and Cash Equivalents*

Cash and cash equivalents generally consist of cash, government securities, mutual funds, and money market funds. These securities are primarily held in one financial institution and are uninsured except for the minimum Federal Deposit Insurance Corporation coverage, and have original maturity dates of three months or less. As of December 31, 2020 and 2019, bank balances totaling approximately $25.5 million and $28.0 million, respectively, were uninsured.

### *Accounts Receivable and Allowance for Doubtful Accounts*

We sell our products worldwide. We perform ongoing credit evaluations of our customers and adjust credit limits based upon payment history, the customer's current credit worthiness and various other factors, as determined by our review of their current credit information. We continuously monitor collections and payments from our customers. We estimate credit losses and maintain an allowance for doubtful accounts reserve based upon these estimates. While such credit losses have historically been within our estimated reserves, we cannot guarantee that we will continue to experience the same credit loss rates that we have in the past. If not, this could have an adverse effect on our consolidated financial statements. Allowances for product returns are included in other adjustments to accounts receivable on the accompanying consolidated balance sheets. Product returns are estimated based on historical experience and have also been within management's estimates.

### *Equipment and Improvements*

Equipment and improvements are stated at cost. Depreciation is computed using the straight-line method based on the estimated useful lives of the assets, generally ranging from three to seven years. Leasehold improvements are amortized using the straight-line method over the shorter of the estimated useful life of the asset or the lease term.

### *Internal Software Development Costs*

Development costs incurred in the research and development of new software products and enhancements to existing software products are expensed as incurred until technological feasibility has been established. The Company considers technological feasibility to be established when all planning, designing, coding, and testing has been completed according to design specifications. After technological feasibility is established, any additional costs are capitalized. Through December 31, 2020, software has been substantially completed concurrently with the establishment of technological feasibility; accordingly, no costs have been capitalized to date.

### *Impairment or Disposal of Long Lived Assets*

Long-lived assets to be held are reviewed for events or changes in circumstances which indicate their carrying value may not be recoverable. They are tested for recoverability using undiscounted cash flows to determine whether or not impairment to such value has occurred as required by FASB ASC Topic No. 360, *Property, Plant, and Equipment*.

### *Goodwill*

In accordance with FASB ASC Topic No. 350, *Intangibles-Goodwill and Other*, we review the recoverability of the carrying value of goodwill at least annually or whenever events or circumstances indicate a potential impairment. The Company's annual impairment testing date is December 31. Recoverability of goodwill is determined by comparing the fair value of the Company's reporting units to the carrying value of the underlying net assets in the reporting units. If the fair value of a reporting unit is determined to be less than the carrying value of its net assets, goodwill is deemed impaired and an impairment loss is recognized to the extent that the carrying value of goodwill exceeds the difference between the fair value of the reporting unit and the fair value of its other assets and liabilities.

### *Intangible Assets and Amortization*

Amortization expense related to other intangibles acquired in acquisitions is calculated on a straight line basis over one to ten years. Intangible assets are tested for impairment if events or circumstances occur indicating that the respective asset might be impaired.

### *Revenue Recognition*

The Company adopted FASB ASC Topic No. 606, *Revenue from Contracts with Customers,* as of January 1, 2018, and recognizes the sale of goods and services based on the five-step analysis of transactions as provided in Topic 606, which requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for such goods and services.

In our Wireless segment, we transfer software licenses to our customers on a royalty free, non-exclusive, non-transferrable, limited use basis during the term of the agreement. In some instances, we perform customization services to ensure the software operates within our customer's operating platforms as well as the operating platforms of the mobile devices used by their end customers, before transferring the license. Revenue related to these services is recognized at a point in time upon acceptance of the software license by the customer. We also earn usage based revenue on our platforms. Usage based revenue is generated based on active licenses used by our customer's end customers, the provision of hosting services, revenue share based on media placements on our platform, and use of our cloud based services. We recognize our usage based revenue when we have completed our performance obligation and have the right to invoice the customer. This revenue is generally recognized monthly or quarterly. Finally, in this segment, we ratably recognize revenue over the contract period when customers pay in advance of our service delivery.

On February 12, 2020, we acquired certain assets from Circle (as further described in Note 2 below), including a source code license to Circle's parental control software solution and two customer contracts. Pursuant to these contracts, the customer parties thereto license the parental control software solution for distribution to their respective subscribers in designated markets. In each case, the contracts allow the customer to take possession of the software solution and to host it on their platform or with an independent third party hosting service provider without significant cost. We also provide significant services that are required by the customer to ensure they have the utility of the license. As the license to the software solution and the services we provide are highly interrelated, we have concluded that the license and our services are a single performance obligation. The license fee is earned and recognized on a pro-rata basis over the contract term based on our customer's continued use of the license and our services.

We also provide consulting services to develop customer-specified functionality that are generally not on our software development roadmap. We recognize revenue from our consulting services upon delivery and acceptance by the customer of our software enhancements and upgrades. For certain Wireless segment customers we provide maintenance and technology support services for which the customer either pays upfront or as we provide the services. When the customer pays upfront, we record the payments as contract liabilities and recognize revenue ratably over the contract period as this is our stand ready performance obligation that is satisfied ratably over the maintenance and technology services period.

We receive upfront payments from customers from services to be provided under our ViewSpot® contracts. The advance receipts are deferred and subsequently recognized ratably over the contract period. We also provide consulting services to configure ad hoc targeted promotional content for our customers upon request. These requests are driven by our customers' marketing initiatives and tend to be short term "bursts" of activity. We recognize these revenues upon delivery of the configured promotional content to the cloud platform.

For our Graphics products where we sell off-the-shelf software products with no customization or post sale technology support services, we recognize revenue at the time we transfer control of the product to the customer. This occurs upon shipment of the product or when the customer downloads the software from our website or website of our resellers. We offer a 30 day return option to our customers; a return reserve is established at the time revenue is recorded and the reserve is monitored and adjusted based on actual experience. Historically, returns have been insignificant.

***Product and Services Warranties***

Warranty related costs are recorded in our operating expenses as incurred as these costs are immaterial for the products and services we sell.

***Principal and Agent Considerations***

We own the Intellectual Property and retain ownership when we license our customized software solutions for use by our Wireless segment customers. We are a principal in these transactions and as such we recognize our Wireless segment revenue with respect thereto on a gross basis.

We sell our Graphics software products directly to end consumers as well as through our distributors and re-sellers. We are a principal in these transactions as we bear the inventory risk, customers (or customer's end users) view us as the primary obligor responsible for supporting the software products, and we have full discretion in establishing the prices for our graphics software products. As a principal we record our Graphics revenues on a gross basis.

***Stock-Based Compensation***

The Company accounts for all stock-based payment awards made to employees and directors based on their fair values and recognizes such awards as compensation expense over the vesting period using the straight-line method over the requisite service period for each award as required by FASB ASC Topic No. 718, *Compensation-Stock Compensation*.

***Recently Adopted Accounting Pronouncements***

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842),* to increase transparency and comparability among organizations by recognizing all lease transactions (with terms in excess of 12 months) on the balance sheet as a lease liability and a right-of-use asset (as defined). The Company adopted the FASB ASC Topic No. 842, Leases, and related amendments, as of January 1, 2019, utilizing the modified retrospective approach through a cumulative-effect adjustment to equity. Management elected the package of practical expedients permitted under the transition guidance within the new standard which allowed for the carry forward of the historical lease classification. Adoption of the new standard resulted in the recording of additional net lease assets and lease liabilities of approximately $3.1 million as of January 1, 2019, and an adjustment to retained earnings of $0.1 million. The standard did not materially impact the consolidated net income or earnings per share and had no impact on cash flows. See Note 12 for further details.

### *Recently Issued Accounting Pronouncements*

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments – Credit Losses (Topic 326) – Measurement of Credit Losses on Financial Instruments*, which replaces the "incurred loss" credit losses framework with a new accounting standard that requires management's measurement of the allowance for credit losses to be based on a broader range of reasonable and supportable information for lifetime credit loss estimates. The adoption of this standard is not expected to have a material impact on the Company's consolidated financial statements.

### *Impact of COVID-19*

In March 2020, the World Health Organization categorized coronavirus disease 2019 (COVID-19) as a pandemic, and the President of the United States declared the COVID-19 outbreak a national emergency. COVID-19 continues to spread throughout the United States and other countries across the world, and the duration and severity of its effects are currently unknown. While the response to the COVID-19 outbreak continues to rapidly evolve, it has led to stay-at-home orders and social distancing guidelines that have seriously disrupted activities in large segments of the economy.

During the second, third and fourth quarters of 2020, we saw a reduction in the number of SafePath® platform subscribers compared to March 2020, which we believe was driven by the COVID-19 related economic slowdown. The Company's consolidated financial statements presented herein reflect estimates and assumptions made by management that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenue and expenses during the reporting periods presented. The severity of the impact of the COVID-19 pandemic on the Company's business will depend on a number of factors, including, but not limited to, the duration and severity of the pandemic and the extent and severity of the impact on the Company's customers, all of which are uncertain and cannot be predicted.

As the impact of the COVID-19 pandemic on the economy and the Company's operations continues to evolve, we will continue to monitor the impact on the Company's operations and, if needed, postpone non-essential capital expenditures, reduce operating costs, and substantially reduce discretionary spending.

## 2. Acquisitions

### *Circle Operator Business*

On February 12, 2020, the Company acquired the operator business of Circle Media Labs Inc. ("Circle") pursuant to a certain Asset Purchase Agreement by and between the Company and Circle.

The following table summarizes the consideration paid for the Circle acquisition in 2020 (unaudited, in thousands):

| | | |
|---|---|---|
| Fair value of assets acquired | $ | 14,966 |
| Fair value of liabilities assumed | | 1,466 |
| Total purchase price | $ | 13,500 |
| | | |
| Components of purchase price: | | |
| Cash | $ | 13,500 |
| Total purchase price | $ | 13,500 |

The Company's allocation of the purchase price is summarized as follows (in thousands):

| | | |
|---|---|---|
| **Assets:** | | |
| Inventory, net | $ | 14 |
| Intangible assets | | 10,483 |
| Goodwill | | 4,469 |
| Total assets | $ | 14,966 |
| **Liabilities:** | | |
| Deferred revenue | $ | 1,290 |
| Amounts due to seller | | 176 |
| Total liabilities | $ | 1,466 |
| Total purchase price | $ | 13,500 |

All of the goodwill will be deductible for tax purposes.

Pursuant to the transaction, Smith Micro acquired certain assets related to the Circle operator business, including two new customer contracts and a source code license to Circle's then deployed parental control software and related technology.

Unaudited pro forma results of operations for the years ended December 31, 2020 and 2019 are included below as if the Circle acquisition occurred on January 1, 2019. This summary of the unaudited pro forma results of operations is not necessarily indicative of what the Company's results of operations would have been had Circle been acquired at the beginning of 2019, nor does it purport to represent results of operations for any future periods.

| | Year Ended December 31, | | | |
|---|---|---|---|---|
| | 2020 | | 2019 | |
| | (in thousands, except per share amounts) | | | |
| Revenues | $ | 51,767 | $ | 47,252 |
| Net income | | 4,225 | | 10,322 |
| Earnings per share: | | | | |
| Basic | $ | 0.10 | $ | 0.30 |
| Diluted | $ | 0.10 | $ | 0.28 |

### *Smart Retail*

In December 2018, the Company entered into a definitive agreement to acquire the net assets of ISM Connect, LLC's Smart Retail product Suite ("Smart Retail"). The transaction closed on January 9, 2019.

The following table summarizes the consideration paid for the Smart Retail acquisition in 2019 (in thousands):

| | | |
|---|---|---|
| Fair value of assets acquired | $ | 9,394 |
| Fair value of liabilities assumed | | 291 |
| Total purchase price | $ | 9,103 |

| | | |
|---|---|---|
| Components of purchase price: | | |
| Cash | $ | 3,974 |
| Common stock | | 5,129 |
| Total purchase price | $ | 9,103 |

The Company's allocation of the purchase price is summarized as follows (in thousands):

| | | |
|---|---|---|
| **Assets:** | | |
| Costs incurred on projects not complete | $ | 53 |
| Intangible assets | | 5,229 |
| Goodwill | | 4,112 |
| Total assets | $ | 9,394 |
| **Liabilities:** | | |
| Deferred revenue | $ | 291 |
| Total liabilities | $ | 291 |
| Total purchase price | $ | 9,103 |

All of the goodwill will be deductible for tax purposes.

The purpose of the Smart Retail acquisition was to acquire a new growing and profitable revenue stream while deepening the relationships with our customers. The Smart Retail platform, which the Company now calls ViewSpot, enables wireless carriers and retailers to offer powerful on-screen, interactive device demos that deliver consistent, secure and targeted content that showcase the features of the devices that consumers what to see and learn more about. ViewSpot provides analytics capabilities, which allows customers to gain valuable insights and buying behaviors. The platform was a logical addition to the Company's existing product line that reaches wireless carriers and provides them with services that can attract and retain customers.

## 3. Equipment and Improvements

Equipment and improvements consist of the following (in thousands):

| | December 31, | | | |
|---|---|---|---|---|
| | 2020 | | 2019 | |
| Computer hardware, software, and equipment | $ | 9,814 | $ | 9,079 |
| Leasehold improvements | | 2,959 | | 2,808 |
| Office furniture and fixtures | | 714 | | 1,017 |
| Construction in progress | | 24 | | 494 |
| | | 13,511 | | 13,398 |
| Less accumulated depreciation and amortization | | (11,341) | | (11,289) |
| Equipment and improvements, net | $ | 2,170 | $ | 2,109 |

Depreciation and amortization expense on equipment and improvements was $0.7 million and $0.4 million for the years ended December 31, 2020 and 2019, respectively.

## 4. Goodwill and Intangible Assets

The following table sets forth our acquired intangible assets by major asset class as of December 31, 2020 and December 31, 2019 (in thousands, except for useful life data):

| | | December 31, 2020 | | | | | |
|---|---|---|---|---|---|---|---|
| | Useful life (years) | Gross | Additions | Accumulated amortization | Net book value before impairment | Impairment charge in 2016 | Net book value |
| Purchased technology | 4-8 | $2,518 | $ 2,882 | $ (1,612) | $ 3,788 | $ — | $ 3,788 |
| Customer relationships | 3-10 | 3,975 | — | (1,158) | 2,817 | (411) | 2,406 |
| Customer contracts | 6 | — | 7,000 | (1,242) | 5,758 | — | 5,758 |
| Trademarks/trade names | 2 | 38 | — | (38) | — | — | — |
| Non-compete | 3 | 51 | 232 | (119) | 164 | — | 164 |
| Support agreement | 1 | — | 369 | (323) | 46 | — | 46 |
| Patents | 7 | — | 600 | (64) | 536 | — | 536 |
| Total | | $6,582 | $ 11,083 | $ (4,556) | $ 13,109 | $ (411) | $ 12,698 |

| | | December 31, 2019 | | | | | |
|---|---|---|---|---|---|---|---|
| | Useful life (years) | Gross | Additions | Accumulated amortization | Net book value before impairment | Impairment charge in 2016 | Net book value |
| Purchased technology | 4-6 | $ 265 | $ 2,253 | $ (687) | $ 1,831 | $ — | $ 1,831 |
| Customer relationships | 3-10 | 999 | 2,976 | (860) | 3,115 | (411) | 2,704 |
| Trademarks/trade names | 2 | 38 | — | (38) | — | — | — |
| Non-compete | 3 | 51 | — | (51) | — | — | — |
| Total | | $1,353 | 5,229 | $ (1,636) | $ 4,946 | $ (411) | $ 4,535 |

Intangible assets amortization expense was $2.9 million and $0.9 million for the years ended December 31, 2020 and 2019, respectively.

Future amortization expense related to intangible assets as of December 31, 2020 are as follows (in thousands):

| Year Ending December 31, | |
|---|---|
| 2021 | $ 3,180 |
| 2022 | 3,236 |
| 2023 | 1,902 |
| 2024 | 1,389 |
| 2025 and thereafter | 2,991 |
| Total | $ 12,698 |

### *Valuation of Goodwill and Intangible Assets*

The Company accounts for goodwill and intangible assets as required by FASB ASC Topic No. 350, *Intangibles-Goodwill and Other*. This statement requires us to periodically assess the impairment of our goodwill and intangible assets, which requires us to make assumptions and judgments regarding the carrying value of these assets. These assets are considered to be impaired if we determine that their carrying value may not be recoverable based upon our assessment of the following events or changes in circumstances:

- a determination that the carrying value of such assets cannot be recovered through undiscounted cash flows;
- loss of legal ownership or title to the assets;
- significant changes in our strategic business objectives and utilization of the assets; or

- the impact of significant negative industry or economic trends.

If the intangible assets are considered to be impaired, the impairment we recognize is the amount by which the carrying value of the intangible assets exceeds the fair value of the intangible assets. In addition, we base the useful lives and the related amortization expense on our estimate of the useful life of the intangible assets. Due to the numerous variables associated with our judgments and assumptions relating to the carrying value of our intangible assets and the effects of changes in circumstances affecting these valuations, both the precision and reliability of the resulting estimates are subject to uncertainty, and as additional information becomes known, we may change our estimate, in which case, the likelihood of a material change in our reported results would increase. The Company recognized an impairment loss of $0.4 million in the three and twelve months ended December 31, 2016 related to a previously acquired intangible asset.

We review the recoverability of the carrying value of goodwill at least annually or whenever events or circumstances indicate a potential impairment. Our annual impairment testing date is December 31. Recoverability of goodwill is determined by comparing the estimated fair value of our reporting units to the carrying value of the underlying net assets in the reporting units. If the estimated fair value of a reporting unit is determined to be less than the fair value of its net assets, goodwill is deemed impaired and an impairment loss is recognized to the extent that the carrying value of goodwill exceeds the difference between the estimated fair value of the reporting unit and the fair value of its other assets and liabilities. We determined that we did not have any impairment of goodwill at December 31, 2020 and 2019.

## 5. Equity Transactions

### *Preferred Stock Offering*

On September 29, 2017, the Company entered into a Securities Purchase Agreement with several investors for the issuance and sale (the "Offering") of 5,500 shares of the Company's newly designated Series B 10% Convertible Preferred Stock (the "Series B Preferred Stock") at a stated value of $1,000 per share, for a total purchase price of $5.5 million. The Series B Preferred Stock was then convertible into the Company's Common Stock at a conversion price of $1.14 per share, which was the closing bid price of the Common Stock on September 28, 2017, or 4,824,562 shares of Common Stock in the aggregate. The holders of Series B Preferred Stock were entitled to receive cumulative dividends out of funds legally available thereof at a rate of ten percent (10%) per annum, payable (i) when and as declared by the Board of Directors, in quarterly installments on March 1, June 1, September 1 and December 1, (ii) upon conversion into Common Stock with respect the Series B Preferred Stock being converted, and (iii) upon redemption of the Series B Preferred Stock by the Company.

In the event that the trading price of the Company's Common Stock for 20 consecutive trading days (as determined in the Certificate of Designation) exceeded 400% of the then effective Conversion Price of the Series B Preferred Stock (initially set at $1.14), the Company was able to force conversion of the Series B Preferred Stock into shares of Common Stock or elect to redeem the Series B Preferred Stock for cash. In addition, upon the occurrence of certain triggering events, each holder of Series B Preferred Stock had the right to require the Company to redeem such holder's shares for cash equal to the stated value plus accrued and unpaid dividends and liquidated damages, costs, expenses and other amounts due in respect of the Series B Preferred Stock, and with respect to certain other triggering events, each holder had have the right to increase the dividend rate on such holder's Series B Preferred Stock to twelve percent (12%) while such triggering event is continuing.

During the third quarter of 2019, the Company forced conversion of all outstanding Series B Preferred Stock in accordance with its terms.

### *Warrants*

The Company issued warrants to purchase shares of Common Stock in connection with registered direct offerings completed in May 2017, March 2018, May 2018 and November 2018. As of December 31, 2020 and 2019, there were approximately 3.7 million and 5.8 million warrants outstanding, respectively, with exercise prices ranging from $1.16 to $2.38 per share.

## 6. Income Taxes

Income before provision for income taxes was generated from the following sources (in thousands):

| | Year Ended December 31, 2020 | 2019 |
|---|---|---|
| Domestic | $ 4,213 | $ 10,833 |
| Foreign | 112 | (31) |
| Total income before provision for income taxes | $ 4,325 | $ 10,802 |

A summary of the income tax expense (benefit) is as follows (in thousands):

| | Year Ended December 31, 2020 | 2019 |
|---|---|---|
| Current: | | |
| Federal | $ (133) | $ (132) |
| State | 6 | 7 |
| Foreign | 134 | 108 |
| Total current | 7 | (17) |
| Deferred: | | |
| Federal | 155 | 144 |
| State | 24 | — |
| Foreign | (26) | (47) |
| Total deferred | 153 | 97 |
| Total income tax expense | $ 160 | $ 80 |

A reconciliation of the provision for income taxes to the amount of income tax expense (benefit) that would result from applying the federal statutory rate to the loss before income taxes is as follows:

| | Year Ended December 31, 2020 | 2019 |
|---|---|---|
| Federal statutory rate | 21.0 % | 21.0 % |
| State tax, net of federal benefit | 2.7 | 3.6 |
| Equity compensation | (1.8) | 0.1 |
| International tax items | (0.1) | 0.2 |
| Foreign taxes | 2.5 | 0.6 |
| State NOL true-up | 2.5 | (6.1) |
| Miscellaneous | 1.3 | 0.4 |
| Effect of change in rate | 3.5 | 0.9 |
| Change in valuation allowance | (27.9) | (19.8) |
| | 3.7 % | 0.7 % |

The major components of the Company's deferred tax assets and liabilities are as follows (in thousands):

| | Year Ended December 31, 2020 | Year Ended December 31, 2019 |
|---|---|---|
| **Deferred income tax assets** | | |
| Net operating loss carry forwards | $ 42,127 | $ 41,650 |
| Credit carry forwards | 3,027 | 3,159 |
| Fixed assets | 116 | 373 |
| Intangibles | 3,346 | 4,679 |
| Equity-based compensation | 343 | 308 |
| Nondeductible accruals | 365 | 319 |
| Various reserves | 23 | 209 |
| Other | 2 | 2 |
| Valuation allowance | (49,405) | (50,397) |
| Total deferred income taxes - net | (56) | 302 |
| **Deferred income tax liabilities** | | |
| Foreign intangibles | (1) | (27) |
| Deferred rent | 94 | — |
| Unrealized translation gain/loss | 3 | (120) |
| Prepaid expenses | (99) | (61) |
| Total deferred income liabilities | (3) | (208) |
| Net deferred income tax assets (liabilities) | $ (59) | $ 94 |

The Company has federal and state net operating loss ("NOL") carryforwards of approximately $160.5 million and $128.2 million, respectively, at December 31, 2020, to reduce future cash payments for income taxes. The federal NOL carryforwards generated prior to 2018 will expire from 2024 through 2037 and state NOL carryforwards will expire 2019 through 2040. Federal NOL carryforwards generated in 2018 and thereafter have no expiration date.

The Company has federal and state tax credit carryforwards of approximately $2.5 million and $0.7 million, respectively, at December 31, 2020. These tax credits will begin to expire in 2028.

To the extent that an ownership change has occurred under Internal Revenue Code Sections 382 and 383, the Company's use of its loss carryforwards and credit carryforwards to offset future taxable income may be limited.

At December 31, 2020 and 2019, the Company had unrecognized tax benefits, including interest and penalties, of approximately $0.4 million.

The Company's gross unrecognized tax benefits as of December 31, 2020 and 2019 and the changes in those balances are as follows (in thousands):

| | Year Ended December 31, 2020 | Year Ended December 31, 2019 |
|---|---|---|
| Beginning balance | $ 428 | $ 428 |
| Increases (decreases) in tax positions for the current year | — | — |
| Increases (decreases) in tax positions for the prior year | — | — |
| Gross unrecognized tax benefits, ending balance | $ 428 | $ 428 |

We account for income taxes as required by FASB ASC Topic No. 740, *Income Taxes*. This Topic clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Topic also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Topic requires an entity to recognize the financial statement impact of a tax position when it is more likely than not that the position will be sustained upon examination. The amount recognized is measured as the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. In addition, the Topic permits an entity to recognize interest and penalties related to tax uncertainties either as income tax expense or operating expenses. The Company has chosen to recognize interest and penalties related to tax uncertainties as income tax expense.

The Company assesses whether a valuation allowance should be recorded against its deferred tax assets based on the consideration of all available evidence, using a "more likely than not" realization standard. The four sources of taxable income that must be considered in determining whether deferred tax assets will be realized are: (1) future reversals of existing taxable temporary differences (i.e., offset of gross deferred tax liabilities against gross deferred tax assets); (2) taxable income in prior carryback years, if carryback is permitted under the applicable tax law; (3) tax planning strategies; and (4) future taxable income exclusive of reversing temporary differences and carryforwards.

In assessing whether a valuation allowance is required, significant weight is to be given to evidence that can be objectively verified. A significant factor in the Company's assessment is that the Company was in a five-year historical cumulative loss as of the end of fiscal 2018. These facts, combined with uncertain near-term market and economic conditions, reduced the Company's ability to rely on projections of future taxable income in assessing the realizability of its deferred tax assets.

After a review of the four sources of taxable income as of December 31, 2020 (as described above), and after consideration of the Company's cumulative loss position as of December 31, 2020, the Company recorded a valuation allowance related to its U.S.-based deferred tax assets of $49.4 million at December 31, 2020. The valuation allowance on deferred tax assets decreased by $1.0 million and $2.0 million in 2020 and 2019, respectively.

We recognized interest and penalties accrued related to unrecognized tax benefits in income tax expense. During 2020 and 2019, we recognized $0 in interest and penalties. The cumulative interest and penalties at December 31, 2020 and 2019 were $0. We do not anticipate any material changes to unrecognized tax benefits within the next twelve months that will affect the effective tax rate.

The Company is subject to U.S. federal income tax as well as to income tax of multiple state jurisdictions. Currently there are no audits in process or pending from Federal or state tax authorities. State income tax returns are subject to examination for a period of three to four years after filing. As of December 31, 2020, the company had no outstanding tax audits. The outcome of tax audits cannot be predicted with certainty. If any issues addressed in the Company's tax audits are resolved in a manner not consistent with management's expectations, the Company could be required to adjust its provision for income tax in the period such resolution occurs. As of December 31, 2020, a current estimate of the range of changes that may occur within the next twelve months cannot be made due to the uncertainty regarding the timing of these events.

For financial reporting purposes, income before provision for income taxes for our foreign subsidiaries was $112 thousand and $(31) thousand for the years ended December 31, 2020 and 2019, respectively. We do not provide for U.S. taxes on our unremitted earnings of foreign subsidiaries that have not been previously taxed since we intend to invest such undistributed earnings indefinitely outside of the U.S.

The 2017 Act subjects a U.S. shareholder to current tax on global intangible low-taxed income ("GILTI") earned by certain foreign subsidiaries. The FASB Staff Q&A, Topic 740 No. 5, *Accounting for Global Intangible Low-Taxed Income*, states that an entity can make an accounting policy election to either recognize deferred taxes for temporary differences expected to reverse as GILTI in future years or provide for the tax expense related to

GILTI in the year the tax is incurred. We have elected to recognize the tax on GILTI as a period expense in the period the tax is incurred. The current income related to the GILTI inclusion in 2020 is less than $86 thousand.

On March 27, 2020, the Coronavirus Aid, Relief and Economic Security Act (CARES Act) was enacted in response to the COVID-19 pandemic. The CARES Act, among other things, permits NOL carryovers and carrybacks to offset taxable income for years beginning before 2021. The CARES Act also made modifications to IRC Sec. 163(j) to increase the allowable interest from 30% of adjusted taxable income to 50% of adjusted taxable income. The CARES Act changes in NOL carrybacks has no impact on the Company's tax provision. The change in interest expense limitation pursuant to the CARES Act does not have a significant impact on the tax provision.

On December 21, 2020, the Consolidated Appropriations Act was signed into law to provide further relief from the impacts of the COVID-19 pandemic. The changes included in the Consolidated Appropriations Act have been considered in the preparation of the 2020 tax provision but have no impact on the Company's income tax expense.

## 7. Earnings Per Share

The Company calculates earnings per share ("EPS") as required by FASB ASC Topic No. 260, *Earnings Per Share*. Basic EPS is calculated by dividing the net income available to common stockholders by the weighted average number of common shares outstanding for the period, excluding common stock equivalents. Diluted EPS is computed by dividing the net income available to common stockholders by the weighted average number of common shares outstanding for the period, plus the weighted average number of dilutive common stock equivalents outstanding for the period determined using the treasury-stock method. For purposes of this calculation, common stock subject to repurchase by the Company and options are considered to be common stock equivalents, and are only included in the calculation of diluted earnings per share when their effect is dilutive.

| | Year Ended December 31, | |
|---|---|---|
| | 2020 | 2019 |
| | (in thousands, except per share amounts) | |
| **Numerator:** | | |
| Net income | $ 4,165 | $ 10,722 |
| Dividends paid to preferred stockholders | — | (119) |
| Net income available to common stockholders | $ 4,165 | $ 10,603 |
| **Denominator:** | | |
| Weighted average shares outstanding - basic | 40,808 | 34,513 |
| Potential common shares - options (treasury stock method) | 1,956 | 2,478 |
| Weighted average shares outstanding - diluted | 42,764 | 36,991 |
| Shares excluded due to an exercise price greater than weighted average stock price for the period | 98 | 88 |
| Earnings per common share: | | |
| Basic | $ 0.10 | $ 0.31 |
| Diluted | $ 0.10 | $ 0.29 |

## 8. Employee Benefit Plans

The Company offers its employees participation in a 401(k) plan, in which the Company matches the employee contributions at a rate of 20%, subject to a vesting schedule. Total employer contributions amounted to $0.2 million for each of the years ended December 31, 2020 and 2019.

## 9. Stock-Based Compensation

### *Stock Plans*

On June 18, 2015, our stockholders approved the 2015 Omnibus Equity Incentive Plan ("2015 OEIP") and subsequent amendments to the 2015 OEIP to increase the number of shares reserved thereunder were approved by our stockholders on June 14, 2018 and June 9, 2020. The 2015 OEIP replaced the 2005 Stock Option / Stock Issuance Plan ("2005 Plan") which was due to expire on July 28, 2015. All outstanding options under the 2005 Plan remain outstanding, but no new grants will be made under the 2005 Plan. The maximum number of shares of the Company's common stock available for issuance over the term of the 2015 OEIP may not exceed 9,625,000 shares.

The 2015 OEIP provides for the issuance of full value awards (restricted stock, performance stock, dividend equivalent right or restricted stock units) and partial value awards (stock options or stock appreciation rights) to employees, non-employee members of the board and consultants. Any full value award settled in shares will be debited as 1.2 shares, and partial value awards settled in shares will be debited as 1.0 shares against the share reserve. The exercise price per share for stock option grants is not to be less than the fair market value per share of the Company's common stock on the date of grant. The Board of Directors has the discretion to determine the vesting schedule. Stock options may be exercisable immediately or in installments, but generally vest over a four-year period from the date of grant. In the event the holder ceases to be employed by the Company, all unvested stock options terminate and all vested stock options may be exercised within a period of 90 days following termination. In general, stock options expire ten years from the date of grant. Restricted stock is valued using the closing stock price on the date of the grant. The total value is expensed over the vesting period of 12 to 48 months.

### *Employee Stock Purchase Plan*

The Company has a shareholder approved employee stock purchase plan ("ESPP"), under which substantially all employees may purchase the Company's common stock through payroll deductions at a price equal to 85% of the lower of the fair market values of the stock as of the beginning and end of six-month offering periods. An employee's payroll deductions under the ESPP are limited to 10% of the employee's compensation and employees may not purchase more than the lesser of $25,000 of stock, or 250 shares, for any purchase period. Additionally, no more than 250,000 shares in the aggregate may be purchased under the plan.

### *Stock Compensation Expense*

The Company accounts for all stock-based payment awards made to employees and directors based on their fair values and recognized as compensation expense over the vesting period using the straight-line method over the requisite service period for each award as required by FASB ASC Topic No. 718, *Compensation-Stock Compensation*.

### *Valuation of Stock Option and Restricted Stock Awards*

The assumptions used to compute the share-based compensation costs for the stock options granted during the years ended December 31, 2020 and 2019, using the Black-Scholes option pricing model, were as follows:

| | Year Ended December 31, | |
|---|---|---|
| | **2020** | **2019** |
| Weighted average grant date fair value of stock options | $ 2.93 | $ 1.84 |
| *Assumptions* | | |
| Risk-free interest rate (weighted average) | 0.44% | 2.36% |
| Expected dividend yield | — | — |
| Weighted average expected life (years) | 6.2 | 6.2 |
| Volatility (weighted average) | 80.8% | 78.7% |
| Forfeiture rate | 12.0% | 26.0% |

The risk-free interest rate assumption was based on the United States Treasury's rates for U.S. Treasury zero-coupon bonds with maturities similar to those of the expected term of the award being valued. The Company assumed no dividend yield because it does not expect to pay dividends for the foreseeable future. The weighted average expected life is the vesting period for those options granted during that period. The average volatility is based on the actual historical volatility of our common stock. The forfeiture rate was based on modified employee turnover.

### *Valuation of ESPP*

The fair values are estimated at the beginning of each offering period using a Black-Scholes valuation model that uses the assumptions noted in the following table. The risk-free rate is based on the U.S. treasury yield curve in effect at the time of grant. Expected volatility was based on the historical volatility on the day of grant. Following is a schedule of the shares purchased, the fair value per share, and the Black-Scholes model assumptions for each offering period:

| Offering Period Ended | September 30, 2020 | March 31, 2020 | September 30, 2019 | March 31, 2019 |
|---|---|---|---|---|
| Shares purchased for offering period | 4,184 | 1,536 | 2,195 | 2,112 |
| Fair value per share | $ 1.75 | $ 2.28 | $ 1.07 | $ 0.96 |
| ***Assumptions*** | | | | |
| Risk-free interest rate (average) | 0.29% | 1.84% | 2.44% | 2.29% |
| Expected dividend yield | — | — | — | — |
| Weighted average expected life (years) | 0.5 | 0.5 | 0.5 | 0.5 |
| Volatility (average) | 86.8% | 86.3% | 51.7% | 54.3% |

### *Compensation Costs*

Non-cash stock-based compensation expenses related to stock options, restricted stock grants and the ESPP were recorded in the financial statements as follows (in thousands):

| | Year Ended December 31, 2020 | Year Ended December 31, 2019 |
|---|---|---|
| Selling and marketing | $ 549 | $ 247 |
| Research and development | 559 | 278 |
| General and administrative | 1,956 | 969 |
| Total non-cash stock compensation expense | $ 3,064 | $ 1,494 |

*Stock Options*

A summary of the Company's stock options outstanding under the 2015 OEIP and 2005 Plan as of December 31, 2020 and the activity during the years ended herein are as follows (in thousands except per share amounts):

| | Shares | Weighted Avg. Exercise Price | Wtd. Avg. Remaining Contractual Life (Yrs) | Aggregate Intrinsic Value |
|---|---|---|---|---|
| Outstanding as of December 31, 2018 | 158 | $ 4.88 | 5.9 | $ — |
| (121 options exercisable at a weighted average exercise price of $5.64) | | | | |
| Granted | 65 | $ 2.65 | | $ — |
| Exercised | (13) | $ 3.81 | | $ 28 |
| Canceled / expired | (13) | $ 7.81 | | $ 22 |
| Outstanding as of December 31, 2019 | 197 | $ 4.03 | 6.3 | $ 171 |
| (112 options exercisable at a weighted average exercise price of $5.16) | | | | |
| Granted | 22 | $ 4.25 | | $ — |
| Exercised | (13) | $ 2.14 | | $ 39 |
| Canceled / expired | (1) | $ 42.04 | | $ — |
| Outstanding as of December 31, 2020 | 205 | $ 3.95 | 5.6 | $ 341 |
| Exercisable as of December 31, 2020 | 135 | $ 4.35 | 4.1 | $ 183 |
| Vested and expected to vest at December 31, 2020 | 181 | $ 3.77 | 5.5 | $ 304 |

As of December 31, 2020, there was $6.3 million of unrecognized compensation costs related to non-vested stock options and restricted stock granted under the Plans. At December 31, 2020, there were 5.1 million and 0 shares available for future grants under the 2015 OEIP and 2005 Plan, respectively.

*Restricted Stock Awards*

A summary of the Company's restricted stock awards outstanding under the 2015 OEIP and 2005 Plan as of December 31, 2020, and the activity during years ended therein, are as follows (in thousands):

| | Number of shares | Weighted average grant date fair value |
|---|---|---|
| Unvested at December 31, 2018 | 1,007 | 2.01 |
| Granted | 1,250 | 2.00 |
| Vested | (673) | 2.06 |
| Canceled and forfeited | (25) | 1.97 |
| Unvested at December 31, 2019 | 1,559 | 1.98 |
| Granted | 1,000 | 6.40 |
| Vested | (857) | 2.99 |
| Canceled and forfeited | — | — |
| Unvested at December 31, 2020 | 1,702 | 4.07 |

## 10. Revenues

***Adoption of ASU 2014-09, Revenue from Contracts with Customers (Topic 606)***

We adopted ASU 2014-09 effective January 1, 2018 using the modified retrospective approach. We have applied the new standard to all open contracts at the date of initial application. The cumulative adjustment to the opening accumulated deficit balance at January 1, 2018 was immaterial.

***Revenue Recognition***

We primarily sell our software solutions, cloud-based services and consulting services to major wireless network and cable operators. We sell our off-the-shelf Graphics software products directly to end users as well as through our distribution and reseller channel partners.

We recognize sales of goods and services based on the five-step analysis of transactions as provided in Topic 606. For all contracts with customers, we first identify the contract which usually is established when a contract is fully executed by each party and consideration is expected to be received. Next, we identify the performance obligations in the contract. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer. We then determine the transaction price in the arrangement and allocate the transaction price, if necessary, to each performance obligation identified in the contract. The allocation of the transaction price to the performance obligations are based on the relative standalone selling prices for the goods and services contained in a particular performance obligation. The transaction price is adjusted for the Company's estimate of variable consideration which may include certain incentives and discounts, product returns, distributor fees, and storage fees. We evaluate the total amount of variable consideration expected to be earned by using the expected value method, as we believe this method represents the most appropriate estimate for this consideration, based on historical service trends, the individual contract considerations and our best judgment at the time. We include estimates of variable consideration in revenues only to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. We also generate the majority of our revenue on usage based fees which are variable and depend entirely on our customers use of perpetual licenses, transactions processed on our hosted environment, advertisement placements on our service platform, and activity on our cloud based service platform. As discussed in Note 2, on February 12, 2020, we purchased two customer contracts from Circle. Under these contracts, we provide our customers with licenses to software solutions and related services, for which we earn license fees, managed and hosting service fees, and consulting services which are provided throughout the life of the licensing arrangement.

Our contracts with the Tier 1 customers include promises to transfer multiple products and services. Determining whether products and services are considered distinct performance obligations that should be accounted for separately versus together may require significant judgment. Our cloud-based service includes a software solution license integrated with cloud-based services. Judgment is required to determine whether the software license is considered distinct and accounted for separately, or not distinct and accounted for together with the cloud service and recognized over time. Since we do not allow our customers to take possession of the software solution, and since the utility of the license comes from the could-based services that we provide, we consider the software license and the cloud services to be single performance obligation. We provide the Circle software solution license together with highly integrated consulting services to generate the utility of the license to the customers. Since the software solution and consulting services provided are highly interrelated, we consider the license and the consulting services to be a single performance obligation.

We also provide consulting services to configure ad hoc targeted promotional content to be presented on our solutions as well as consulting services to provide additional functionality for our software solutions based on our customer's request. These requests are driven by our customer's marketing initiatives and tend to be short term "bursts" of activity or specific incremental functionality to existing software solutions. We recognize these revenues upon delivery and acceptance of the configured promotional content or additional functionality to the software solution.

We have made accounting policy elections to exclude all taxes by governmental authorities from the measurement of the transaction price, and since our standard payment terms are less than one year, we have elected the practical expedient not to assess whether a contract has a significant financing component.

***Performance Obligations***

***Netwise® and CommSuite® Revenue***

In our Wireless segment, we sell our software solutions to major wireless network and cable operators. For our Netwise and CommSuite products, we may provide customization services for a fee to ensure our software solution can operate on their operating platforms and the operating platform of the mobile devices of our customer's end users. In addition, since the mobile device OEMs change their operating systems regularly, we provide maintenance services to ensure utility of the software license is not diminished for our customers. We consider the customization services, the software license, and maintenance services to maintain the utility of the software license for our customers as a single performance obligation. We provide the perpetual license on a royalty free basis. Revenue related to customization services, if charged, is recognized at a point in time upon delivery and acceptance of the customized software license by the customer.

To support the Netwise and CommSuite solutions, we also provide customers with our hosted environment and ASP services for the duration of the license term. We consider the provision of these services to be a separate performance obligation. In these transactions, the total consideration expected is variable. We do not estimate when the variable consideration will be recognized because the License Usage Based Fees, Hosting Service Fees and ASP Advertising Fees relate specifically to our efforts to transfer the services for a specified period (month or quarter) which are distinct from the services provided in other specified periods. Our customer's or the customer's end customer's usage occurs within the defined period, and the variability of our license, hosting and ASP fees is resolved in the specified period, and such fees earned are not subject to adjustment based on the activity in other periods.

We earn revenue from these services on a fixed fee per perpetual license usage on our hosted environment and advertising revenue share for advertisements placed by our customers on our platform. The usage fees are not earned until we transfer our software license to our customers. We recognize the usage based fees when we are entitled to the consideration earned for the distinct service period based on our customer's usage of our licenses, hosting services, and ASP advertising platform ("hosted environment usage fees").

***SafePath Cloud Based Services***

Our SafePath solution is a hybrid Software as a Service offering. We consider the provision of the perpetual license and the cloud based platform as a single performance obligation. We provide the perpetual license on a royalty free basis and earn revenue based on a fixed fee usage of our cloud based services. We recognize the usage based fees when we are entitled to the consideration earned for the distinct service period based on our customer's usage of our cloud based services.

***Circle Parental Control Solution and Services***

We acquired certain assets from Circle (as defined in Note 2), including a source code license to Circle's parental control software solution and two customer contracts. Pursuant to these contracts, the customer parties thereto license the parental control software solution for distribution to their respective subscribers in designated markets. In each case, the contracts allow the customer to take possession of the software solution and to host it on their platform or with an independent third-party hosting service provider without significant cost. We also provide significant services that are required by the customer to ensure they have the utility of the software license. As the license to the software solution and the services we provide are highly interrelated, we have concluded that the license and our services are a single performance obligation. The license fee is earned and recognized on a pro-rata basis over the contract term based on our customer's continued use of the license and our services.

*ViewSpot Cloud Based Services*

During the first quarter of 2019, we acquired the Smart Retail contract asset from ISM Connect, LLC, later branded as ViewSpot. ViewSpot product is a cloud based platform that its Mobile Network Operator customers use to display its promotional content to mobile devices being sold in its retail outlets. Using this solution, the MNOs have the ability to promote specific mobile devices in targeted geographic retail locations and monitor the efficacy of the promotions and the mobile device user's behavior to the targeted advertising. We sell a royalty free license, consulting services to configure the advertising content so that it can be displayed on targeted mobile devices, and cloud-based services to serve the advertising content and capture end consumer's behavior on the mobile device. ViewSpot services depend on a significant level of integration, interdependency, and interrelation between the on-premise applications, consulting services and the cloud services, and are accounted for together as a single performance obligation. The ViewSpot services are sold on a fixed fee basis to our customers based on pre-defined purchase order. We receive upfront payments from customers for services to be provided under our ViewSpot arrangements. Since we are obligated to provide the required services over the contract period, the revenue is recognized over time. The advance receipts are deferred and subsequently recognized ratably over the contract period.

From time to time, we also provide consulting services to configure ad hoc targeted promotional content for our customers upon request. These requests are driven by our customers' marketing initiatives and tend to be short term "bursts" of activity. We recognize revenues from these ad hoc services at a point in time which is upon delivery of the configured promotional content to the cloud platform.

*Consulting Services and Other*

In our Wireless segment, we have developed a roadmap for adding new functionality to our wireless products to extend the product lifecycle and expand our customer's use of the product on their networks. From time to time, we enter into consulting services arrangements with our customers to develop incremental functionality not included on our developmental roadmap. We earn revenue from our consulting services that is recognized at the time of delivery of the software when the services have been completed and control has been transferred to our customers.

We also enter into arrangements with certain customers to provide technology support services beyond the initial warranty period. Technology support services include e-mail and telephone support and unspecified rights to bug fixes available on a when-and-if available basis. We consider the provision of such technology support services to be a separate performance obligation. We generally bill in advance for a fixed term and recognize revenue from these arrangements ratably over the contractual term as we perform our services.

*Graphics Revenue*

We sell our off-the-shelf Graphics software products directly to end users as well as through our distribution and reseller channel partners. These products require no customization and minimal post-sale technology support services. We recognize revenue from software sales at the time we transfer control of the product to the customer. This occurs upon shipment of the product or when the customer downloads the software from our website or website of our distributor and resellers partners. In some instances, we will consign our software products to a distributor or reseller. In those instances, we recognize revenue when the end consumer takes control of the product.

We offer a 30 day return policy to our customers; a return reserve is established at the time revenue is recorded. We review available retail channel information and make a determination of a return provision for sales made to distributors and retailers based on current channel inventory levels and historical return patterns. The return reserve is monitored and adjusted based on actual experience. Historically, returns have been insignificant.

### *Deferred Revenue*

Unearned revenue represents amounts billed to customers for which revenue has not been recognized. Unearned revenue primarily consists of the unearned portion of monthly, quarterly and annually billed service fees and prepayments made by customers for a future period. We recognize revenue upon transfer of control. As of December 31, 2020, our total deferred revenue balance was $1.6 million, of which $1.5 million was related to the acquisition of the Circle operator business.

### *Costs to Obtain a Customer Contract*

We generally pay sales commissions to our sales force, which are incremental and recoverable costs of acquiring contracts. In most instances, sales commissions are only paid when we earn usage based fees on the contracts. The commission obligation is established each quarter based on the usage based fees earned. The commission obligation is not adjusted by future usage based fees earned, that is each period is discrete from the other. As a result of the structure of the commission plan, we record the commission expense when the commission obligation is determined, which is generally quarterly.

In the second quarter of 2019, we introduced an amended and restated sales commission plan that incentivizes and recognizes the efforts of eligible participants to earn commissions on future revenue generated on new contracts, sale of a new product to an existing contract, or sale of a product to a different group within an existing customer. The sales commissions are tiered based on the opportunity size. Sales commissions paid under this amended sales commission plan are incremental contract acquisition costs, and accordingly are recorded as a deferred contract asset that is amortized on a straight-line basis over the average contract life of the new, renewed and modified contract.

### *Costs to Fulfill a Customer Contract*

We incur costs to fulfill obligations under a contract. We recognize these costs as we fulfill our performance obligation and recognize revenue. Where we provide services and earn revenue over the contract term based on usage of our platforms, we recognize the associated fulfillment costs as they are incurred and as usage based revenue is recognized.

### *Disaggregation of Revenues*

We disaggregate revenue by our Wireless and Graphics products. Revenues on a disaggregated basis are as follows (in thousands):

| | Year Ended December 31, | |
|---|---|---|
| | **2020** | **2019** |
| Wireless: | | |
| License and service fees | $ 3,575 | $ — |
| Hosted environment usage fees | 18,209 | 19,517 |
| Cloud based usage fees | 25,973 | 20,011 |
| Consulting services and other | 2,914 | 3,076 |
| Total wireless | $ 50,671 | $ 42,604 |
| Graphics: | | |
| Software | 629 | 742 |
| Total revenues | $ 51,300 | $ 43,346 |

## 11. Commitments and Contingencies

### *Pennsylvania Opportunity Grant Program*

On September 26, 2011, we received $1.0 million from the State of Pennsylvania to help fund our agreement to start-up a new facility. The grant carried with it an obligation, or commitment, to employ at least 232 people within a three-year time period that ended on December 31, 2013. We received an extension of time to meet this employment commitment by April 30, 2016. The grant contained conditions that would require us to return a pro-rata amount of the monies received if we failed to meet these conditions. As such, the monies had been recorded as a liability in the accrued liabilities line item on the balance sheet until we are irrevocably entitled to retain the monies, or until it is determined that we need to return a portion or all of the monies received. On June 27, 2016, we received a letter from the State of Pennsylvania requesting reimbursement of $0.3 million and said we earned the remaining $0.7 million of the original $1.0 million grant. On September 19, 2016, we entered into a Settlement and Release Agreement with the Commonwealth of Pennsylvania, acting by and through the Department of Community and Economic Development to repay $0.3 million of the original $1.0 million grant in quarterly installments commencing on January 31, 2017. The balance was paid in full during the fourth quarter of 2020.

### *Litigation*

The Company may become involved in various legal proceedings arising from its business activities. While management does not believe the ultimate disposition of these matters will have a material adverse impact on the Company's consolidated results of operations, cash flows, or financial position, litigation is inherently unpredictable, and depending on the nature and timing of these proceedings, an unfavorable resolution could materially affect the Company's future consolidated results of operations, cash flows, or financial position in a particular period.

### *Other Contingent Contractual Obligations*

During its normal course of business, the Company has made certain indemnities, commitments, and guarantees under which it may be required to make payments in connection with certain transactions. These include: intellectual property indemnities to the Company's customers and licensees in connection with the use, sale, and/or license of Company products; indemnities to various lessors in connection with facility leases for certain claims arising from use of such facility or under such lease; indemnities to vendors and service providers pertaining to claims based on the negligence or willful misconduct of the Company; indemnities involving the accuracy of representations and warranties in certain contracts; and indemnities to directors and officers of the Company to the maximum extent permitted under the laws of the State of Delaware. In addition, the Company has made contractual commitments to employees providing for severance payments upon the occurrence of certain prescribed events. The Company may also issue a guarantee in the form of a standby letter of credit as security for contingent liabilities under certain customer contracts. The duration of these indemnities, commitments, and guarantees varies, and in certain cases may be indefinite. The majority of these indemnities, commitments, and guarantees may not provide for any limitation of the maximum potential for future payments the Company could be obligated to make. The Company has not recorded any liability for these indemnities, commitments, and guarantees in the accompanying consolidated balance sheets.

## 12. Leases

The Company leases office space and equipment, and certain office space is subleased. Management determines if a contract is a lease at the inception of the arrangement and reviews all options to extend, terminate, or purchase its right-of-use assets at the inception of the lease and accounts for these options when they are reasonably certain of being exercised.

Leases with an initial term of greater than twelve months are recorded on the consolidated balance sheet. Lease expense is recognized on a straight-line basis over the lease term.

The Company's lease contracts generally do not provide a readily determinable implicit rate. For these contracts, the estimated incremental borrowing rate is based on information available at the inception of the lease.

Operating lease cost consists of the following (in thousands):

| | Year Ended December 31, | |
|---|---|---|
| | 2020 | 2019 |
| Lease cost, gross | $ 2,254 | $ 2,076 |
| Sublease income | (603) | (603) |
| Total lease cost, net | $ 1,651 | $ 1,473 |

Operating lease assets and liabilities are summarized as follows (in thousands):

| | As of December 31, | |
|---|---|---|
| | 2020 | 2019 |
| Right-of-use assets | $ 5,785 | $ 6,464 |
| | | |
| Current lease liabilities | $ 1,433 | $ 1,221 |
| Long-term lease liabilities | 4,805 | 5,774 |
| Total lease liabilities | $ 6,238 | $ 6,995 |

The maturity of operating lease liabilities is presented in the following table (in thousands):

| | As of December 31, 2020 |
|---|---|
| 2021 | $ 1,806 |
| 2022 | 1,555 |
| 2023 | 1,539 |
| 2024 | 1,182 |
| 2025 | 867 |
| Thereafter | 291 |
| Total lease payments | 7,240 |
| Less imputed interest | (1,002) |
| Present value of lease liabilities | $ 6,238 |

## 13. Segment, Customer Concentration and Geographical Information

### *Segment Information*

Public companies are required to report financial and descriptive information about their reportable operating segments as required by FASB ASC Topic No. 280, Segment Reporting. The Company has historically had two primary business units based on how management internally evaluates separate financial information, business activities and management responsibility: Wireless and Graphics. Wireless primarily includes our SafePath, CommSuite, and ViewSpot family of products. Graphics includes our consumer-based products: Rebelle, PhotoDonut and StuffIt®, Motion Artist® (through December 2020), Moho® (through December 2020), and Poser® (through June 2019).

With the more recent divestitures of Moho, Motion Artist, and Poser, the Graphics business has become insignificant in relation to total consolidated revenues and no longer qualifies as a reportable operating segment. Therefore, the Company will disclose only one reportable operating segment, Wireless, and the following disclosures reflect this change.

The Company does not separately allocate operating expenses to these business units, nor does it allocate specific assets. Therefore, business unit information reported includes only revenues.

The following table presents the Wireless revenues by product (in thousands):

| | Year Ended December 31, | |
|---|---|---|
| | 2020 | 2019 |
| CommSuite | $ 18,163 | $ 18,713 |
| SafePath | 28,027 | 17,782 |
| ViewSpot | 4,239 | 4,229 |
| Netwise | 151 | 1,642 |
| Other | 91 | 238 |
| Total wireless revenues | $ 50,671 | $ 42,604 |

### *Customer Concentration Information*

Revenues generated from our sales to T-Mobile (formerly Sprint) and their respective affiliates accounted for 81% and 84% of the Company's total revenues for fiscal years 2020 and 2019, respectively. This customer comprised 91% and 92% of our accounts receivable as of December 31, 2020 and 2019, respectively. This major customer could reduce their orders of our products in favor of a competitor's product or for any other reason. The loss of this major customer or decisions by a significant customer to substantially reduce purchases could have a material adverse effect on our business.

### *Geographical Information*

During the years ended December 31, 2020 and 2019, the Company operated in three geographic locations: the Americas, EMEA (Europe, the Middle East, and Africa), and Asia Pacific. Revenues attributed to the geographic location of the customer's bill-to address were as follows (in thousands):

| | Year Ended December 31, | |
|---|---|---|
| | 2020 | 2019 |
| Americas | $ 49,349 | $ 43,236 |
| EMEA | 1,930 | 67 |
| Asia Pacific | 21 | 43 |
| Total revenues | $ 51,300 | $ 43,346 |

## 14. Gain on Sale of Software Products

In December 2020, pursuant to an Asset Purchase Agreement entered in the same month, the Company sold certain assets of its Moho and Motion Artist animation software products to Lost Marble LLC for $750 thousand, of which $325 thousand was paid at closing and the remainder to be paid in semi-annual installments over three years. The Company recorded a gain on the transaction in the amount of approximately $711 thousand, which is presented as Other Income in the consolidated statements of operations.

In June 2019, pursuant to an Asset Purchase Agreement entered earlier in the same month, the Company sold certain assets of its Poser 3D animation software product to Bondware, Inc. for $500 thousand, of which $350 thousand was paid at closing and the remainder to be paid in quarterly installments over three years. The Company recorded a gain on the transaction in the amount of approximately $483 thousand, which is presented as Other Income in the consolidated statements of operations.

## 15. Subsequent Events

The Company evaluates and discloses subsequent events as required by ASC Topic No. 855, *Subsequent Events*. The Topic establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before the financial statements are issued or are available to be issued.

On March 8, 2021, the Company entered into a definitive agreement to acquire certain assets of the Family Safety Mobile Software Business from Avast plc, a public company limited by shares organized under the Laws of England and Wales, including the stock of Location Labs, LLC, a Delaware limited liability company, for $66 million, of which a portion of the purchase price may be in the form of Company stock with the remainder to be paid in cash. Closing of the transaction is expected to occur in April 2021. In order to fund the acquisition, the Company has launched an underwritten public offering of common stock.

## 16. Quarterly Financial Data (Unaudited)

The following financial information reflects all normal recurring adjustments, which are, in the opinion of management, necessary for a fair statement of the results of the interim periods. Summarized quarterly data for fiscal 2020 and 2019 are as follows (in thousands, except per share data):

| | Year Ended December 31, 2020 | | | |
|---|---|---|---|---|
| | 1st Quarter | 2nd Quarter | 3rd Quarter | 4th Quarter |
| **Selected quarterly financial data:** | | | | |
| Revenues | $ 13,322 | $ 12,933 | $ 12,629 | $ 12,416 |
| Gross profit | $ 12,149 | $ 11,664 | $ 11,303 | $ 10,994 |
| Operating income (loss) | $ 1,959 | $ 1,377 | $ 196 | $ (12) |
| Net income | $ 2,045 | $ 1,379 | $ 161 | $ 580 |
| Net earnings per share - basic (1) | $ 0.05 | $ 0.03 | $ — | $ 0.02 |
| Weighted average shares outstanding - basic | 39,482 | 41,127 | 41,351 | 41,262 |
| Net earnings per share - diluted (1) | $ 0.05 | $ 0.03 | $ — | $ 0.01 |
| Weighted average shares outstanding - diluted | 42,194 | 43,079 | 43,026 | 43,305 |

| | Year Ended December 31, 2019 | | | |
|---|---|---|---|---|
| | 1st Quarter | 2nd Quarter | 3rd Quarter | 4th Quarter |
| **Selected quarterly financial data:** | | | | |
| Revenues | $ 8,432 | $ 10,854 | $ 11,782 | $ 12,278 |
| Gross profit | $ 7,516 | $ 9,880 | $ 10,771 | $ 11,252 |
| Operating income | $ 62 | $ 2,932 | $ 3,480 | $ 3,631 |
| Net income | $ 48 | $ 3,436 | $ 3,567 | $ 3,671 |
| Net earnings per share - basic (1) | $ — | $ 0.11 | $ 0.10 | $ 0.10 |
| Weighted average shares outstanding - basic | 31,297 | 32,068 | 36,094 | 38,501 |
| Net earnings per share - diluted (1) | $ — | $ 0.10 | $ 0.09 | $ 0.09 |
| Weighted average shares outstanding - diluted | 31,323 | 35,308 | 39,472 | 41,767 |

(1) Basic and diluted net loss per share is computed independently for each of the quarters presented. Therefore, the sum of the quarterly per share amounts will not necessarily equal the total for the year.

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## BOARD OF DIRECTORS

**William W. Smith, Jr.**
Chairman of the Board, President and Chief Executive Officer

**Andrew Arno**
Director

**Thomas G. Campbell**
Director

**Steven L. Elfman**
Director

**Samuel Gulko**
Director

**Gregory J. Szabo**
Director

## OFFICERS & SENIOR MANAGEMENT

**David Blakeney**
Senior Vice President,
Engineering

**Timothy C. Huffmyer**
Vice President,
Chief Financial Officer

**Marco Leal Goncalves**
Vice President,
Worldwide Products

**Charles B. Messman**
Vice President,
Corporate Development
& Investor Relations

**Gail Redmond**
Senior Vice President,
Worldwide Sales

**Kenneth Shebek**
Vice President,
Chief Information Officer

**David P. Sperling**
Vice President,
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## ADDITIONAL INFORMATION

Smith Micro maintains an investor relations program. If you have any questions or would like additional information concerning the operations or financial statements, please contact:

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SMITH MICRO®
SOFTWARE

# Providing Proven Software Solutions to Wireless Carriers Around the World

SafePath®

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SOFTWARE

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**Smith Micro Software, Inc.**

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