



ANNUAL REPORT 2018

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549
FORM 10-K

(Mark One)

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended December 31, 2018

OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____
Commission File Number 001-34108

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

Oregon
(State or other jurisdiction of
incorporation or organization)

26-2828185
(I.R.S. Employer
Identification No.)

9405 SW Gemini Drive, Beaverton, Oregon 97008
(Address of principal executive offices) (Zip Code)

(503) 469-4800

(Registrant's telephone number, including area code)

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

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, \$0.001 Par Value Per Share	The NASDAQ Stock Market LLC

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

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

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

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T 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 disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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

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

The aggregate market value of common stock, par value \$0.001 per share, held by non-affiliates of the registrant, based on the closing price of our common stock on the Nasdaq Global Market on the last business day of the registrant's most recently completed fiscal second quarter (June 29, 2018), was approximately \$307 million. Shares of common stock beneficially held by each officer and director have been excluded from this computation because these persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for any other purposes.

As of February 18, 2019, 12,134,550 shares of the registrant's common stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's proxy statement pursuant to Regulation 14A (the "Proxy Statement") for its 2019 annual meeting of shareholders are incorporated by reference into Items 10, 11, 12, 13 and 14 of Part III of this Annual Report on Form 10-K. The registrant intends to file the Proxy Statement not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

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PART I

Unless the context otherwise requires, references in this Annual Report on Form 10-K to “Company,” “Digimarc,” “we,” “our” and “us” refer to Digimarc Corporation.

All dollar amounts are in thousands except per share amounts or unless otherwise noted. The percentages within the tables may not sum to 100% due to rounding.

Digimarc, Digimarc Barcode, Digimarc Discover and Guardian are registered trademarks of Digimarc Corporation.

ITEM 1: BUSINESS

The following discussion of Digimarc’s business contains forward-looking statements relating to future events or the future financial performance of Digimarc. Our actual results could differ materially from those anticipated in these forward-looking statements. Please see the discussion regarding forward-looking statements included in this Annual Report on Form 10-K in Item 7, Management’s Discussion and Analysis of Financial Condition and Results of Operations, under the caption “Forward-Looking Statements.”

The following discussion of our business should be read in conjunction with our consolidated financial statements and the related notes and other financial information appearing elsewhere in this Annual Report on Form 10-K.

Overview

Digimarc Corporation, an Oregon corporation incorporated in 2008, enables governments, banks, retailers, consumer brands and other businesses around the world to automatically and reliably identify and interact with virtually any form of media. We have pioneered the Digimarc Intuitive Computing Platform (ICP), a comprehensive set of technologies for identifying, discovering and interacting with digitally-enhanced media. The platform includes Digimarc Barcode, a proprietary method for imperceptibly enhancing packaging, print, images, thermal labels, audio and other objects with data that are detected by enabled devices, such as smart phones, computers, barcode scanners and machine-vision equipment. Digimarc Discover software enables an ecosystem of connected devices to easily identify content or materials and deliver information. Quality management tools, specifications, education and training resources support ICP and enable the growing ecosystem of alliances and developers to build a variety of applications including solutions that:

- Improve the speed of retail checkout;
- Provide simple and intuitive mobile customer engagement experiences in stores and at home;
- Improve inspection rates on manufacturing lines for quality control processes;
- Provide efficient and reliable identification of consumer packaged goods by retail associates in stores for inventory management and restocking;
- Quickly and reliably identify and effectively manage music, movies, television programming, digital images, e-publications, documents and other printed materials, especially in light of non-linear distribution over the Internet;
- Deter counterfeiting of money, media and goods, and piracy of e-publications, movies and music;
- Support new digital media distribution models and methods to monetize media content;
- Provide consumers with more choice and access to media content when, where and how they want it;
- Enhance imagery and video by associating metadata or authenticating media content for government and commercial uses; and
- Better secure identity documents to enhance national security and combat identity theft and fraud.

Our inventions allow our business partners and customers to provide persistent digital identities for virtually any media content that is digitally processed at some point during its lifecycle. Our technology can be applied to images, video, and audio to supply a wide range of consumer engagement, media management and security solutions across multiple consumer and government industry sectors. Over the years our enabling software and business processes, and associated intellectual property portfolio, have grown to encompass many related technologies.

We provide our solutions directly and through our business partners. Our inventions provide a powerful element of document security, giving rise to a long-term relationship with a consortium of central banks (the “Central Banks”), and many leading companies in the information technology industry. We and our business partners have successfully propagated the use of our technology in music, movies, television broadcasts, digital images, e-publications and printed materials. Digimarc Barcodes have been used in these applications to improve media rights and asset management, reduce piracy and counterfeiting losses, improve marketing programs, permit more efficient and effective distribution of valuable media content and enhance consumer entertainment and commercial experiences.

Digimarc Barcodes can be used to enhance all forms of media and are generally imperceptible to human senses, but quickly detected by computers, networks or other digital devices like smartphones and tablets. Unlike traditional barcodes and tags, our solution does not require content owners to give up valuable visual space on their media content; nor does it impact the overall layout or aesthetics of their media content. Digimarc Barcodes are generally imperceptible in normal use and do all that visible barcodes do, but perform better. Our Digimarc Discover platform delivers a range of rich media experiences to its readers on their smartphones or tablets across multiple media formats, including print, audio, video and packaging. Unique to the Digimarc Discover platform is its seamless multi-modal use of various content identification technologies as needed, including Digimarc Barcode when present.

Banknote counterfeit deterrence was the first commercially successful large scale use of our technologies. Innovations based on our existing digital watermarking technology and experience have been leveraged to create new products to deter counterfeiting and tampering of driver licenses and other government-issued secure credentials. In parallel, our business partners, under patent or technology licenses from us, are delivering digital watermarking solutions to track and monitor the distribution of music, images, television and movies to consumers.

In November of 2007, we announced a relationship with The Nielsen Company (US) LLC (“Nielsen”) to license our patents in support of Nielsen’s industry leading television audience measurement solutions.

In October 2010, we entered into a patent licensing arrangement with IV Digital Multimedia Inventions, LLC, a Delaware limited liability company affiliated with Intellectual Ventures (“IV”), pursuant to which we granted an exclusive license to sublicense, subject to pre-existing encumbrances and a grant-back license, an aggregate of approximately 900 of the 1,200 patents and applications held by us at the time the agreement was entered into, as noted below in the section titled “Technology and Intellectual Property.” The number of patents and applications licensed to IV is now approximately 480. Through ongoing development, our portfolio that was not licensed to IV has grown to over 665 patents and applications.

In December 2012, we entered into a renewal and extension through 2024 of the Counterfeit Deterrence System Development and License Agreement with the Central Banks, with a 5-year extension option.

In January 2014, we introduced Digimarc Barcodes for use in consumer product packaging. These Digimarc Barcodes can contain the same or even more information found in traditional universal product codes (“UPC”). The UPC information is nearly imperceptible and repeated multiple times over the entire package surface making checkout faster and easier for both customers and cashiers. We partnered with Datalogic, a global leader in automatic data capture and industrial automation markets and producer of barcode readers, in introducing the Digimarc Barcode to the consumer product packaging market. Since then, additional scanner vendors and other alliance partners have announced support for Digimarc Barcode. Digimarc Barcodes can also connect mobile-enabled consumers directly from packaging to engaging mobile experiences such as additional product information, special offers, recommendations, reviews, social networks and more.

In January 2016, Digimarc and GS1 US, the U.S. operation of the organization that maintains the global standards for barcodes, announced a broad collaboration to help the industries served by GS1 to make effective use of Digimarc Barcode. GS1 US educates, trains and provides access to services to their 300,000 member businesses. Among other things, Digimarc and GS1 US are working to improve product identification for retailers and consumers with brand-certified, accurate product information via Digimarc Barcodes. In September 2016, Digimarc announced a similar collaboration with GS1 Germany.

In January 2018, we introduced Digimarc Barcode for use in thermal labels for fresh food products. These Digimarc Barcodes contain GS1 Application Identifiers for fresh foods, allowing retailers to dynamically adjust pricing on soon-to-be-expired fresh foods or sell items at a discount, instead of discarding them. Retail thermal labels with Digimarc Barcode scan even when ripped, creased, smudged or damaged, making checkout faster and easier for both customers and cashiers. We have partnered with multiple industry leading retail scale label manufacturers to introduce thermal labels enabled with Digimarc Barcode to the retail industry. Thermal labels enabled with Digimarc Barcode can also provide consumers an engaging mobile experience similar to Digimarc Barcode for consumer product packaging.

In April 2018, Digimarc announced a new 15-year partnership with Microsoft. The partnership includes the integration of Digimarc scanning software into Windows, as part of the Windows 10 update. The two companies have a history of working together to improve retailer operational efficiency and increase consumer engagement with products.

In May 2018, Digimarc announced its support of SmartLabel® and the availability of Digimarc Barcode scanning capabilities within the SmartLabel app. The SmartLabel program was developed by the Grocery Manufacturers Association (GMA) and the Food Marketing Institute (FMI) to give consumers a way to digitally access more detailed product information than could fit on a package. Most recently, Digimarc Barcode has been adopted by the U.S. Department of Agriculture as an approved digital disclosure method for products and packaging containing bioengineered food, commonly referred to as “GMOs.” The National Bioengineered Food Disclosure Standard was published in December 2018 after a review and comment period lasting more than two years. The regulations include provisions for label disclosure of food products containing genetically modified organisms, which went into effect on February 19, 2019. Consumer goods manufacturers and private label retailers can use Digimarc Barcode as a one-source solution to satisfy both their voluntary SmartLabel® program participation and mandatory bioengineering disclosures.

In October 2018, Digimarc previewed Signal Rich™ Art at Adobe Max. The Signal Rich art tools under development employ breakthrough advances in imaging science, machine vision and artificial intelligence to create artwork where machine-readable codes become native, inherent in, and inseparable from the design.

Customers and Business Partners

Our revenue is generated through commercial and government applications of our technology. We derive our revenue primarily from development services, subscriptions for products and services, and licensing of our technology and patents. During 2018, we generated the majority of our revenue from development services under a long-term contract with the Central Banks and from subscriptions for our products and related services.

In 2018, revenue from government contracts accounted for 66% of our total revenue. The Central Banks accounted for substantially all revenue generated under our government contracts. Our government contracts typically span one or more base years and multiple option periods. Government customers generally have the right to not exercise option periods. As part of our work with government customers, we must comply with and are affected by laws and regulations relating to the award, administration and performance of government contracts. Government contract laws and regulations affect how we do business with our government customers and, in some instances, impose added costs on our business.

Information about customers that accounted for 10% or more of revenue in the last two years is included in Note 3 of our Notes to Consolidated Financial Statements.

Products and Services

We provide media identification and management solutions to government and commercial customers and license our technology and patented inventions to solution providers. Our largest government customer is the Central Banks, with whom we have been developing, deploying, supporting and enhancing a system to deter digital counterfeiting of currency using personal computers and digital reprographics for the last 20 years. We sell our products and services to commercial customers for use in a wide range of applications providing for improved auto-identification of media. For instance, we provide solutions to the retail and consumer package goods industry that drive efficiency and reliability in product identification, and in the publishing industry we provide solutions that reduce piracy of books, images and other materials. We also license our technology and inventions to solution providers who provide identification solutions to the media and entertainment industry. Many movie studios, record labels, broadcasters, creative professionals and other customers rely on our technology as a cost-effective means to:

- deter piracy and illegal use of movies, music, and other media;
- protect entertainment content from copyright infringement;
- track and monitor entertainment content for rights usage and licensing compliance;
- monitor advertisements to verify ad placement and measure return on investment;
- enhance information access, search and provide marketing capabilities related to media content; and
- enable authorized use of content by consumers.

The market for patent licensing has become more challenging in recent years. As a result, we have shifted our focus from direct monetization through enforcement and licensing to facilitating progress toward the realization of our vision to enrich everyday living via pervasive, intuitive computing by:

- encouraging large scale adoption of our technologies by industry leaders;
- increasing the scale and rate of growth of our products and services business; and
- laying a foundation for continuing innovation.

Our current patent licensees include, among others, AlpVision SA, IV, Kantar SAS, NexGuard Labs B.V., Nielsen, OverDrive, Inc., Signum Technologies, Teletrax B.V., Verance Corporation and Verimatrix, Inc.

Technology and Intellectual Property

We seek patent protection for our inventions to differentiate our products and technologies, mitigate infringement risks, and develop opportunities for licensing. Our broad patent portfolio covers a wide range of methods, applications, system architectures and processes.

Many of our patents relate to various methods for enhancing and reading digital information in packaging, images, video, and audio, whether the content is rendered in analog or digital formats. The digital information is generally embedded by making subtle modifications to the fundamental elements of the content itself, generally at a signal processing level. The changes necessary to apply this information are so subtle that they are generally not noticeable by people during normal use. Because the message is carried by the content itself, it is file-format independent. The embedded digital information generally survives most normal content transformations, including compression, edits, rotation, scaling, re-sampling, file-format transformations, copying, scanning and printing.

Our intellectual property contains many innovations in digital watermarking, content recognition (sometimes referred to as “fingerprinting”), digital rights management and related fields. To protect our inventions, we have implemented an extensive intellectual property protection program that relies on a combination of patent, copyright, trademark and trade secret laws, and nondisclosure agreements and other contracts. As a result, we believe we have one of the world’s most extensive patent portfolios in digital watermarking and related fields, with over 1,100 U.S. and foreign patents granted and applications pending as of December 31, 2018. We continue to develop and broaden our portfolio in the fields of media identification and management technology and related applications and systems. We devote significant resources to developing and protecting our inventions and continuously seek to identify and evaluate potential licensees for our patents. The patents in our portfolio each have a life of approximately 20 years from the effective filing date of the patent, and up to 17 years after the patent has been granted.

For a discussion of activities and costs related to our research and development in the last two years, please read “Research, development and engineering” under Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

Markets

Our patented inventions are used in various media identification and management products and solutions supporting a variety of media objects, from movies and music to banknotes, secure credentials and consumer packaged goods. Each media object enabled by our inventions creates the potential for several applications, such as:

- retail point of sale transaction processing;
- track and trace of products within the supply chain;
- quality control in manufacturing processes;
- counterfeiting and piracy deterrence;
- online e-publication piracy protection;
- content identification and media management;
- authentication and monitoring;
- linking to networks and providing access to information; and
- enhanced services in support of mobile commerce.

We believe the market for most of these applications is in the early stages of development and that existing solutions represent only a small portion of the potential market for our products, services and technology.

Competition

No single competitor or small number of competitors dominate our market. Our competitors vary depending on the application of our products and services. We generally compete with non-digital watermarking technologies for the security or marketing budgets of the producers and distributors of media objects, documents, products and advertising. These alternatives include, among other things, encryption-based security systems and technologies and solutions based on fingerprinting, pattern recognition, and traditional barcodes. Our competitive position in digital watermarking applications is strong because of our large, high-quality, sophisticated patent portfolio and our substantial and growing amount of intellectual property in related media security and management innovations that span basic technologies, applications, system designs and business processes. Our intellectual property portfolio allows us to use proprietary technologies that are well-regarded by our customers and partners, and not available to our competitors without a license. We compete based on the variety of features we offer and a traditional cost/benefit analysis against alternative technologies and solutions. We anticipate that our competitive position within some markets may be affected by factors such as reluctance to adopt new technologies and by changes in government regulations.

Backlog

Based on projected commitments we have for the periods under contract with our respective customers, we anticipate our current contracts as of December 31, 2018 will generate a minimum of \$30 million in revenue, compared to \$28 million as of December 31, 2017. We expect approximately \$16 million of the \$30 million to be recognized as revenue during 2019.

Some factors that lead to increased backlog include:

- contracts with new customers;
- renewals with current customers;

- add-on orders with customers; and
- contracts with longer contractual periods replacing contracts with shorter contractual periods.

Some factors that lead to decreased backlog include:

- recognition of revenue associated with existing backlog;
- contracts with shorter contractual periods replacing contracts with longer contractual periods;
- modifications to existing contracts;
- contract minimum payments ending; and
- expiration of contracts with existing customers.

The mix of these factors, among others, dictates whether our backlog increases or decreases for any given period. Our backlog may not result in actual revenue in any particular period, because the orders, awards and contracts included in our backlog may be subject to modification, cancellation or suspension. We may not realize revenue on certain contracts, orders or awards included in our backlog, or the timing of any realization may change.

Employees

At December 31, 2018, we had 213 full-time employees, including 81 in sales, marketing, operations and customer support; 100 in research, development and engineering, including intellectual property; and 32 in finance, administration, information technology and legal.

Our employees are not covered by any collective bargaining agreement, and we have never experienced a work stoppage. We believe that our relations with our employees are good.

Available Information

We make available free of charge through our website at www.digimarc.com our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to these and other reports filed or furnished by us pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 as soon as reasonably practicable after we file these materials with the Securities and Exchange Commission (the “SEC”).

ITEM 1A: RISK FACTORS

Our business, financial condition, results of operations and cash flows may be affected by a number of factors. The following risk factors identify risks of which we are aware and that we consider to be material to our business. If any of the following risks and uncertainties develops into actual events, our business, financial condition, results of operations or cash flows could be materially adversely affected. In that case, the trading price of our common stock could decline.

RISKS RELATED TO OUR BUSINESS

(1) As a purveyor of disruptive technology, if our channel partners and potential customers defer or delay adopting and implementing our technology, or if competitors or other market participants successfully engage in campaigns to discredit our technology, our revenues will be negatively affected.

While the Company’s legacy business remains strong, our primary sources of revenue growth—Digimarc Discover and Digimarc Barcode—are subject to the market forces and adoption curves common to other disruptive technologies. The market is in its early stages of development. Our revenue model anticipates annual subscriptions will be the primary source of our income. If widespread adoption of Digimarc Discover and Digimarc Barcode takes longer than anticipated, we will continue to experience operating losses.

We expect companies marketing competing technologies to compete vigorously in the marketplace, and to seek to preserve their market share. To the extent these companies succeed in defending their market position, our ability to achieve profitable operations will be impeded.

With respect to anticipated sales growth and prospects for our Digimarc Discover and Digimarc Barcode products and services, our three major avenues for revenue generation include direct sales, web sales, and channel partners. Our growing direct sales force is relatively new, with an average tenure of less than three years with the Company. The redesign of our website to facilitate web-based sales is evolving. Most of our channel partners are relatively new to our products. Thus, the anticipated sources of revenue growth for Digimarc Discover and Digimarc Barcode are unproven. We are executing strategies intended to make each of these means of revenue generation more effective, but we provide no assurance that we will execute these strategies successfully.

(2) Our future growth will depend to a material extent on the successful advocacy of our technology by channel partners to their members and customers, and implementation of our technology in solutions propagated by channel partners and provided by third parties.

Our business has long relied on the success of business partners. Our continuing success is largely dependent on a new generation of business partners supporting Digimarc Discover and Digimarc Barcode. We have entered into agreements with numerous channel partners to propagate and support Digimarc Discover and Digimarc Barcode, including brand deployment and pre-media service providers Southern Graphics Systems, LLC, Schawk, Inc., Sun Branding Solutions, and Diadeis, and consumer packaging solutions companies WestRock Company and Berry Plastics Group, Inc., all of which offer Digimarc Barcode services to national and store brand owners and consumer products suppliers; HP, Inc., who can perform large scale serialization of unique identifiers; Perrigo Company, the world's largest manufacturer of over-the-counter pharmaceutical products for the store brand market, to improve point-of-sale efficiency for retailers and provide consumers easier access to product information from enabled 'smart' labels; and platforms which provide unprecedented consumer engagement via smartphones, such as Shazam Entertainment Limited. Digimarc and GS1 US, the U.S. operation of the organization that maintains the global standards for barcodes, are collaborating to help the industries served by GS1 to make effective use of Digimarc Barcode. GS1 US educates, trains and provides access to services to their 300,000 member businesses. Among other things, Digimarc and GS1 US are working to improve product identification for retailers and consumers with brand-certified, accurate product information via Digimarc Barcodes. Digimarc has also entered into a similar collaboration with GS1 Germany. We provide no assurance that these collaborations will successfully generate revenue for our business.

If our channel partners are not successful in advocating and deploying our technology, we may not be able to achieve and sustain profitable operations. If other business partners who include our technology in their products or otherwise license our intellectual property for use in their products cease to do so, or we fail to successfully collaborate with third parties or to obtain other partners who will incorporate, embed, integrate or bundle our technology, or these partners are unsuccessful in their efforts, expanding deployment of our technology will be adversely affected. Consequently, our ability to increase revenue could be adversely affected and we may suffer other adverse effects to our business. In addition, if our technology does not perform according to market expectations, our future sales would suffer as customers seek and employ alternative technologies.

(3) If leading companies in the retail and consumer products industries or standard-setting bodies or institutions downplay, minimize or reject the use of our technology, our product deployment may be slowed and we may be unable to achieve profitable operations.

Many of our business endeavors, including the Digimarc Barcode, can be impeded or frustrated by larger, more influential companies or by standard-setting bodies or institutions downplaying, minimizing or rejecting the value or use of our technology. A negative position by such companies, bodies or institutions could result in obstacles for us that we would be incapable of overcoming and may block or impede the adoption of our technology. In addition, potential customers may delay or reject initiatives that relate to deployment of our technology. Such developments would make the achievement of our business objectives in this market difficult or impossible.

(4) We are subject to risks encountered by companies developing and relying upon new technologies, products and services to achieve and sustain profitable operations.

Our business and prospects must be considered in light of the risks and uncertainties to which companies with new and rapidly evolving technology, products and services are exposed. These risks include the following:

- we may be unable to develop sources of new revenue or sustainable growth in revenue because our current and anticipated technologies, products and services may be inadequate or may be unable to attract or retain customers;
- intense competition from existing and new technologies and rapid technological change could adversely affect the market's acceptance of our existing and new products and services;
- we may be unable to develop and maintain new technologies upon which our existing and new products and services are dependent, which may cause our products and services to be less sustainable and competitive or which could make it harder for us to expand our revenue and business; and
- our licensees may not be able to successfully enter new markets or grow their businesses, limiting royalties paid to us.

Some key technologies and solutions of our patent or technology licensees are in the development stage. Consequently, products incorporating our technology and solutions are undergoing technological change and are in the early stages of introduction in the marketplace. Delays in the adoption of these products or adverse competitive developments may result in delays in the development of new revenue sources or the growth in our existing revenue streams. We may be required to incur unanticipated expenditures if product changes or improvements are required. Moreover, new industry standards might redefine the products that we or our licensees are able to sell, especially if these products are only in the prototype stage of development. If product changes or improvements are required, success in marketing these products by us or our licensees and achieving or sustaining profitability from these products could be delayed or halted.

(5) A significant portion of our current and potential future revenue is subject to commercial and government contracts and development of new markets that may involve unpredictable delays and other unexpected changes. Such volatility and uncertainty might limit our actual revenue in any given quarter or year.

We derive a significant portion of our revenue from contracts tied to development schedules or development of new markets, which could shift for months, quarters or years as the needs of our customers and the markets in which they participate change. Government agencies and commercial customers also face budget pressures that introduce added uncertainty. Any shift in development schedules, the markets in which we or our licensees participate, or customer procurement processes, which are outside our control and may not be predictable, could result in delays in bookings/revenues forecasted for any particular period, could affect the predictability of our quarterly and annual results, and might limit our actual revenue recognized in any given quarter or year, resulting in reduced and less predictable revenue and adversely affecting profitability.

We are expanding into new markets, which involve inherent risk and unpredictability. With the proliferation of smartphones and increased consumer demands for product information, we have investigated other technologies that may provide attractive future opportunities. These generally include technologies that leverage our strength in signal processing and support our vision for intuitive, pervasive computing. As we seek to expand outside our areas of historical expertise, we lack the history and insight that benefited us in the watermarking field. Although we have extensive experience in the commercial application of digital watermarking, we are investing in but may not be as well-positioned in these other opportunities. Accordingly, it may be difficult for us to achieve success in other technologies we might pursue.

(6) A small number of customers account for a substantial portion of our revenue, and the loss of any large contract could materially disrupt our business.

Historically, we have derived a significant portion of our revenue from a limited number of customers. Five customers represented approximately 74% of our revenue for the year ended December 31, 2018. Most of our revenue comes from our contract with the Central Banks, which expires in 2024 with the possibility of a five-year

extension. Other contracts we enter into may contain termination for convenience provisions. If we were to lose any such contract for any reason, or if our relationship with these customers or the Central Banks were materially modified, our financial results would be adversely affected.

We expect to continue to depend upon a small number of customers for a significant portion of our revenue for the foreseeable future. The loss of, or decline in, orders or backlog from one or more major customers could reduce our revenue and have a material adverse effect on our financial results.

(7) We were not profitable in 2017 or 2018 and may not be able to return to or sustain profitability in the future, particularly if we were to lose large contracts or fail in our new market development initiatives. Sustained lack of profitability could cause us to incur asset impairment charges for long-lived assets and/or record valuation allowance against our deferred tax assets.

We incurred net losses in 2017 and 2018 largely due to increased levels of investments in our business to support product development and sales growth initiatives.

Returning to and maintaining profitability in the future will depend upon a variety of factors, including our ability to maintain and obtain more significant partnerships like we have with the Central Banks, and to acquire new customers for Digimarc Discover, Digimarc Barcode and Digimarc Guardian. Profitability will also depend on our efficiency in executing our business strategy and capitalizing on new opportunities. Various adverse developments, including the loss of large contracts or cost overruns on our existing contracts, could adversely affect our revenue, margins and profitability.

If we continue to incur operating losses, an impairment to the carrying value of our long-lived assets, including goodwill, acquired intangible assets, patent assets and property and equipment could result. We test for impairment of our long-lived assets when a triggering event occurs that would indicate that the carrying value may not be recoverable. Our methodology for assessing impairment may require management to make judgments and assumptions regarding future cash flows. Our projections of future cash flows are largely based on historical experience, and these projections may not be achieved. Changes to these financial projections used in our impairment analysis could lead to an impairment of all or a portion of our long-lived assets. Any such impairment charge could adversely affect our results of operations and our stock price. We evaluated our long-lived assets for impairment as of December 31, 2018 and 2017 and concluded there was no impairment for either period. We cannot guarantee, however, that our long-lived assets will not become impaired in the future.

We record valuation allowances on our deferred tax assets if, based on available evidence, it is more-likely-than-not that all or some portion of the assets will not be realized. The determination of whether our deferred tax assets are realizable requires management to identify and weigh all available positive and negative evidence. Management considers recent financial performance, projected future taxable income, scheduled reversals of deferred tax liabilities, tax planning strategies and other evidence in assessing the realizability of our deferred tax assets. Adjustments to our deferred tax assets could adversely affect our results of operations and our stock price. In 2014, we recorded a full valuation allowance against our deferred tax assets largely due to the cumulative loss we had incurred over the previous three years, which is considered a significant piece of negative evidence in assessing the realizability of deferred tax assets. As of December 31, 2018 and 2017, we determined a full valuation allowance was still appropriate given continued losses. We will not record tax benefits on any future losses until it is determined that those tax benefits will be realized.

(8) We may be adversely affected by variability of contracted arrangements.

We periodically agree to modify the terms of contractual arrangements with our customers, partners and licensees in response to changes in circumstances underlying the original contractual arrangements, and it is likely that we will do so in the future. As a result of this practice, the terms of our contractual arrangements with our customers, partners and licensees may vary over time and, depending on the particular modification, could have a material adverse effect on our financial position, results of operations or cash flows.

Some of our customers and licensees report royalties to us based on their revenue and their interpretation and allocation of contracted royalty obligations. It is possible that we may not agree with the judgments of our customers on such matters, and such disagreement may lead to potential disputes and reduced revenue to us. These disputes could result in a distraction to our management and may not result in increased revenues to us but may nevertheless result in friction between us and our customers, and potentially the loss of customers, which may ultimately be harmful to our business.

(9) The market for our products is highly competitive, and alternative technologies or larger companies that compete with us may be more successful than us in gaining market share, which would decrease our revenue and profits.

The markets in which we compete for business are intensely competitive and rapidly evolving. We expect competition to continue from both existing competitors and new market entrants. We face competition from other companies and from alternative technologies, including some of our customers and licensees. We also may face competition from unexpected sources.

Alternative technologies that may directly or indirectly compete with particular applications of our watermarking technologies include:

- Traditional anti-counterfeiting technologies—a number of solutions used by many government agencies (that compete for budgetary outlays) designed to deter counterfeiting, including optically sensitive ink, magnetic threads and other materials used in the printing of currencies;
- Object and image recognition—one or several pre-specified or learned objects or object classes that can be recognized, usually together with their two-dimensional positions in the image or three-dimensional poses in the scene;
- Radio frequency tags—embedding a chip that emits a signal when in close proximity with a receiver, used in some photo identification credentials, labels and tags;
- Internet technologies—numerous existing and potential Internet access and search methods are competitive with Digimarc mobile systems and the searching capabilities of Digimarc Guardian;
- Digital fingerprints and signatures—a metric, or metrics, computed solely from a source image or audio or video track, that can be used to identify an image or track, or authenticate the image or track; and
- Barcodes or QR codes—data-carrying codes, typically visible in nature (but may be invisible if printed in ultraviolet- or infrared-responsive inks).

In the competitive environments in which we operate, product generation, development and marketing processes relating to technology are uncertain and complex, and require accurate prediction of demand as well as successful management of various risks inherent in technology development. In light of these uncertainties, it is possible that our failure to successfully accommodate future changes in technologies related to our technology could have a long-term negative effect on our growth and results of operations.

As we work to achieve market acceptance of our products and services, new developments are expected to continue, and discoveries by others, including current and potential competitors, could render our services and products uncompetitive. Moreover, because of rapid technological changes, we may be required to expend greater amounts of time and money than anticipated to develop new products and services, which in turn may require greater revenue streams from those products and services to cover developmental costs. Many of the companies that compete with us for some of our business, as well as other companies with whom we may compete in the future, are larger and may have stronger brand recognition and greater technical, financial, marketing and political resources than we do. These attributes could enable these companies to have more success in the market than we have, either by providing better products or better pricing than we can provide. We may be unable to compete successfully against current or future participants in our market or against alternative technologies, and the competitive pressures we face may have a materially adverse effect on our financial position, results of operations or cash flows.

(10) An increase in our operations outside of the U.S. subjects us to risks additional to those to which we are exposed in our domestic operations.

We believe that revenue from sales of products and services to commercial, governmental and other customers outside the U.S. could represent a growing percentage of our total revenue in the future. Digimarc Discover is not bounded geographically, and we believe Digimarc Barcode will see global deployment. As such, certain contracts may be made and performed, in whole or in part, outside of the U.S. Similarly, for Digimarc Guardian, we perform certain functions in various jurisdictions outside of the U.S. International operations are subject to a number of risks that can adversely affect our sales of products and services to customers outside of the U.S., or expose us to additional expense or liabilities, including the following:

- difficulties and costs of staffing, developing and managing foreign operations as a result of distance, language and cultural differences;
- the effect of laws governing our business, employee and contractor relationships, and the existence of workers' councils and labor unions in some jurisdictions;
- changes in foreign government regulations and security requirements;
- export license requirements, tariffs, retaliatory trade measures and domestic or foreign taxes;
- trade barriers;
- difficulty in protecting intellectual property;
- longer payment cycles than those for customers in the U.S.;
- difficulty in collecting accounts receivable;
- currency fluctuations; and
- political and economic uncertainty or instability.

We do not have an extensive operational infrastructure for international business. We generally depend on local or international business partners and subcontractors for performance of substantial portions of our business. If we fail to comply with the many international laws and regulations to which we may be subject, we may be subject to significant fines, penalties or liabilities for noncompliance. These factors may result in greater risk of performance problems or of reduced profitability with respect to our international programs in these markets. In addition, if foreign customers, in particular foreign government authorities, terminate or delay the implementation of our products and services, it may be difficult for us, or we may not be able, to recover our potential losses.

(11) We depend on our management and key employees for our future success. If we are not able to retain, hire or integrate these employees, we may not be able to meet our commitments.

Our success depends to a significant extent on the performance and continued service of our management and our intellectual property team. The loss of the services of any of these employees could limit our growth or undermine customer relationships.

Due to the high level of technical expertise that our industry requires, our ability to successfully develop, market, sell, license and support our products, services, and intellectual property depends to a significant degree upon the continued contributions of our key personnel in engineering, sales, marketing, operations, legal and licensing, many of whom would be difficult to replace. We believe our future success will depend in large part upon our ability to retain our current key employees and our ability to attract, integrate and retain new personnel in the future. It may not be practical for us to match the compensation some of our employees could be offered by other employers. In addition, we may encounter difficulties in hiring and retaining employees because of concerns related to our financial performance or operating results. These circumstances may have a negative effect on the market price of our common stock, and employees and prospective employees may factor in the uncertainties relating to our stability and the value of any equity-based incentives in their decisions regarding employment opportunities and decide to leave our employ or decline employment offers. Moreover, our business is based in large part on patented technology, that is a unique and sophisticated signal processing technology. New employees require substantial training, involving significant resources and management attention. Competition for experienced personnel in our

business can be intense. If we do not succeed in attracting new, qualified personnel or in integrating, retaining and motivating our current personnel, our growth and ability to deliver products and services that our customers require may be hampered. Although our employees generally have executed agreements containing non-competition clauses, we do not assure you that a court would enforce all of the terms of these clauses or the agreements generally. If these clauses were not fully enforced, our employees could freely join our competitors. Although we generally attempt to control access to and distribution of our proprietary information by our employees, we do not assure you that the confidential nature of our proprietary information will be maintained in the course of such future employment. Any of these events could have a material adverse effect on our financial position, results of operations or cash flows.

(12) We may acquire or invest in other companies or technologies in the future, which could divert management's attention, result in additional dilution to our stockholders, increase expenses, disrupt our operations and harm our operating results.

We acquired Attributor Corporation ("Attributor") in December 2012, and we may in the future acquire or invest in businesses, products or technologies that we believe could complement or expand our current product and service offerings, enhance our technical capabilities, expand our operations into new markets or otherwise offer growth opportunities. The pursuit of potential acquisitions or other strategic transactions may divert the attention of management and cause us to incur various expenses related to identifying, investigating and pursuing suitable acquisitions or strategic transactions, whether or not they are consummated.

There are inherent risks in integrating and managing acquisitions. We may not be able to assimilate or integrate the acquired personnel, operations and technologies successfully or effectively manage the combined business following an acquisition. We also may not achieve the anticipated benefits from an acquired business due to a number of factors, including:

- unanticipated costs or liabilities associated with the acquisition;
- incurrence of acquisition-related costs;
- inability to generate sufficient revenue to offset acquisition or investment costs;
- the inability to maintain relationships with customers and partners of the acquired business;
- the need to implement additional controls, procedures and policies;
- entry into geographic markets in which we have little or no prior experience, and challenges caused by distance, language and cultural differences;
- differences in foreign labor and employment laws, including classification of employees and contractors;
- disruption of our ongoing business;
- the potential loss of key employees; and
- use of substantial portions of our available cash to consummate the acquisition.

Acquisitions could also result in dilutive issuances of equity securities or the incurrence of debt, which could adversely affect our financial position. In addition, if an acquired business fails to meet our expectations, our operating results, business and financial condition may suffer.

(13) (a) We may not be able to adequately secure patent or other protection for our technologies.

Our business depends in part on securing protection for our proprietary technology and successfully licensing our technology to third parties. To protect our intellectual property portfolio, we rely on a combination of patent, copyright, trademark and trade secret rights, confidentiality procedures and licensing arrangements. Although we regularly apply for patents to protect our intellectual property, there is no guarantee that we will secure patent protection for any particular technology we develop.

Changes in the U.S. and foreign patent laws, or in the interpretation of existing laws, may adversely affect our ability to secure or enforce patents. For example, the U.S. Supreme Court issued a decision in 2014 limiting patent eligibility of computer implemented inventions. The Leahy-Smith America Invents Act of 2011 (the “America Invents Act”) also codifies several changes to the U.S. patent laws, including the creation of a post-grant *inter partes* review process to challenge patents after they have issued. The America Invents Act allows third parties to petition the U.S. Patent and Trademark Office or comparable government authorities in other jurisdictions to review and reconsider the patentability of any of our inventions claimed in our issued patents. Any such proceeding may result in one or more of our patent claims becoming limited, or being invalidated altogether. Additionally, certain foreign jurisdictions may not recognize or enforce our patents in those jurisdictions. A limitation or invalidation of our patent claims could adversely affect our financial position and our operating results.

Patents have finite lives, and our ability to continue to commercially exploit our patents is limited to the term of the patents. Our earliest patents began expiring in July 2012, and the patents in our portfolio expire at various times between 2019 and 2038. The size and strength of our portfolio depends on the number of patents that have been granted, offset by the number of patents that expire, in any given year. We continue to develop our patent portfolio, but we do not assure you that we will be able to exploit newer patents to the extent that we have exploited our earlier patents.

As part of our confidentiality procedures, we generally enter into non-disclosure agreements with our employees, directors, consultants and corporate partners, and attempt to control access to and distribution of our technology, solutions, documentation and other proprietary information. Despite these procedures, third parties could copy or otherwise obtain and make unauthorized use of our technology, solutions or other proprietary information or independently develop similar technologies, solutions or information. The steps that we have taken to prevent misappropriation of our solutions, technology or other proprietary information may not succeed.

We do not assure you that the protection of our proprietary rights will be adequate or that our competitors will not independently develop similar technologies, duplicate our services or design around any of our patents or other intellectual property rights.

(b) We may not be successful in enforcing our intellectual property rights against third parties.

Unlicensed copying and use of our intellectual property or infringement of our intellectual property rights may result in the loss of revenue to us and cause us other harm. If we encounter a company that we believe is infringing our intellectual property rights, we may try to negotiate a license arrangement with such party. If we try and are unable to negotiate a license or secure the agreement of such alleged infringing party to cease its activities, we must make decisions as to how best to enforce our intellectual property rights, which may result in additional costs.

The process of negotiating a license with a third party can be lengthy, and may take months or even years in some circumstances. It is possible that third parties who we believe are infringing our intellectual property rights are unwilling to license our intellectual property from us on terms we can accept, or at all.

If we cannot persuade a third party who we believe is infringing our technology to enter into a license with us, we may be required to consider other alternatives to enforce our rights, including commencing litigation. The decision to commence litigation over infringement of a patent is complex and may lead to several risks to us, including the following, among others:

- the time, significant expense and distraction to management of managing such litigation;
- the uncertainty of litigation and its potential outcomes;
- the possibility that in the course of such litigation, the defendant may challenge the validity of our patents, which could result in a re-examination or post grant review of our patents and the possibility that the claims in our patents may be limited in scope or invalidated altogether;
- the potential that the defendant may successfully persuade a court that their technology or products do not infringe our intellectual property rights;

- the impact of such litigation on other licensing relationships we have or seek to establish, including the timing of renewing or entering into such relationships, as applicable, as well as the terms of such relationships; and
- adverse publicity to us or harm to relationships we have with customers or others.

Also, enforcement of patent protection throughout the world is generally established on a country-by-country basis and we may not be able to enforce our patents in foreign jurisdictions.

If we fail to protect our intellectual property rights adequately, if there are adverse changes in applicable laws, or if we become involved in litigation relating to our intellectual property rights or the intellectual property rights of others, our business could be seriously harmed. In such cases, the value ascribed to our intellectual property could diminish, we may incur significant legal expenses that could harm our results of operations and our patents or other intellectual property rights may be limited or invalidated. Any of the foregoing could have a negative effect on the value of our common stock.

(c) We may be subject to infringement claims and other litigation, which could adversely affect our business.

As more companies engage in business activities relating to digital watermarking, and develop corresponding intellectual property rights, it is increasingly likely that claims may arise which assert that some of our products or services infringe upon other parties' intellectual property rights. These claims could subject us to costly litigation and divert management resources. These claims may require us to pay significant damages, cease production of infringing products, terminate our use of infringing technology or develop non-infringing technologies. In these circumstances, continued use of our technology may require that we acquire licenses to the intellectual property that is the subject of the alleged infringement, and we might not be able to obtain these licenses on commercially reasonable terms or at all. Our use of protected technology may result in liability that threatens our continuing operation.

Some of our contracts include indemnity and similar provisions regarding our non-infringement of third-party intellectual property rights. As deployment of our technology increases, and more companies enter our markets, the likelihood of a third party lawsuit resulting from these provisions increases. If an infringement arose in a context governed by such a contract, we may have to refund to our customer amounts already paid to us or pay significant damages, or we may be sued by the party whose intellectual property has allegedly been infringed upon.

(14) If our revenue models and pricing structures relating to products and services that are under development do not gain market acceptance, the products and services may fail to attract or retain customers and we may not be able to generate new revenue or sustain existing revenue.

Some of our business involves embedding digital watermarks in traditional and digital media, including consumer product packaging and related marketing materials, secure documents, audio, video and imagery, and licensing our intellectual property. Our revenues result from a combination of development, consulting, subscription and license fees from a variety of media identification and management applications. We have not fully developed our revenue models for some applications related to Digimarc Discover and Discover Barcode. Because some of our products and services are not yet well-established in the marketplace, and because some of these products and services will not directly displace existing solutions, we cannot be certain that the pricing structure for these products and services will gain market acceptance or be sustainable over time or that the marketing for these products and services will be effective.

(15) If we are unable to respond to regulatory or industry standards effectively, or if we are unable to develop and integrate new technologies effectively, our growth and the development of our products and services could be delayed or limited.

Our future success will depend in part on our ability to enhance and improve the responsiveness, functionality and features of our products and services, and those of our business partners, in accordance with regulatory or industry standards. Our ability to remain competitive will depend in part on our ability to influence and respond to emerging industry and governmental standards in a timely and cost-effective manner. If we are unable to influence these or other standards or respond to these standards effectively, our growth and the development of various products and services could be delayed or limited.

Our market is characterized by new and evolving technologies. The success of our business will depend on our ability to develop and integrate new technologies effectively and address the increasingly sophisticated technological needs of our customers in a timely and cost-effective manner. Our ability to compete in our markets will depend in part on our ability to:

- enhance and improve the responsiveness, functionality and other features of the products and services we offer or plan to offer;
- continue to develop our technical expertise; and
- develop and introduce new services, applications and technologies to meet changing customer needs and preferences and to integrate new technologies.

We do not assure you that we will be successful in responding to these technological and industry challenges in a timely and cost-effective manner. If we are unable to develop or integrate new technologies effectively or respond to these changing needs, our margins could decrease, and our release of new products and services and the deployment of our technology could be adversely affected.

(16) We may need to retain additional employees or contract labor in the future in order to take advantage of new business opportunities arising from increased demand, which could increase costs and impede our ability to achieve or sustain profitability in the short term.

We have staffed our company with the intent of accelerating our product development and sales growth initiatives while also focusing on achieving and sustaining profitability. Our current staffing levels could affect our ability to respond to increased demand for our services. In addition, to meet any increased demand and take advantage of new business opportunities in the future, we may need to increase our workforce through additional employees or contract labor. Although we believe that increasing our workforce would potentially support anticipated growth and profitability, it would increase our costs. If we experience such an increase in costs, we may not succeed in achieving or sustaining profitability in the short term.

(17) The terms and conditions of our contracts could subject us to damages, losses and other expenses if we fail to meet delivery and other performance requirements.

Our service contracts typically include provisions imposing:

- development, delivery and installation schedules;
- customer acceptance and testing requirements; and
- other performance requirements.

To the extent these provisions involve performance over extended periods of time, risks of noncompliance may increase. From time to time we have experienced delays in system implementation, timely acceptance of programs, concerns regarding program performance and other contractual disputes. If we fail to meet contractual performance requirements as promised, or to successfully resolve customer disputes, we could incur liability for damages, as well as increased costs, lower margins, or compensatory obligations in addition to other losses, such as harm to our reputation. Any unexpected increases in costs to meet our contractual obligations or any other requirements necessary to address claims and damages with regard to our customer contracts could have a material adverse effect on our business and financial results.

(18) Products deploying our technology could have unknown defects or errors, which may give rise to claims against us, divert application of our resources from other purposes or increase our project implementation and support costs.

Products and services as complex as those we offer or develop may contain undetected defects or errors. Furthermore, we often provide complex implementation, integration, customization, consulting and other technical services in connection with the implementation and ongoing maintenance of our products. Despite testing, defects or errors in our products and services may occur, which could result in delays in the development and implementation of products and systems, inability to meet customer requirements or expectations in a timely manner, loss of revenue or market share, increased implementation and support costs, failure to achieve market acceptance, diversion of

development resources, injury to our reputation, increased insurance costs, increased service and warranty costs and warranty or breach of contract claims. Although we attempt to reduce the risk of losses resulting from warranty or breach of contract claims through warranty disclaimers and liability limitation clauses in our sales agreements when we can, these contractual provisions are sometimes limited and may not be enforceable in every instance. If a court refuses to enforce the liability limiting provisions of our contracts for any reason, or if liabilities arise that were not contractually limited or adequately covered by insurance, the expense associated with defending these actions or paying the resultant claims could be significant.

(19) The security systems used in our business and our product and service offerings may be circumvented or sabotaged by third parties, which could result in the disclosure of sensitive information or private personal information or cause other business interruptions that could damage our reputation and disrupt our business.

Our business relies on computers and other information technologies, both internal and at customer locations. The protective measures that we use may not prevent all security breaches, and failure to prevent security breaches may disrupt our business, damage our reputation, and expose us to litigation and liability. A party who is able to circumvent security measures could misappropriate sensitive or proprietary information or materials or cause interruptions or otherwise damage our products, services and reputation, and the property of our customers. If unintended parties obtain sensitive data and information, or create bugs or viruses or otherwise sabotage the functionality of our systems, we may receive negative publicity, incur liability to our customers or lose the confidence of our customers, any of which may cause the termination or modification of our contracts. Further, our insurance coverage may be insufficient to cover losses and liabilities that may result from these events.

In addition, we may be required to expend significant capital and other resources to protect ourselves against the threat of security breaches or to alleviate problems caused by these breaches. Any protection or remedial measures may not be available at a reasonable price or at all, or may not be entirely effective if commenced.

(20) We may experience outages and disruptions of our infrastructure that may harm our business, prospects, financial condition and results of operations.

We may be subject to outages or disruptions of our infrastructure, including information technology system failures and network disruptions. Substantially all of our owned computer and communications hardware is located at a single facility. We also use third-party cloud service providers, which are also susceptible to outages and disruptions. System redundancy may be ineffective or inadequate, and our disaster recovery planning may not be sufficient for all eventualities.

If a natural disaster, cyber incident, weather event, power disruption, telecommunications failure, act of terrorism or other event occurred that prevented us from using all or a significant portion of our facility and/or damaged critical infrastructure, it could harm our ability to conduct normal business operations.

(21) We are periodically involved in the ordinary course of business in litigation, and an adverse resolution of such litigation may adversely affect our business, financial condition, results of operations, and cash flows.

From time to time, in our normal course of business, we are a party to various legal claims, actions and complaints. For example, as part of our patent licensing program, we may bring claims or counterclaims of patent infringement to enforce our patent rights. Given the uncertain nature of litigation, we are not able to estimate the amount or range of gain or loss that could result from an outcome of litigation. Litigation can be expensive, lengthy, and disruptive to normal business operations. The results of complex legal proceedings are often uncertain and difficult to predict. We could incur costs in excess of any established accruals and, to the extent available, excess liability insurance. An unfavorable outcome in any legal proceedings could have a material adverse effect on our business, financial condition, results of operations, and cash flows.

(22) Consolidation of consumer product companies and/or retailers, or other concentration of market share among a few consumer products companies and/or retailers, may reduce the number of potential customers for our technology and put pressure on our pricing structure.

The consumer products and retailer markets in some geographic regions are dominated by a few large companies. These companies have in the past increased their market share and may continue to do so in the future by expanding through acquisitions. In the future, if significant acquisitions were to occur there may be fewer potential customers for our technology. Additionally, larger companies have strengthened purchasing power, which could force a decline in our pricing structure and decrease the margins we can realize.

(23) Data breaches and cyber-attacks or cyber-fraud could compromise our intellectual property or other sensitive information or result in losses.

We maintain sensitive data on our networks and the networks of our business partners and third-party providers, including proprietary and confidential information relating to our intellectual property, personnel, and business, and that of our customers and third-party providers. We believe that companies have been increasingly subject to a wide variety of security incidents, cyber-attacks, hacking, phishing, and other attempts to gain unauthorized access or engage in fraudulent behavior. Our policies and security measures cannot guarantee security, and our information technology infrastructure, including our networks and systems, may be vulnerable to data breaches, cyber-attacks or fraud. Third parties may attempt to penetrate and/or infect our network and systems with malicious software and phishing attacks in an effort to gain access to our network and systems. We may be subject to the risk of third parties falsifying invoices and similar fraud, frequently by obtaining unauthorized access to our vendors' and business partners' networks.

In some circumstances, we may partner with third-party providers and provide them with certain sensitive data. If these third parties fail to adopt or adhere to adequate data security practices, or in the event of a breach of their networks, this sensitive data may be improperly accessed, used or disclosed. These data breaches and any unauthorized access or disclosure of sensitive data could compromise our intellectual property, expose sensitive business information and subject us to liability.

The increase in cyber-attacks has resulted in an increased focus on cybersecurity by various government agencies. Cyber-attacks or any investigation or enforcement action related to cybersecurity could cause us to incur significant remediation costs, disrupt key business operations, and divert attention of management and key information technology resources. We may incur loss as a result of cyber-fraud, such as those experienced by companies making unauthorized payments, irrespective of robust internal controls. Our reputation, brand, and business could be harmed, and we could be subject to third-party claims in the event of such a security breach.

(24) Changes to financial accounting standards may affect our results of operations and could cause us to change our business practices.

We prepare our consolidated financial statements to conform to generally accepted accounting principles in the United States. These accounting principles are subject to interpretation by the American Institute of Certified Public Accountants, the SEC and various bodies formed to interpret and create accounting rules and regulations. Changes in these rules, or guidance relating to interpretation and adoption of these rules, could have a significant effect on our financial results and could affect portions of our business differently.

RISKS RELATED TO OUR CAPITAL STOCK

(25) Our common stock price may be volatile, and you could lose all or part of your investment in shares of our common stock.

The price of shares of our common stock may fluctuate as a result of changes in our operating performance or prospects and other factors. Some specific factors that may have a significant effect on the price of shares of our common stock include:

- the public's reaction to our public disclosures;
- actual or anticipated changes in our operating results or future prospects;
- potential unfavorable changes from originally reported royalties by customers resulting from an audit performed by us or a third party, or self-corrected by the customer;
- strategic actions by us or our competitors, such as acquisitions or restructurings;
- impact of acquisitions on our liquidity and financial performance;
- new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
- changes in accounting standards, policies, guidance, interpretations or principles applicable to us;

- conditions of the industry as a result of changes in financial markets or general economic or political conditions;
- the failure of securities analysts to cover our common stock in the future, or changes in financial estimates by analysts;
- changes in analyst recommendations or earnings estimates regarding us, other comparable companies or the industry generally, and our ability to meet those estimates;
- changes in the amount of dividends paid, if any;
- changes in our financing strategy or capital structure;
- future issuances of our common stock or the perception that future sales could occur; and
- volatility in the equity securities market.

(26) Our common stock price may increase or decrease on material news or developments.

As a thinly-traded microcap company, volatility in the equity securities market may disproportionately cause swings in our stock price, upward and downward, on positive and negative developments or based on market fluctuations. We believe that computerized trading exacerbates fluctuations in our stock price.

(27) Our corporate governance documents and Oregon law may delay or prevent an acquisition of us that shareholders may consider favorable, which could decrease the value of your shares.

Our articles of incorporation, bylaws and Oregon law contain provisions that could make it more difficult for a third party to acquire us without the consent of our Board of Directors. These provisions include supermajority voting requirements for shareholders to amend our organizational documents and limitations on actions by our shareholders by written consent. In addition, our Board of Directors has the right to issue preferred stock without shareholder approval, which could be used to dilute the stock ownership of a potential hostile acquirer. Oregon law restricts the ability to vote shares of stock acquired in a transaction that causes the acquiring person to control at least one-fifth, one-third or one-half of the votes entitled to be cast in the election of directors (a “control share acquisition”). Shares acquired in a control share acquisition have no voting rights except as authorized by a vote of the shareholders. Although we believe these provisions protect our shareholders from coercive or otherwise unfair takeover tactics and thereby provide for an opportunity to receive a higher bid by requiring potential acquirers to negotiate with our Board of Directors, these provisions apply even if the offer may be considered beneficial by some shareholders.

ITEM 1B: UNRESOLVED STAFF COMMENTS

None.

ITEM 2: PROPERTIES

We lease our principal administrative, marketing, research, and intellectual property development facility, which is approximately 47,000 square feet in size and located in Beaverton, Oregon. In July 2015, we entered into an amendment with the landlord of our corporate offices in Beaverton, Oregon to extend the lease term through March 2024 for rent payments totaling \$5.5 million, payable in monthly installments.

In February 2015, we entered into a new facilities lease agreement for a facility in San Mateo, California, which is approximately 5,400 square feet in size, with a lease term through March 2020 for rent payments totaling \$1.0 million, payable in monthly installments. We currently sublease this facility to a third party with a lease term through March 2020.

We believe that our existing facilities are suitable and adequate for our current and foreseeable future needs. See Note 7 of our Notes to Consolidated Financial Statements for further lease related disclosures.

ITEM 3: LEGAL PROCEEDINGS

We are subject from time to time to legal proceedings and claims arising in the ordinary course of business. At this time, we do not believe that the resolution of any such matters will have a material adverse effect on our financial position, results of operations or cash flows.

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

Our common stock began trading on the Nasdaq Stock Market LLC in October 2008 under the symbol “DMRC.”

At February 18, 2019, we had 276 shareholders of record of our common stock, as shown in the records of our transfer agent. Since many holders hold shares in “street name,” we believe that there is a significantly larger number of beneficial owners of our common stock than the number of record holders.

We withhold (purchase) shares of common stock in connection with the vesting of restricted shares to satisfy required tax withholding obligations.

The following table sets forth information regarding purchases of our equity securities during the three-month period ended December 31, 2018:

<u>Period</u>	<u>(a)</u> <u>Total number</u> <u>of shares</u> <u>purchased (1)</u>	<u>(b)</u> <u>Average price</u> <u>paid per</u> <u>share (1)</u>	<u>(c)</u> <u>Total number</u> <u>of shares</u> <u>purchased as</u> <u>part of publicly</u> <u>announced plans</u> <u>or programs</u>	<u>(d)</u> <u>Approximate</u> <u>dollar value</u> <u>of shares that</u> <u>may yet be</u> <u>purchased</u> <u>under the plans</u> <u>or programs</u>
Month 1				
October 1, 2018 to October 31, 2018	—	\$ —	—	\$ —
Month 2				
November 1, 2018 to November 30, 2018	17,116	\$ 20.47	—	\$ —
Month 3				
December 1, 2018 to December 31, 2018.....	<u>2,423</u>	\$ 20.12	—	\$ —
Total	<u>19,539</u>	\$ 20.43	—	\$ —

(1) Fully vested shares of common stock withheld (purchased) by us in satisfaction of required withholding tax liability upon vesting of restricted stock.

ITEM 7: MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following Management’s Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements relating to future events or the future financial performance of Digimarc, which involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements. Please see the discussion regarding forward-looking statements included at the end of this discussion, under the caption “Forward-Looking Statements,” and Item 1A, “Risk Factors” for a discussion of some of the uncertainties, risks and assumptions associated with these statements.

The following discussion should be read in conjunction with our consolidated financial statements and the related notes and other financial information appearing elsewhere in this Annual Report on Form 10-K.

All dollar amounts are in thousands except per share amounts or unless otherwise noted. The percentages within the tables included in this section may not sum to 100% due to rounding.

Overview

Digimarc Corporation, an Oregon corporation incorporated in 2008, enables governments, banks, retailers, consumer brands and other businesses around the world to automatically and reliably identify and interact with virtually any form of media. We have pioneered the Digimarc Intuitive Computing Platform (ICP), a comprehensive set of technologies for identifying, discovering and interacting with digitally-enhanced media. The platform includes Digimarc Barcode, a proprietary method for imperceptibly enhancing packaging, print, images, thermal labels, audio and other objects with data that are detected by enabled devices, such as smart phones, computers, barcode scanners and machine-vision equipment. Digimarc Discover software enables an ecosystem of connected devices to easily identify content or materials and deliver information.

Our growth strategy encompasses both our government and commercial businesses. We plan to continue investing in research and development and sales and marketing to develop and market our products, including Digimarc Discover, Digimarc Barcode and Digimarc Guardian, and to continue to expand our intellectual property portfolio. To protect our significant efforts in creating our technology, we have implemented an extensive intellectual property protection program that relies on a combination of patent, copyright, trademark and trade secret laws, and nondisclosure agreements and other contracts. As a result, we believe we have one of the world’s most extensive patent portfolios in digital watermarking and related fields, with over 1,100 U.S. and foreign patents granted and applications pending as of December 31, 2018. We continue to develop and broaden our portfolio of patented technology in the fields of media identification and management technology and related applications and systems. We devote significant resources to developing and protecting our inventions and continuously seek to identify and evaluate potential licensees for our patents.

Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the U.S. (“U.S. GAAP”) requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to bad debts, contingencies, goodwill, income taxes, intangible assets, marketable securities, property and equipment and revenue recognition. We base our estimates on historical experience and on other assumptions we believe to be reasonable in the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

Some of our accounting policies require higher degrees of judgment than others in their application. We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

Revenue recognition: We adopted ASC 606 “Revenue from Contracts with Customers” using the cumulative effect method with an effective date of January 1, 2018. Therefore, the comparative period information prior to January 1, 2018 has not been adjusted and continues to be reported under ASC 605 “Revenue Recognition” and ASC 985 “Software.”

ASC 606

Effective January 1, 2018, revenue is recognized in accordance with ASC 606 by applying the following steps:

- Step 1: Identify the contract(s) with a customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognize when (or as) the entity satisfies a performance obligation.

We derive our revenue primarily from professional services, subscriptions and licensing of our intellectual property. Applicable revenue recognition criteria are considered separately for each performance obligation as follows:

- Service revenue consists primarily of software development and consulting services. The majority of service revenue arrangements are structured as time and materials consulting agreements. Revenue for development and consulting services is recognized as the services are performed. Billing for services rendered generally occurs within one month after the services are provided.
- Subscription revenue includes revenue derived from the sale of Digimarc Discover, Digimarc Barcode and Digimarc Guardian products and services, is generally recurring, paid in advance and recognized over the term of the subscription, which is generally one to three years.
- License revenue originates primarily from licensing our intellectual property where we receive license fees and/or royalties as our income stream. License fees are typically paid in advance and recognized when the customer has the right to the intellectual property and the license period has begun, and royalties are typically billed in arrears and recognized in the quarter in which the royalty was earned.

Some customer arrangements contain multiple performance obligations such as professional services, software licenses, and maintenance and support fees. We account for individual products and services separately if they are distinct. To determine the transaction price, we consider the terms of the contract and our customary business practices. Some contracts may contain variable consideration. In those cases, we estimate the amount of variable consideration based on the sum of probability-weighted amounts in a range of possible consideration amounts. As part of this assessment, we will evaluate whether any of the variable consideration is constrained and if it is we will not include it in the transaction price. The consideration is allocated between distinct products and services based on their stand-alone selling prices. For items that are not sold separately, we estimate the standalone selling price based on reasonably available information, including market conditions, specific factors affecting us, and information about the customer. For distinct products and services, we typically recognize the revenue associated with these performance obligations as they are delivered to the customer. For performance obligations which are not considered distinct, we typically recognize revenue over the term of the contract as the customer simultaneously receives and consumes the goods and services as we perform them.

ASC 605 and ASC 985

For the comparative period prior to January 1, 2018, revenue was recognized under ASC 605 and ASC 985 when the following four criteria were met:

- (i) persuasive evidence of an arrangement exists,
- (ii) delivery has occurred,
- (iii) the fee is fixed or determinable, and
- (iv) collection is reasonably assured or probable.

All revenue recognized in the Consolidated Statements of Operations is considered to be revenue from contracts with customers.

Results of Operations—the Years Ended December 31, 2018 and December 31, 2017

The following tables present our consolidated statements of operations data for the periods indicated.

	Year Ended December 31, 2018	Year Ended December 31, 2017
Revenue:		
Service	\$ 12,774	\$ 12,936
Subscription	6,041	5,519
License	<u>2,377</u>	<u>6,758</u>
Total revenue	21,192	25,213
Cost of revenue:		
Service	5,922	5,792
Subscription	1,907	2,264
License	<u>597</u>	<u>502</u>
Total cost of revenue	8,426	8,558
Gross profit	12,766	16,655
Operating expenses:		
Sales and marketing	19,140	16,636
Research, development and engineering	15,971	15,435
General and administrative	9,897	9,680
Intellectual property	<u>1,282</u>	<u>1,469</u>
Total operating expenses	46,290	43,220
Operating loss	<u>(33,524)</u>	<u>(26,565)</u>
Other income, net	<u>1,057</u>	<u>588</u>
Loss before income taxes	(32,467)	(25,977)
Benefit (provision) for income taxes	(39)	206
Net loss	<u>\$ (32,506)</u>	<u>\$ (25,771)</u>

	Year Ended December 31, 2018	Year Ended December 31, 2017
	Percentages are percent of total revenue	
Revenue:		
Service.....	60%	51%
Subscription	29	22
License	11	27
Total revenue	100	100
Cost of revenue:		
Service.....	28	23
Subscription	9	9
License	3	2
Total cost of revenue	40	34
Gross profit.....	60	66
Operating expenses:		
Sales and marketing	90	66
Research, development and engineering.....	75	61
General and administrative	47	38
Intellectual property	6	6
Total operating expenses	218	171
Operating loss	(158)	(105)
Other income, net	5	2
Loss before income taxes	(153)	(103)
Benefit (provision) for income taxes.....	(0)	1
Net loss	<u>(153%)</u>	<u>(102%)</u>

Summary

Total revenue decreased \$4.0 million, or 16%, to \$21.2 million, primarily as the result of lower license revenue. License revenue was lower reflecting the impact of the \$3.5 million upfront license fee realized in the third quarter of 2017 and \$0.9 million of royalties realized in the first nine months of 2017 from the licensee. In exchange for the upfront license fee, we waived any future royalty obligations from this licensee in one of the licensed fields of use.

Total operating expenses increased \$3.1 million, or 7%, to \$46.3 million, reflecting higher investment, in sales and marketing, primarily headcount related costs, as we continue to address important opportunities in market development and delivery of Digimarc Discover and Digimarc Barcode.

Revenue

	Year Ended December 31, 2018	Year Ended December 31, 2017	Dollar Increase (Decrease)	Percent Increase (Decrease)
Revenue:				
Service.....	\$ 12,774	\$ 12,936	\$ (162)	(1)%
Subscription.....	6,041	5,519	522	9%
License	2,377	6,758	(4,381)	(65)%
Total	<u>\$ 21,192</u>	<u>\$ 25,213</u>	<u>\$ (4,021)</u>	(16)%
Revenue (as % of total revenue):				
Service.....	60%	51%		
Subscription.....	29%	22%		
License	11%	27%		
Total.....	<u>100%</u>	<u>100%</u>		

Service. Service revenue consists primarily of revenue derived from the sale of software development and consulting services. The majority of service revenue arrangements are structured as time and materials consulting agreements. Most of our service revenue is derived from contracts with the Central Banks and government agency contractors. The agreements range from several months to several years in length, and our longer term contracts are subject to work plans that are reviewed and agreed upon at least annually. These contracts generally provide for billing hours worked at predetermined rates and, to a lesser extent, reimbursement for third party costs and services. Increases or decreases in the services provided under these contracts are generally subject to both volume and price changes. The volume of work is generally negotiated at least annually and can be modified as the customer's needs change. We also have provisions in our longer term contracts that allow for specific hourly rate increases on an annual basis to account for cost of living variables. Contracts with government agency contractors are generally shorter term in nature, less linear in billings and less predictable than our longer term contracts because the contracts with government agency contractors are subject to government budgets and funding.

The decrease in service revenue was primarily due to lower volume of program work with the Central Banks. The volume of program work can vary year to year depending on the program roadmap governed by the Central Banks.

Subscription. Subscription revenue includes revenue derived from the sale of Digimarc Discover, Digimarc Barcode and Digimarc Guardian products and services, and is generally recurring in nature, paid in advance and recognized over the term of the subscription.

The increase in subscription revenue was due to higher Digimarc Discover and Digimarc Barcode revenue, partially offset by lower Digimarc Guardian revenue. Digimarc Discover and Digimarc Barcode revenue increased due to contracts with new customers during the year and escalating annual fees from existing customers. Digimarc Guardian revenue declined largely due to one customer contract termination during the year.

License. License revenue originates primarily from licensing our intellectual property where we receive license fees and/or royalties as our income stream.

The decrease in license revenue was primarily due to the impact of the \$3.5 million upfront license fee we realized in the third quarter of 2017 and \$0.9 million of royalties realized in the first nine months of 2017 from the licensee. In exchange for the upfront license fee, we waived any future royalty obligations from this licensee in one of the licensed fields of use.

Revenue by geography

	Year Ended December 31, 2018	Year Ended December 31, 2017	Dollar Increase (Decrease)	Percent Increase (Decrease)
Revenue by geography:				
Domestic.....	\$ 5,573	\$ 5,116	\$ 457	9%
International.....	15,619	20,097	(4,478)	(22)%
Total	<u>\$ 21,192</u>	<u>\$ 25,213</u>	<u>\$ (4,021)</u>	(16)%
Revenue (as % of total revenue):				
Domestic.....	26%	20%		
International.....	74%	80%		
Total	<u>100%</u>	<u>100%</u>		

The increase in domestic revenue was primarily due to higher Digimarc Discover and Digimarc Barcode revenue, partially offset by lower Digimarc Guardian revenue from domestic customers.

The decrease in international revenue was primarily due to lower license revenue reflecting the impact of the \$3.5 million upfront license fee realized in the third quarter of 2017 and \$0.9 million of royalties realized in the first nine months of 2017 from the licensee.

Cost of revenue

Service. Cost of service revenue primarily includes costs that are allocated from research, development and engineering, sales and marketing and intellectual property that relate directly to performing services under our customer contracts and direct costs of program delivery. Costs include:

- compensation, benefits, incentive compensation in the form of stock-based compensation and related costs of our software developers, quality assurance personnel, product managers, business development managers and other personnel where we bill our customers for time and materials costs;
- payments to outside contractors that are billed to customers;
- charges for equipment directly used by customers;
- depreciation for machinery, equipment and software directly used by customers;
- travel costs directly attributable to development and consulting contracts; and
- charges for infrastructure and centralized costs of facilities and information technology.

Subscription. Cost of subscription revenue primarily includes:

- compensation, benefits, incentive compensation in the form of stock-based compensation and related costs of operations personnel;
- cost of outside contractors that provide operational support;
- amortization of existing technology acquired in the acquisition of Attributor Corporation; and
- Internet service provider connectivity charges and image search data fees to support the services offered to our subscription customers.

License. Cost of license revenue primarily includes:

- amortization of capitalized patent costs; and
- amortization of patent maintenance fees.

Gross profit

	Year Ended December 31, 2018	Year Ended December 31, 2017	Dollar Increase (Decrease)	Percent Increase (Decrease)
Gross Profit:				
Service.....	\$ 6,852	\$ 7,144	\$ (292)	(4)%
Subscription	4,134	3,255	879	27%
License	1,780	6,256	(4,476)	(72)%
Total.....	<u>\$ 12,766</u>	<u>\$ 16,655</u>	<u>\$ (3,889)</u>	(23)%
Gross Profit (as % of related revenue components):				
Service.....	54%	55%		
Subscription	68%	59%		
License	75%	93%		
Total.....	60%	66%		

The decrease in total gross profit was primarily due to lower license revenue.

The decrease in service gross profit as a percentage of service revenue was insignificant.

The increase in subscription gross profit as a percentage of subscription revenue was primarily due to higher subscription revenue and completion of amortization of our acquired intangible assets.

The decrease in license gross profit as a percentage of license revenue was primarily due to lower license revenue.

Operating expenses

We allocate certain costs of research, development and engineering, sales and marketing, and intellectual property to cost of revenue when they relate directly to our customer contracts. We record all remaining, or “residual,” costs as sales and marketing, research, development and engineering, general and administrative, and intellectual property expenses.

Sales and marketing

	Year Ended December 31, 2018	Year Ended December 31, 2017	Dollar Increase (Decrease)	Percent Increase (Decrease)
Sales and marketing.....	\$ 19,140	\$ 16,636	\$ 2,504	15%
Sales and marketing (as % of total revenue).....	90%	66%		

Sales and marketing expenses consist primarily of:

- compensation, benefits, incentive compensation in the form of stock-based compensation and related costs of sales and marketing employees and product managers;
- travel and market research costs, and costs associated with marketing programs, such as trade shows, public relations and new product launches;

- professional services and outside contractors costs for product and marketing initiatives; and
- charges for infrastructure and centralized costs of facilities and information technology.

The increase in sales and marketing expenses was due primarily to:

- increased headcount and compensation-related expenses of \$2.2 million;
- increased charges for infrastructure and centralized costs of \$0.5 million due to increased costs and headcount; partially offset by
- decreased recruiting costs of \$0.3 million.

Research, development and engineering

	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>	<u>Dollar Increase (Decrease)</u>	<u>Percent Increase (Decrease)</u>
Research, development and engineering	\$ 15,971	\$ 15,435	\$ 536	3%
Research, development and engineering (as % of total revenue).....	75%	61%		

Research, development and engineering expenses arise primarily from three areas that support our business model:

- Fundamental Research:
 - investigation of new digital watermarking algorithms to increase robustness and/or computational efficiency;
 - research of mobile device usage models and imaging sub-systems in camera-phones;
 - industry conference participation and authorship of papers for industry journals;
 - survey and study of human and computer interaction models with a focus on mobile devices and modeling of intent;
 - development of new intellectual property, including documentation of claims and production of supporting diagrams and materials;
 - research in multi-spectral analyses, machine learning, machine readable indicia and other content identification technologies;
 - development of metadata ranking algorithms for matching Internet file content against reference database; and
 - investigation of substrates, printing techniques, and printing technology relating to consumer packaged goods and thermal labels.
- Platform Development:
 - tuning and optimization of implementation models to improve resistance to non-malicious attacks and routine transformations, such as JPEG, cropping and printing;
 - mobile platform creation to leverage device-specific capabilities (e.g., instruction sets and Graphics Processing Units);
 - mobile platform optimization involving usage of multiple sensors simultaneously;
 - embedded systems platform creation and tuning for barcode scanners, thermal label printers, and machine vision environments;

- tuning big data analytics transformation and metrics aggregation engine;
- tuning data-driven Internet crawling infrastructure with policy-driven feedback loop; and
- assembly of master book publishing catalog based on aggregation and reconciliation of multiple public data sources.
- **Product Development:**
 - delivery and enhancement of Digimarc Barcode for an expanding list of applications, including packaging for consumer packaged goods, thermal labels for fresh foods, and machine vision applications for manufacturing and recycling;
 - improvements to the Digimarc Barcode Manager to provide campaign management and routing services for the Digimarc Discover platform;
 - maintenance of the web-hosted image enhancement service in support of Digimarc Discover platform;
 - development and optimization of production level image enhancement tools and quality control services;
 - iterative development and release of the Digimarc Discover application for the iOS and Android platforms; and
 - development of real-time analytics portal to support anti-piracy services for the publishing industry.

Research, development and engineering expenses consist primarily of:

- compensation, benefits, incentive compensation in the form of stock-based compensation and related costs of software and hardware developers and quality assurance personnel;
- charges for infrastructure and centralized costs of facilities and information technology;
- payments to outside contractors; and
- the purchase of materials and services for product development.

The increase in research, development and engineering expenses was due primarily to:

- increased headcount and compensation-related expenses of \$0.5 million; and
- increased charges for infrastructure and centralized costs of \$0.2 million due to increased costs and headcount; partially offset by
- decreased recruiting costs of \$0.1 million.

General and administrative

	Year Ended December 31, 2018	Year Ended December 31, 2017	Dollar Increase (Decrease)	Percent Increase (Decrease)
General and administrative.....	\$ 9,897	\$ 9,680	\$ 217	2%
General and administrative (as % of total revenue)	47%	38%		

We incur general and administrative costs in the functional areas of finance, legal, human resources, executive and board of directors. Costs for facilities and information technology are also managed as part of the general and administrative processes and are allocated to this area as well as each of the areas in cost of revenue, sales and marketing, research, development and engineering and intellectual property.

General and administrative expenses consist primarily of:

- compensation, benefits and incentive compensation in the form of stock-based compensation and related costs of general and administrative personnel;
- third party and professional fees associated with legal, accounting and human resources functions;
- costs associated with being a public company; and
- charges for infrastructure and centralized costs of facilities and information technology.

The increase in general and administrative expenses was due primarily to:

- increased compensation-related expenses of \$1.0 million;
- increased depreciation and amortization expenses of \$0.3 million; partially offset by
- decreased charges for infrastructure and centralized costs of \$0.7 million, which were allocated to sales and marketing and research, development and engineering due to increased headcount in those areas; and
- decreased professional fees of \$0.3 million.

Intellectual property

	Year Ended December 31, 2018	Year Ended December 31, 2017	Dollar Increase (Decrease)	Percent Increase (Decrease)
Intellectual property	\$ 1,282	\$ 1,469	\$ (187)	(13)%
Intellectual property (as % of total revenue)	6%	6%		

We incur intellectual property expenses that arise primarily from costs associated with documenting, applying for, and maintaining domestic and international patents and trademarks.

Gross expenditures for intellectual property costs, before reflecting the effect of capitalized patent costs, primarily consist of:

- compensation, benefits and incentive compensation in the form of stock-based compensation and related costs of attorneys and legal assistants;
- third party costs, including filing and governmental regulatory fees and fees for outside legal counsel and translation costs, each incurred in the patent process;
- charges to write off previously capitalized patent costs for patent assets we abandon; and
- charges for infrastructure and centralized costs of facilities and information technology.

Intellectual property expenses can vary from period to period based on the level of capitalized patent activity.

The decrease in intellectual property expenses was primarily due to lower write-offs of abandoned patent costs of \$0.2 million.

Stock-based compensation

	Year Ended December 31, 2018	Year Ended December 31, 2017	Dollar Increase (Decrease)	Percent Increase (Decrease)
Cost of revenue.....	\$ 613	\$ 663	\$ (50)	(8)%
Sales and marketing.....	1,649	1,440	209	15%
Research, development and engineering	1,361	1,359	2	0%
General and administrative.....	3,386	2,974	412	14%
Intellectual property.....	289	321	(32)	(10)%
Total	<u>\$ 7,298</u>	<u>\$ 6,757</u>	<u>\$ 541</u>	8%

The increase in stock-based compensation expense was due primarily to increased headcount and the timing and amount of stock awards.

We anticipate incurring an additional \$14,055 in stock-based compensation expense through December 31, 2022 for awards outstanding as of December 31, 2018.

Other income, net

	Year Ended December 31, 2018	Year Ended December 31, 2017	Dollar Increase (Decrease)	Percent Increase (Decrease)
Other income, net.....	\$ 1,057	\$ 588	\$ 469	80%
Other income, net (as % of total revenue).....	5%	2%		

The increase in other income, net was primarily due to higher interest income as a result of higher interest rates on cash and investments, partially offset by a lower level of cash and investments.

Provision for income taxes

The provision for income taxes reflects current taxes, deferred taxes and withholding taxes in certain foreign jurisdictions.

For the year ended December 31, 2018, our effective tax rate was 0%, reflecting a full valuation allowance recorded against our deferred tax assets. The valuation allowance against deferred tax assets as of December 31, 2018 was \$42.3 million, an increase of \$10.0 million from \$32.3 million as of December 31, 2017. We continually assess the applicability of a valuation allowance against our deferred tax assets. Based upon the positive and negative evidence available as of December 31, 2018, and largely due to the cumulative loss incurred by us over the preceding three years, which is considered a significant piece of negative evidence when assessing the realizability of deferred tax assets, a full valuation allowance is recorded against our deferred tax assets. We will not record tax benefits on any future losses until it is determined that those tax benefits will be realized. All future reversals of the valuation allowance would result in a tax benefit in the period recognized.

For the year ended December 31, 2017, our effective tax rate was 1%, reflecting the recognition of alternative minimum tax (“AMT”) credit carryforwards and a full valuation allowance recorded against our deferred tax assets. The valuation allowance against deferred tax assets as of December 31, 2017 was \$32.3 million, an increase of \$7.4 million from \$24.9 million as of December 31, 2016.

The U.S. enacted tax reform legislation on December 22, 2017 commonly known as the Tax Cuts and Jobs Act (“the Act”), resulting in significant modifications to existing U.S. tax law. Accounting for the income tax effects of the Act has been completed and included in our financial statements as of December 31, 2017. As a result of the Act, we recorded a one-time tax provision and corresponding reduction to valuation allowance of \$10.5 million, which consisted primarily of the remeasurement of deferred tax assets and liabilities from a tax rate of 35% to a tax rate of 21%. The future impact of the Act is not expected to have a material effect on our financial results and cash flows in the foreseeable future because we have a full valuation allowance recorded against our deferred tax assets.

Liquidity and Capital Resources

	December 31, 2018	December 31, 2017
Working capital.....	\$ 45,326	\$ 71,275
Current ratio (1)	11.5:1	15.1:1
Cash, cash equivalents and short-term marketable securities.....	\$ 43,656	\$ 67,738
Long-term marketable securities.....	\$ —	\$ —
Total cash, cash equivalents and marketable securities.....	\$ 43,656	\$ 67,738

(1) The current (liquidity) ratio is calculated by dividing total current assets by total current liabilities.

The \$24.1 million decrease in cash, cash equivalents and marketable securities at December 31, 2018 from December 31, 2017 resulted primarily from:

- cash used in operations,
- purchases of common stock related to tax withholding in connection with the vesting of restricted stock, and
- purchases of property and equipment and capitalized patent costs; partially offset by
- proceeds from stock option exercises.

Financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash and cash equivalents, marketable securities, and trade accounts receivable. We place our cash and cash equivalents with major banks and financial institutions and at times deposits may exceed insured limits. Marketable securities include commercial paper and corporate notes. Our investment policy requires our portfolio to be invested to ensure that the greater of \$3 million or 7% of the invested funds will be available within 30 days’ notice.

Other than cash used for operating needs, which may include short-term marketable securities, our investment policy limits our credit exposure to any one financial institution or type of financial instrument by limiting the maximum of 5% of our cash and cash equivalents and marketable securities or \$1 million, whichever is greater, to be invested in any one issuer except for the U.S. government, U.S. federal agencies and U.S. backed securities, which have no limits, at the time of purchase. Our investment policy also limits our credit exposure by limiting to a maximum of 40% of our cash and cash equivalents and marketable securities, or \$15 million, whichever is greater, to be invested in any one industry category, (e.g., financial or energy industries), at the time of purchase. As a result, we believe our credit risk associated with cash and investments to be minimal. A decline in the market value of any security below cost that is deemed to be other-than-temporary results in a reduction in carrying amount to fair value. To determine whether an impairment is other-than-temporary, we consider whether we have the ability and intent to hold the investment until a market price recovery and evidence indicating that the cost of the investment is recoverable outweighs evidence to the contrary. There have been no other-than-temporary impairments identified or recorded by us in the years ended December 31, 2018 and 2017.

Cash flows from operating activities

The components of operating cash flows were:

	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>	<u>Dollar Increase (Decrease)</u>	<u>Percent Increase (Decrease)</u>
Net loss	\$ (32,506)	\$ (25,771)	\$ (6,735)	(26)%
Non-cash items	9,441	9,183	258	3%
Changes in operating assets and liabilities	1,855	(1,023)	2,878	281%
Net cash used in operating activities	<u>\$ (21,210)</u>	<u>\$ (17,611)</u>	<u>\$ (3,599)</u>	(20)%

Cash flows used in operating activities in 2018 compared to 2017 increased by \$3.6 million, primarily as a result of a higher net loss, partially offset by changes in operating assets and liabilities. The higher net loss was primarily as a result of lower license revenue and higher operating expenses. The changes in operating assets and liabilities were primarily due to increased collections of accounts receivable reflecting the impact of the \$3.5 million upfront license fee realized in 2017.

Cash flows from investing activities

Cash flows provided by investing activities in 2018 compared to 2017 decreased by \$10.5 million, from \$19.0 million to \$8.5 million, primarily as a result of lower net maturities of marketable securities.

Cash flows from financing activities

Cash flows from financing activities in 2018 compared to 2017 decreased by \$28.6 million, from \$27.8 million provided to \$0.8 million used, primarily as a result of the sale of common stock in connection with our registered direct offerings in 2017.

Future cash expectations

We believe that our current cash, cash equivalents, and short-term marketable securities balances will satisfy our projected working capital and capital expenditure requirements for at least the next 12 months. We have a \$100 million shelf registration statement in place, of which \$17.8 million and \$12.0 million were allocated for sales of our common stock in connection with our registered direct offerings in June 2017 and November 2017, respectively. This shelf registration statement has \$70.2 million remaining for future issuance and expires in June 2020. We may use similar or other financing means to raise working capital in the future, if necessary, to support continued investment in our growth initiatives. We may also raise capital in the future to fund acquisitions and/or investments in complementary businesses, technologies or product lines. If it becomes necessary to obtain additional financing, we may not be able to do so, or if these funds are available, they may not be available on satisfactory terms.

Contractual Obligations

We are party to operating leases in Beaverton, Oregon and San Mateo, California.

In July 2015, we entered into an amendment with the landlord of our corporate offices in Beaverton, Oregon to extend the lease term through March 2024 for rent payments totaling \$5.5 million, payable in monthly installments.

In February 2015, we entered into a new facilities lease agreement in San Mateo, California with a lease term through March 2020 for rent payments totaling \$1.0 million, payable in monthly installments.

Off-Balance Sheet Arrangements

Other than the leases noted below, we do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenue or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

We are party to operating leases for our facilities in Beaverton, Oregon and San Mateo, California. In July 2015, we entered into an amendment with the landlord of our corporate offices in Beaverton, Oregon to extend the lease term through March 2024, with remaining rent payments totaling \$4.2 million, payable in monthly installments. In February 2015, we entered into a new facilities lease agreement in San Mateo, California with a lease term through March 2020, with remaining rent payments totaling \$0.3 million, payable in monthly installments.

Forward-Looking Statements

This Annual Report on Form 10-K includes “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934 and Section 27A of the Securities Act of 1933. Words such as “may,” “might,” “plan,” “should,” “could,” “expect,” “anticipate,” “intend,” “believe,” “project,” “forecast,” “estimate,” “continue,” and variations of such terms or similar expressions are intended to identify such forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements, or other statements made by us, are made based on our expectations and beliefs concerning future events impacting us, and are subject to uncertainties and factors (including those specified below), which are difficult to predict and, in many instances, are beyond our control. As a result, our actual results could differ materially from those expressed in or implied by any such forward-looking statements, and investors are cautioned not to place undue reliance on such statements. We believe that the following factors, among others (including those described in Item 1A. “Risk Factors”), could affect our future performance and the liquidity and value of our securities and cause our actual results to differ materially from those expressed or implied by forward-looking statements made by us. Forward-looking statements include but are not limited to statements relating to:

- concentration of revenue with few customers comprising a large majority of the revenue;
- revenue trends and expectations, including our belief that international revenue could represent a growing percentage of total revenue in the future;
- anticipated successful advocacy of our technology by our channel partners;
- our belief regarding the global deployment of our products;
- our future level of investment in our business, including investment in research, development and engineering of products and technology, development of our intellectual property, sales growth initiatives and development of new market opportunities;
- anticipated expenses, costs, margins, provision for income taxes and investment activities in the foreseeable future;
- our assumptions and expectations related to stock awards;
- our belief that we have one of the world’s most extensive patent portfolios in digital watermarking and related fields;
- anticipated effect of our adoption of accounting pronouncements and the Tax Cuts and Jobs Act;
- our beliefs regarding our critical accounting policies;
- anticipated revenue to be generated from current contracts, renewals, and as a result of new programs;
- our estimates, judgements and assumptions related to impairment testing;
- variability of contracted arrangements;
- business opportunities that could require that we seek additional financing and our ability to do so;
- the size and growth of our markets and our assumptions and beliefs related to those markets;
- the existence of international growth opportunities and our future investment in such opportunities;

- the sources of our future revenue;
- our expected short-term and long-term liquidity positions;
- our capital expenditure and working capital requirements and our ability to fund our capital expenditure and working capital needs through cash flow from operations or financing;
- the effect of computerized trading on our stock price;
- capital market conditions, our expectations regarding credit risk exposure, interest rate volatility and other limitations on the availability of capital, which could have an impact on our cost of capital and our ability to access the capital markets;
- our use of cash, cash equivalents and marketable securities in upcoming quarters;
- the adoption of our technology and success of our products, including Digimarc Discover, Digimarc Barcode and Digimarc Guardian;
- our ability to innovate and enhance our competitive differentiation;
- our beliefs related to our existing facilities;
- protection, development and monetization of our intellectual property portfolio;
- our beliefs related to our relationship with our employees;
- our beliefs regarding cybersecurity incidents;
- our beliefs related to certain provisions in our bylaws and articles of incorporation;
- our beliefs related to legal proceedings and claims arising in the ordinary course of business; and
- other risks detailed in our filings with the Securities and Exchange Commission, including the risk factors set forth in Item 1A. “Risk Factors.”

We believe that the factors specified above and the risk factors contained in Item 1A, “Risk Factors,” among others, could affect our future performance and the liquidity and value of our securities and cause our actual results to differ materially from those expressed or implied by forward-looking statements made by us or on our behalf. Investors should understand that it is not possible to predict or identify all risk factors and that there may be other factors that may cause our actual results to differ materially from the forward-looking statements. All forward-looking statements made by us or by persons acting on our behalf apply only as of the date of this Annual Report. We do not undertake any obligation to publicly update or revise any forward-looking statements to reflect future events, information or circumstances that arise after the date of the filing of this Annual Report on Form 10-K.

ITEM 8: FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Our Consolidated Financial Statements and the accompanying Notes that are filed as part of this Annual Report are listed under Part III, Item 15, Exhibits and Financial Statement Schedules and are set forth beginning on page F-1 immediately following the signature page of this Form 10-K.

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

Our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, have carried out an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934) as of the end of the period covered by this Form 10-K. These disclosure controls and procedures are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934 is

(i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (ii) accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Based on our evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures, as of the end of the period covered by this Form 10-K, were effective.

Management's Report on Internal Control Over Financial Reporting

Management 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 Securities Exchange Act of 1934. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP.

Because of inherent limitations, any control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Management is committed to continue monitoring our internal controls over financial reporting and will modify or implement additional controls and procedures that may be required to ensure the ongoing integrity of our consolidated financial statements.

With the participation of our Chief Executive Officer and Chief Financial Officer, management conducted an evaluation of the effectiveness of internal control over financial reporting based on the framework established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, (COSO). Based on this evaluation, management has concluded that internal control over financial reporting was effective as of the end of the period covered by this Form 10-K based on those criteria.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the quarter ended December 31, 2018, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Our independent auditors have issued an audit report on the effectiveness of our internal control over financial reporting as of December 31, 2018, which is included herein.

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Digimarc Corporation:

Opinion on Internal Control Over Financial Reporting

We have audited Digimarc Corporation and subsidiaries' (the "Company") internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated balance sheets of the Company as of December 31, 2018 and 2017, the related consolidated statements of operations, shareholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2018, and the related notes (collectively, the consolidated financial statements), and our report dated February 22, 2019 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

Portland, Oregon
February 22, 2019

ITEM 9B: OTHER INFORMATION

None

PART III

Certain information required by Part III of this Annual Report on Form 10-K is incorporated herein by reference to the Proxy Statement for our 2019 annual meeting of shareholders, which we intend to file no later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

ITEM 10: DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Code of Ethics

We have adopted a Code of Business Conduct that applies to our principal executive officer, principal financial officer and controller, as well as a Code of Ethics for Financial Professionals that applies to our principal financial officer and controller. We have made these codes available in the Corporate Governance section of our website at www.digimarc.com/about/company/corporate-governance. If we waive, or implicitly waive, any material provision of the codes, or substantively amend the codes, we will disclose that fact on our website within four business days.

The other information required by this item is incorporated herein by reference to the information in the Proxy Statement, which we intend to file with the SEC no later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K under the captions “Election of Directors,” “Management,” “Report of the Governance and Nominating Committee of the Board of Directors—Audit Committee,” and “Other Matters—Section 16(a) Beneficial Ownership Reporting Compliance.”

ITEM 11: EXECUTIVE COMPENSATION

The information required by this item is incorporated herein by reference to the information in the Proxy Statement, which we intend to file with the SEC no later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K, under the captions “Director Compensation” and “Management.”

ITEM 12: SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this item is incorporated herein by reference to the information in the Proxy Statement, which we intend to file with the SEC no later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K, under the captions “Security Ownership of Certain Beneficial Owners and Management” and “Equity Compensation Plan Information.”

ITEM 13: CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item is incorporated herein by reference to the information in the Proxy Statement, which we intend to file with the SEC no later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K under the caption “Election of Directors—Determination of Independence,” and “Related Person Transactions.”

ITEM 14: PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item is incorporated herein by reference to the information in the Proxy Statement, which we intend to file with the SEC no later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K, under the caption “Audit Fees.”

ITEM 15: EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(1) Financial Statements

The following documents are filed as part of this Annual Report on Form 10-K:

- (i) Report of Independent Registered Public Accounting Firm
 - Consolidated Balance Sheets as of December 31, 2018 and 2017
 - Consolidated Statements of Operations for the years ended December 31, 2018 and 2017
 - Consolidated Statements of Shareholders' Equity for the years ended December 31, 2018 and 2017
 - Consolidated Statements of Cash Flows for the years ended December 31, 2018 and 2017
- (ii) Notes to Consolidated Financial Statements

(a)(2) Financial Statement Schedules

All schedules have been omitted since they are not required or are not applicable or the required information is shown in the consolidated financial statements or related notes.

(a)(3) Exhibits

EXHIBIT INDEX

The agreements included or incorporated by reference as exhibits to this report may contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other party or parties to the applicable agreement and:

- were not intended to be treated as categorical statements of fact, but rather as a means of allocating the risk to one of the parties if those statements prove to be inaccurate;
- were qualified by disclosures that were made to the other party or parties in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;
- may apply standards of “materiality” that are different from “materiality” under the securities laws; and
- were made only as of the date of the applicable agreement or other date or dates that may be specified in the agreement.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. Additional information about Digimarc may be found elsewhere in this Annual Report on Form 10-K and in Digimarc’s other public filings, which are available without charge through the SEC’s website at <http://www.sec.gov>.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
2.1	Separation Agreement among DMRC Corporation, DMRC LLC, Digimarc Corporation and, with respect to certain sections, L-1 Identity Solutions, Inc. (incorporated by reference to Exhibit 2.1 to Amendment No. 2 to the Company’s Registration Statement on Form 10, filed with the Commission on August 13, 2008 (File No. 001-34108))†
2.2	Agreement and Plan of Merger dated April 30, 2010 between Digimarc Corporation, a Delaware corporation, and Digimarc Oregon Corporation, an Oregon corporation (incorporated by reference to Exhibit 2.1 to the Company’s Current Report on Form 8-K, filed with the Commission on May 4, 2010 (File No. 001-34108))
3.1	Articles of Incorporation of Digimarc Corporation (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K, filed with the Commission on May 4, 2010 (File No. 001-34108))

<u>Exhibit Number</u>	<u>Exhibit Description</u>
3.2	Bylaws of Digimarc Corporation (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, filed with the Commission on May 4, 2010 (File No. 001-34108))
4.1	Specimen common stock certificate of Digimarc Corporation (incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on July 25, 2014 (File No. 001-34108))
10.1	License Agreement between DMRC Corporation and L-1 Identity Solutions Operating Company (incorporated by reference to Exhibit 10.2 to Amendment No. 4 to the Company's Registration Statement on Form 10, filed with the Commission on October 2, 2008 (File No. 001-34108))(1)
10.2	Counterfeit Deterrence System Development and License Agreement, dated as of December 6, 2012, between Digimarc Corporation and the Bank for International Settlements (incorporated by reference to Exhibit 10.2 to the Company's amended Annual Report on Form 10-K/A, filed with the Commission on August 7, 2013 (File No. 001-34108))(5)
*10.3	Digimarc Corporation 2008 Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on April 25, 2014 (File No. 001-34108))
*10.4	Equity Compensation Program for Nonemployee Directors under the Digimarc Corporation 2008 Incentive Plan (as amended on February 21, 2011, February 20, 2014 and March 27, 2015) (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on April 28, 2015 (File No. 001-34108))
*10.5	Form of Indemnification Agreement between Digimarc Corporation and each of its executive officers and directors (incorporated by reference to Exhibit 10.1 to Digimarc Corporation's Annual Report on Form 10-K, as filed by Digimarc Corporation with the Securities and Exchange Commission on March 13, 2006 (File No. 000-28317))
*10.6	Form of Change of Control Retention Agreement entered into by and between Digimarc Corporation and each of Messrs. Chamness, Meyer, Beck, Rodriguez and Arana
10.7	Patent License Agreement, dated as of June 11, 2009 between Digimarc Corporation and The Nielsen Company (US), LLC (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on July 31, 2009 (File No. 001-34108))(2)
10.8	Limited Liability Company I Agreement, dated June 11, 2009 between Digimarc Corporation and The Nielsen Company (US), LLC (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on July 31, 2009 (File No. 001-34108))(2)
10.9	Limited Liability Company II Agreement, dated June 11, 2009 between Digimarc Corporation and The Nielsen Company (US), LLC (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on July 31, 2009 (File No. 001-34108))(2)
10.10	Lease Agreement, dated March 22, 2004, between Digimarc Corporation and PS Business Parks, L.P., as amended on May 13, 2010 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on July 30, 2010 (File No. 001-34108))
10.11	Second Amendment to Lease, dated July 31, 2015, by and between PD Office Owner 9, L.P. and Digimarc Corporation (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on October 30, 2015 (File No. 001-34108))
10.12	Patent License Agreement, effective as of October 5, 2010, between Digimarc Corporation and IV Digital Multimedia Inventions, LLC (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on April 28, 2016 (File No. 001-34108))(4)

**Exhibit
Number**

Exhibit Description

10.13	Grant-Back License Agreement, dated October 5, 2010, between Digimarc Corporation and IV Digital Multimedia Inventions, LLC (incorporated by reference to Exhibit 10.13 to the Company's Annual Report on Form 10-K, filed with the Commission on March 3, 2011 (File No. 001-34108))(3)
10.14	Patent Rights Agreement, dated October 5, 2010, between Digimarc Corporation and IV Digital Multimedia Inventions, LLC (incorporated by reference to Exhibit 10.14 to the Company's Annual Report on Form 10-K, filed with the Commission on March 3, 2011 (File No. 001-34108))
10.15	Work Agreement, dated October 5, 2010, by and among Digimarc Corporation, Invention Law Group, P.C. and IV Digital Multimedia Inventions, LLC (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-K, filed with the Commission on April 28, 2016 (File No. 001-34108))(4)
*10.16	Employment Agreement, effective as of September 1, 2017, between Digimarc Corporation and Bruce Davis (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Commission on September 6, 2017 (File No. 001-34108))
*10.17	Digimarc Corporation 2018 Incentive Plan (incorporated by reference to Appendix A of the Company's Definitive Proxy Statement on Schedule 14A, filed with the Commission on April 21, 2018 (File No. 001-34108))
*10.18	Equity Compensation Program for Nonemployee Directors under the Digimarc Corporation 2018 Incentive Plan
21.1	List of Subsidiaries
23.1	Consent of Independent Registered Public Accounting Firm
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
32.1	Section 1350 Certification of Chief Executive Officer
32.2	Section 1350 Certification of Chief Financial Officer
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Label Linkbase Document

* Management contract or compensatory plan or arrangement.

† Schedules and certain exhibits to this agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Digimarc hereby undertakes to furnish to the Securities and Exchange Commission (the "Commission") copies of the omitted schedules and exhibits upon request by the Commission.

(1) Confidential treatment has been granted for certain portions omitted from this exhibit pursuant to an order granted by the Commission on October 21, 2008, under Rule 24b-2 of the Securities Exchange Act of 1934, as amended. Confidential portions of this exhibit have been separately filed with the Securities and Exchange Commission.

- (2) Confidential treatment has been granted for certain portions omitted from this exhibit pursuant to an order granted by the Commission on September 10, 2009, under Rule 24b-2 under the Securities Exchange Act of 1934, as amended. Confidential portions of this exhibit have been separately filed with the Securities and Exchange Commission.
- (3) Confidential treatment has been granted for certain portions omitted from this exhibit pursuant to an order granted by the Commission on March 17, 2011, under Rule 24b-2 under the Securities Exchange Act of 1934, as amended. Confidential portions of this exhibit have been separately filed with the Securities and Exchange Commission.
- (4) Confidential treatment has been granted for certain portions omitted from this exhibit pursuant to an order granted by the Commission on May 6, 2016, under Rule 24b-2 under the Securities Exchange Act of 1934, as amended. Confidential portions of this exhibit have been separately filed with the Securities and Exchange Commission.
- (5) Confidential treatment has been granted for certain portions omitted from this exhibit pursuant to an order granted by the Commission on September 3, 2013, under Rule 24b-2 under the Securities Exchange Act of 1934, as amended. Confidential portions of this exhibit have been separately filed with the Securities and Exchange Commission.

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.

DIGIMARC CORPORATION

Date: February 22, 2019

By: /s/ CHARLES BECK
Charles Beck
Title: Chief Financial 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
<u> /s/ BRUCE DAVIS </u> Bruce Davis	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	February 22, 2019
<u> /s/ CHARLES BECK </u> Charles Beck	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	February 22, 2019
<u> /s/ GARY DESTEFANO </u> Gary DeStefano	Director	February 22, 2019
<u> /s/ RICHARD L. KING </u> Richard L. King	Director	February 22, 2019
<u> /s/ JAMES T. RICHARDSON </u> James T. Richardson	Director	February 22, 2019
<u> /s/ ANDREW WALTER </u> Andrew Walter	Director	February 22, 2019
<u> /s/ BERNARD WHITNEY </u> Bernard Whitney	Director	February 22, 2019

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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Digimarc Corporation:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Digimarc Corporation and subsidiaries (the “Company”) as of December 31, 2018 and 2017, the related consolidated statements of operations, shareholders’ equity, and cash flows for each of the years in the two-year period ended December 31, 2018 and the related notes (collectively, the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles.

We also have 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, 2018, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 22, 2019 expressed an unqualified opinion on the effectiveness of the Company’s internal control over financial reporting.

Change in Accounting Principle

As discussed in Note 1 to the consolidated financial statements, the Company has changed its method of accounting for revenue recognition in 2018 due to the adoption of Accounting Standards Codification 606 Revenue from Contracts with Customers.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the 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 audit to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ KPMG LLP

We have served as the Company’s auditor since 2010.

Portland, Oregon
February 22, 2019

DIGIMARC CORPORATION
CONSOLIDATED BALANCE SHEETS
(In thousands, except per share data)

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
ASSETS		
Current assets:		
Cash and cash equivalents.....	\$ 27,278	\$ 40,823
Marketable securities.....	16,378	26,915
Trade accounts receivable, net	3,888	6,404
Other current assets	<u>2,100</u>	<u>2,171</u>
Total current assets	49,644	76,313
Property and equipment, net	3,955	4,236
Intangibles, net.....	6,649	6,381
Goodwill	1,114	1,114
Other assets	425	326
Total assets.....	<u>\$ 61,787</u>	<u>\$ 88,370</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and other accrued liabilities	\$ 1,092	\$ 1,914
Deferred revenue	<u>3,226</u>	<u>3,124</u>
Total current liabilities.....	4,318	5,038
Deferred rent and other long-term liabilities	<u>854</u>	<u>985</u>
Total liabilities	5,172	6,023
Commitments and contingencies (Note 13)		
Shareholders' equity:		
Preferred stock (par value \$0.001 per share, 2,500 authorized, 10 shares issued and outstanding at December 31, 2018 and 2017).....	50	50
Common stock (par value \$0.001 per share, 50,000 authorized, 11,891 and 11,651 shares issued and outstanding at December 31, 2018 and 2017, respectively)	12	12
Additional paid-in capital.....	162,428	155,793
Accumulated deficit	<u>(105,875)</u>	<u>(73,508)</u>
Total shareholders' equity	56,615	82,347
Total liabilities and shareholders' equity.....	<u>\$ 61,787</u>	<u>\$ 88,370</u>

See Notes to Consolidated Financial Statements.

DIGIMARC CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	Year Ended December 31, 2018	Year Ended December 31, 2017
Revenue:		
Service.....	\$ 12,774	\$ 12,936
Subscription.....	6,041	5,519
License	2,377	6,758
Total revenue	21,192	25,213
Cost of revenue:		
Service.....	5,922	5,792
Subscription.....	1,907	2,264
License	597	502
Total cost of revenue	8,426	8,558
Gross profit	12,766	16,655
Operating expenses:		
Sales and marketing	19,140	16,636
Research, development and engineering.....	15,971	15,435
General and administrative.....	9,897	9,680
Intellectual property	1,282	1,469
Total operating expenses	46,290	43,220
Operating loss	(33,524)	(26,565)
Other income, net.....	1,057	588
Loss before income taxes.....	(32,467)	(25,977)
Benefit (provision) for income taxes	(39)	206
Net loss	\$ (32,506)	\$ (25,771)
Earnings (loss) per common share:		
Loss per common share — basic	\$ (2.86)	\$ (2.44)
Loss per common share — diluted	\$ (2.86)	\$ (2.44)
Weighted average common shares outstanding — basic	11,360	10,571
Weighted average common shares outstanding — diluted	11,360	10,571

See Notes to Consolidated Financial Statements.

DIGIMARC CORPORATION
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(In thousands)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Shareholders' Equity
	Shares	Amount	Shares	Amount			
BALANCE AT DECEMBER 31, 2016	10	\$ 50	10,523	\$ 11	\$ 120,985	\$ (47,712)	\$ 73,334
Issuance of common stock, net of issuance costs	—	—	831	1	29,676	—	29,677
Exercise of stock options	—	—	106	—	1,183	—	1,183
Issuance of restricted common stock	—	—	317	—	—	—	—
Forfeiture of restricted common stock	—	—	(26)	—	—	—	—
Purchase and retirement of common stock	—	—	(100)	—	(3,030)	—	(3,030)
Stock-based compensation	—	—	—	—	6,979	(25)	6,954
Net loss	—	—	—	—	—	(25,771)	(25,771)
BALANCE AT DECEMBER 31, 2017	<u>10</u>	<u>\$ 50</u>	<u>11,651</u>	<u>\$ 12</u>	<u>\$ 155,793</u>	<u>\$ (73,508)</u>	<u>\$ 82,347</u>
BALANCE AT DECEMBER 31, 2017	10	\$ 50	11,651	\$ 12	\$ 155,793	\$ (73,508)	\$ 82,347
Exercise of stock options	—	—	102	—	1,256	—	1,256
Issuance of restricted common stock	—	—	239	—	—	—	—
Forfeiture of restricted common stock	—	—	(24)	—	—	—	—
Purchase and retirement of common stock	—	—	(77)	—	(2,089)	—	(2,089)
Stock-based compensation	—	—	—	—	7,468	—	7,468
Cumulative effect of the adoption of the new revenue standard, net of tax	—	—	—	—	—	139	139
Net loss	—	—	—	—	—	(32,506)	(32,506)
BALANCE AT DECEMBER 31, 2018	<u>10</u>	<u>\$ 50</u>	<u>11,891</u>	<u>\$ 12</u>	<u>\$ 162,428</u>	<u>\$ (105,875)</u>	<u>\$ 56,615</u>

See Notes to Consolidated Financial Statements.

DIGIMARC CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>
Cash flows from operating activities:		
Net loss	\$ (32,506)	\$ (25,771)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation, amortization and write-off of property and equipment	1,554	1,430
Amortization and write-off of intangibles	589	996
Stock-based compensation	7,298	6,757
Changes in operating assets and liabilities:		
Trade accounts receivable	2,516	(1,326)
Other current assets	92	(476)
Other assets	(57)	5
Accounts payable and other accrued liabilities	(878)	585
Deferred revenue	182	189
Net cash used in operating activities	<u>(21,210)</u>	<u>(17,611)</u>
Cash flows from investing activities:		
Purchase of property and equipment	(1,292)	(2,188)
Capitalized patent costs	(747)	(819)
Maturity of marketable securities	34,558	60,360
Purchase of marketable securities	<u>(24,021)</u>	<u>(38,387)</u>
Net cash provided by investing activities	8,498	18,966
Cash flows from financing activities:		
Issuance of common stock, net of issuance costs	—	29,677
Exercise of stock options	1,256	1,183
Purchase of common stock	<u>(2,089)</u>	<u>(3,030)</u>
Net cash provided by (used in) financing activities	<u>(833)</u>	<u>27,830</u>
Net increase (decrease) in cash and cash equivalents	(13,545)	29,185
Cash and cash equivalents at beginning of period	40,823	11,638
Cash and cash equivalents at end of period	<u>\$ 27,278</u>	<u>\$ 40,823</u>
Supplemental disclosure of cash flow information:		
Cash received (paid) for income taxes, net	\$ 88	\$ (37)
Supplemental schedule of non-cash investing activities:		
Property and equipment and patent costs in accounts payable	\$ (79)	\$ (153)
Stock-based compensation capitalized to software and patent costs	\$ 170	\$ 197

See Notes to Consolidated Financial Statements.

DIGIMARC CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except per share data)

(1) Description of Business and Summary of Significant Accounting Policies

Description of Business

Digimarc Corporation (“Digimarc” or the “Company”), an Oregon corporation, enables governments, banks, retailers, consumer brands and other businesses around the world to automatically and reliably identify and interact with virtually any form of media. The Company has pioneered the Digimarc Intuitive Computing Platform (ICP), a comprehensive set of technologies for identifying, discovering and interacting with digitally-enhanced media. The platform includes Digimarc Barcode, a proprietary method for imperceptibly enhancing packaging, print, images, thermal labels, audio and other objects with data that are detected by enabled devices, such as smart phones, computers, barcode scanners and machine-vision equipment. Digimarc Discover software enables an ecosystem of connected devices to easily identify content or materials and deliver information.

Principles of Consolidation

The consolidated financial statements include the accounts of Digimarc and its wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated.

Use of Estimates

The preparation of the consolidated financial statements in accordance with accounting principles generally accepted in the U.S. (“U.S. GAAP”) requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. The Company’s accounting policies for revenue recognition require higher degrees of judgment than others in their application. Management bases its estimates on historical experience and on other assumptions that are believed to be reasonable in the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Reclassifications

Certain prior period amounts in the accompanying consolidated financial statements and notes thereto have been reclassified to conform to current period presentation. These reclassifications had no material effect on the results of operations or financial position for any period presented.

Cash Equivalents

The Company considers all highly liquid marketable securities with original maturities of 90 days or less at the date of acquisition to be cash equivalents. Cash equivalents include commercial paper and money market funds totaling \$25,543 and \$39,761 at December 31, 2018 and 2017, respectively. Cash equivalents are carried at either cost or amortized cost depending on the type of security, which approximates fair value.

Marketable Securities

The Company considers all investments with original maturities over 90 days that mature in less than one-year from the balance sheet date to be short-term marketable securities. Short-term marketable securities primarily include commercial paper and corporate notes. The Company’s marketable securities are classified as held-to-maturity and are reported at amortized cost, which approximates market value.

A decline in the market value of any security below amortized cost that is deemed to be other-than-temporary results in a reduction in the carrying amount. The impairment is charged to earnings and a new cost basis for the security is established. To determine whether an impairment is other-than-temporary, the Company considers

whether it has the ability and intent to hold the investment until a market price recovery and considers whether evidence indicating that the cost of the investment is recoverable outweighs evidence to the contrary. There have been no other-than-temporary impairments identified or recorded by the Company.

Premiums and discounts are amortized or accreted over the life of the related security as an adjustment to yield using a method that approximates the effective interest method. Under this method, dividend and interest income are recognized when earned.

Fair Value of Financial Instruments

Accounting Standards Codification (“ASC”) 820 “*Fair Value Measurements and Disclosures*” defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles in the U.S., and enhances disclosures about fair value measurements. ASC 820 describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value, which are the following:

- Level 1—Pricing inputs are quoted prices available in active markets for identical investments as of the reporting date.
- Level 2—Pricing inputs are quoted for similar investments, or inputs that are observable, either directly or indirectly, for substantially the full term through corroboration with observable market data. Level 2 includes investments valued at quoted prices adjusted for legal or contractual restrictions specific to these investments.
- Level 3—Pricing inputs are unobservable for the investment; that is, the inputs reflect the reporting entity’s own assumptions about the assumptions market participants would use in pricing the asset or liability.

The estimated fair values of the Company’s financial instruments, which include cash equivalents, accounts receivable, accounts payable and other accrued liabilities, approximate their carrying values due to the short-term nature of these instruments.

The Company’s fair value hierarchy for its cash equivalents and marketable securities as of December 31, 2018 and 2017, respectively, was as follows:

December 31, 2018	Level 1	Level 2	Level 3	Total
Money market securities	\$ 1,472	\$ —	\$ —	\$ 1,472
Commercial paper	—	28,343	—	28,343
Corporate notes	—	12,106	—	12,106
Total	\$ 1,472	\$ 40,449	\$ —	\$ 41,921
December 31, 2017	Level 1	Level 2	Level 3	Total
Money market securities	\$ 2,197	\$ —	\$ —	\$ 2,197
Commercial paper	—	49,834	—	49,834
Federal agency notes	—	10,715	—	10,715
U.S. treasuries	—	1,996	—	1,996
Corporate notes	—	1,934	—	1,934
Total	\$ 2,197	\$ 64,479	\$ —	\$ 66,676

The fair value maturities of the Company’s cash equivalents and marketable securities as of December 31, 2018 are as follows:

	Maturities by Period				
	Total	Less than 1 year	1-5 years	5 - 10 years	More than 10 years
Cash equivalents and marketable securities	<u>\$ 41,921</u>	<u>\$ 41,921</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

Concentrations of Business and Credit Risk

A significant portion of the Company’s business depends on a limited number of large contracts. The loss of any large contract may result in loss of revenue and margin on a prospective basis. Financial instruments that potentially subject Digimarc to concentrations of credit risk consist primarily of cash and cash equivalents, marketable securities, and accounts receivable. Digimarc places its cash and cash equivalents with major banks and financial institutions and at times deposits may exceed insured limits. Other than cash used for operating needs, which may include short-term marketable securities with the Company’s principal banks, Digimarc’s investment policy limits its credit exposure to any one financial institution or type of financial instrument by limiting the maximum of 5% of its cash equivalents and marketable securities or \$1,000, whichever is greater, to be invested in any one issuer except for the U.S. government, U.S. federal agencies and U.S. backed securities, which have no limits, at the time of purchase. The Company’s investment policy also limits its credit exposure by limiting the maximum of 40% of its cash equivalents and marketable securities, or \$15,000, whichever is greater, to be invested in any one industry category, (e.g., financial or energy industries), at the time of purchase. As a result, Digimarc’s credit risk associated with cash and cash equivalents and marketable securities is believed to be minimal.

Contingencies

The Company evaluates all pending or threatened contingencies or commitments, if any, that are reasonably likely to have a material adverse effect on the Company’s operations or financial position. The Company assesses the probability of an adverse outcome and determines if it is remote, reasonably possible or probable as defined in accordance with the provisions of ASC 450 “*Contingencies*.” If information available prior to the issuance of the financial statements indicates that it is probable that an asset has been impaired or a liability has been incurred at the date of the financial statements, and the amount of the loss, or the range of probable loss can be reasonably estimated, then the loss is accrued and charged to operations. If no accrual is made for a loss contingency because one or both of the conditions pursuant to ASC 450 are not met, but the probability of an adverse outcome is at least reasonably possible, the Company will disclose the nature of the contingency and provide an estimate of the possible loss or range of loss, or state that such an estimate cannot be made.

Equity Method Investments

The Company accounts for its joint ventures under the equity method of accounting pursuant to ASC 323 “*Investments—Equity Method and Joint Ventures*.” Under the equity method, investments are carried at cost, plus or minus the Company’s proportionate share, based on present ownership interests, of: (a) the investee’s profit or loss after the date of acquisition; (b) changes in the Company’s equity that have not been recognized in the investee’s profit or loss; and (c) certain other adjustments. Distributions received from the investee (such as dividends) reduce the carrying amount of the investment.

Goodwill

The Company accounts for business combinations under the acquisition method of accounting in accordance with ASC 805, “*Business Combinations*,” where the total purchase price is allocated to the tangible and identified intangible assets acquired and liabilities assumed based on their estimated fair values. The purchase price is allocated using the information currently available, and may be adjusted, up to one-year from the acquisition date, after obtaining more information regarding, among other things, asset valuations, liabilities assumed and revisions to preliminary estimates.

Contingent consideration, if any, is recorded at the acquisition date based upon the estimated fair value of the contingent payments. The fair value of the contingent consideration is re-measured each reporting period with any adjustments in fair value being recognized in earnings from operations.

The purchase price in excess of the fair value of the tangible and identified intangible assets acquired less liabilities assumed is recognized as goodwill.

The Company tests goodwill for impairment annually in June and whenever events or changes in circumstances indicate that the carrying value may exceed the fair value. The Company operates as a single reporting unit. The Company estimates the fair value of its single reporting unit using a market approach, which takes into account the Company's market capitalization plus an estimated control premium. In connection with the Company's annual impairment test of goodwill as of June 30, 2018 and 2017, it was concluded that there was no impairment to goodwill as the estimated fair value of the Company's reporting unit exceeded the carrying value.

Impairment of Long-Lived Assets

The Company assesses long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable, in accordance with the provisions of ASC 360 "*Property, Plant and Equipment*."

Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the assets to future net undiscounted cash flows expected to be generated by the assets over their remaining useful life. If such assets are considered to be impaired, the impairment would be recognized in operating results at the amount by which the carrying amount of the assets exceeds the fair value of the assets. Fair value is determined based on discounted cash flows or appraised values, depending on the nature of the assets.

Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

Research and Development

Research and development costs are expensed as incurred in accordance with ASC 730 "*Research and Development*."

Software Development Costs

Under ASC 985 "*Software*," software development costs are to be capitalized beginning when a product's technological feasibility has been established and ending when a product is made available for general release to customers. To date, the establishment of technological feasibility of the Company's products has occurred shortly before general release and, therefore, software development costs qualifying for capitalization have been immaterial. Accordingly, the Company has not capitalized any software development costs and has charged all such costs to research and development expense.

Patent Costs

Costs associated with the application and award of patents in the U.S. and various other countries are capitalized and amortized on a straight-line basis over the term of the patents as determined at award date, which varies depending on the pendency period of the application, generally approximating seventeen years. Capitalized patent costs, also referred to as patent prosecution costs, include internal legal labor, professional legal fees, government filing fees and translation fees related to expanding the Company's patent portfolio.

Costs associated with the maintenance and annuity fees of patents are accounted for as prepaid assets at the time of payment and amortized over the shorter of the maintenance period or remaining life of the related patent.

Revenue Recognition

See Note 2 for detailed disclosures of the Company's revenue recognition policy.

Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with ASC 718 "*Compensation—Stock Compensation*," which requires the measurement and recognition of compensation for all stock-based awards made to employees and directors including stock options and restricted stock based on estimated fair values.

For stock option awards, the Company uses the Black-Scholes option pricing model as its method of valuation. The Company's determination of the fair value on the date of grant (measurement date) is affected by its stock price as well as assumptions regarding a number of subjective variables. These variables include, but are not limited to, the expected life of the award, the Company's expected stock price volatility over the term of the award, the risk-free interest rate and the expected dividend yield. Although the fair value of stock-based awards is determined in accordance with ASC 718 and Staff Accounting Bulletin ("SAB") No. 107 "*Shared-Based Payment*," the Black-Scholes option pricing model requires the input of subjective assumptions, and other reasonable assumptions could provide differing results.

The fair value of restricted stock awards is based on the fair market value of the Company's common stock on the date of the grant (measurement date), and is recognized over the vesting period of the award using the straight-line method.

Income Taxes

The Company accounts for income taxes in accordance with ASC 740 "*Income Taxes*" utilizing the asset and liability method. Under the asset and liability method, deferred income taxes reflect the future tax consequences of differences between the tax basis of assets and liabilities and their financial reporting amounts. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period of enactment.

The Company records valuation allowances on deferred tax assets if, based on available evidence, it is more-likely-than-not that all or some portion of the assets will not be realized.

The Company is subject to income taxes within the U.S. and other countries, and, in the ordinary course of business, there are transactions and calculations where the ultimate tax determination is uncertain. The Company reports a liability (or contra asset) for unrecognized tax benefits resulting from uncertain tax positions taken (or expected to be taken) on a tax return. The Company recognizes interest and penalties, if any, related to the unrecognized tax benefits in income tax expense.

Accounting Pronouncements Adopted

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, "*Revenue from Contracts with Customers (Topic 606)*." ASU No. 2014-09 provides specific guidance 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 those goods or services. The ASU replaces most existing revenue recognition guidance in U.S. GAAP. In August 2015, the FASB issued ASU No. 2015-14 to defer the effective date of the new revenue standard for public entities by one-year to annual reporting periods beginning after December 31, 2017, and interim periods beginning in the first interim period within the year of adoption. The guidance permits the use of either the retrospective or cumulative effect transition method. The Company adopted the new standard on January 1, 2018 and elected to use the cumulative effect transition method. Upon adoption, the Company recorded a \$139 increase to opening retained earnings to reflect the impact of adopting the new standard using the cumulative effect transition method. The adoption of the standard did not have a material impact on the Company's financial condition, results of operations and cash flows.

In August 2016, the FASB issued ASU No. 2016-15, “*Statement of Cash Flows – Classification of Certain Cash Receipts and Cash Payments (Topic 230)*.” ASU No. 2016-15 adds or clarifies guidance on specific cash flow issues to reduce diversity in practice in how certain transactions are classified in the statement of cash flows. The amendments in this update are effective for fiscal years beginning after December 31, 2017, and interim periods beginning in the first interim period within the year of adoption. Any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. The amendments in this update are to be applied retrospectively to all periods presented but may be applied prospectively from the earliest date practicable if retrospective application would be impracticable. The adoption of this standard did not to have a material impact on the Company’s cash flows and disclosures.

Accounting Pronouncements Issued But Not Yet Adopted

In February 2016, the FASB issued ASU No. 2016-02, “*Leases (Topic 842)*,” which supersedes *Topic 840, Leases*. ASU No. 2016-02 increases the transparency and comparability of organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. This guidance requires that operating leases recognize a right-of-use asset and a lease liability measured at the present value of the lease payments in the statement of financial position, recognize a single lease cost allocated over the lease term on a straight-line basis, and classify all cash payments within operating activities in the statement of cash flows. The amendments in this update are effective for fiscal years beginning after December 31, 2018, and interim periods beginning in the first interim period within the year of adoption. Early adoption is permitted. In July 2018, the FASB issued ASU No. 2018-11, “*Leases (Topic 842) Targeted Improvements*,” to provide a transition election to not restate comparative periods for the effects of applying the new standard. This transition election permits entities to change the date of initial application to the beginning of the year of adoption and to recognize the effects of applying the new standard as a cumulative-effect adjustment to the opening balance of retained earnings. The Company has chosen to elect this transition approach and recognize the cumulative impact of adoption in the opening balance of retained earnings as of January 1, 2019. The adoption of this standard will require the Company to record its minimum commitments under non-cancelable operating leases on its consolidated balance sheets, resulting in the recording of right of use assets and lease obligations. The Company estimates that the right of use assets will be recorded at approximately \$2.7 million and the lease liabilities will be recorded at approximately \$3.8 million on January 1, 2019.

(2) Revenue Recognition

The Company adopted ASC 606 “*Revenue from Contracts with Customers*” using the cumulative effect method with an effective date of January 1, 2018. Therefore, the comparative period information prior to January 1, 2018 has not been adjusted and continues to be reported under ASC 605 “*Revenue Recognition*” and ASC 985 “*Software*.”

ASC 606

Effective January 1, 2018, revenue is recognized in accordance with ASC 606 by applying the following steps:

- Step 1: Identify the contract(s) with a customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognize when (or as) the entity satisfies a performance obligation.

The Company derives its revenue primarily from professional services, subscriptions and licensing of its intellectual property. Applicable revenue recognition criteria are considered separately for each performance obligation as follows:

- Service revenue consists primarily of software development and consulting services. The majority of service revenue arrangements are structured as time and materials consulting agreements. Revenue for development and consulting services is recognized as the services are performed. Billing for services rendered generally occurs within one month after the services are provided.
- Subscription revenue includes revenue derived from the sale of Digimarc Discover, Digimarc Barcode and Digimarc Guardian products and services, is generally recurring, paid in advance and recognized over the term of the subscription, which is generally one to three years.
- License revenue originates primarily from licensing the Company's intellectual property where the Company receives license fees and/or royalties as its income stream. License fees are typically paid in advance and recognized when the customer has the right to the intellectual property and the license period has begun, and royalties are typically billed in arrears and recognized in the quarter in which the royalty was earned.

Some customer arrangements contain multiple performance obligations such as professional services, software licenses, and maintenance and support fees. The Company accounts for individual products and services separately if they are distinct. To determine the transaction price, the Company considers the terms of the contract and the Company's customary business practices. Some contracts may contain variable consideration. In those cases, the Company estimates the amount of variable consideration based on the sum of probability-weighted amounts in a range of possible consideration amounts. As part of this assessment, the Company will evaluate whether any of the variable consideration is constrained and if it is the Company will not include it in the transaction price. The consideration is allocated between distinct products and services based on their stand-alone selling prices. For items that are not sold separately, the Company estimates the standalone selling price based on reasonably available information, including market conditions, specific factors affecting the Company, and information about the customer. For distinct products and services, the Company typically recognizes the revenue associated with these performance obligations as they are delivered to the customer. For performance obligations which are not considered distinct, the Company typically recognizes revenue over the term of the contract as the customer simultaneously receives and consumes the goods and services as the Company performs them.

ASC 605 and ASC 985

For the comparative period prior to January 1, 2018, revenue was recognized under ASC 605 and ASC 985 when the following four criteria were met:

- (i) persuasive evidence of an arrangement exists,
- (ii) delivery has occurred,
- (iii) the fee is fixed or determinable, and
- (iv) collection is reasonably assured or probable.

All revenue recognized in the Consolidated Statements of Operations is considered to be revenue from contracts with customers.

The following table provides information about disaggregated revenue by major product line in the Company's single reporting segment:

	Year Ended December 31, 2018	Year Ended December 31, 2017
Service	\$ 12,774	\$ 12,936
Subscription		
Digimarc Guardian.....	3,660	4,165
Digimarc Discover and Digimarc Barcode.....	2,381	1,354
License.....	2,377	6,758
Total.....	<u>\$ 21,192</u>	<u>\$ 25,213</u>

The Company has contract assets from contracts with customers that are classified as “trade accounts receivable.” Financial information about trade accounts receivable is included in Note 6.

The Company has contract liabilities from contracts with customers that are classified as “deferred revenue.” Deferred revenue consists of billings in advance for professional services, subscriptions and licenses for which the performance obligation has not been satisfied.

The following table provides information about contract liabilities from contracts with customers:

	December 31, 2018	December 31, 2017
Deferred revenue, current.....	\$ 3,226	\$ 3,124
Deferred revenue, long term.....	46	42
Total.....	<u>\$ 3,272</u>	<u>\$ 3,166</u>

As of December 31, 2018, the aggregate amount of the transaction price from contractual obligations that are unsatisfied or partially unsatisfied was \$17,496. The Company expects \$15,976 of this amount to be recognized as revenue during 2019.

(3) Segment Information

Geographic Information

The Company derives its revenue from a single reporting segment: media management solutions. Revenue is generated in this segment through development services, subscriptions and licensing of intellectual property. The Company markets its products in the U.S. and in non-U.S. countries through its sales and licensing personnel and channel partners.

Revenue by geographic area, based upon the “bill-to” location, was as follows:

	Year Ended December 31, 2018	Year Ended December 31, 2017
Domestic	\$ 5,573	\$ 5,116
International (1)	15,619	20,097
Total.....	<u>\$ 21,192</u>	<u>\$ 25,213</u>

(1) Revenue from the Central Banks, consisting of a consortium of central banks around the world, is classified as international revenue. Reporting revenue by country for this customer is not practicable.

Major Customers

The following customers accounted for 10% or more of revenue:

	Year Ended December 31, 2018	Year Ended December 31, 2017
Central Banks	65%	55%

In addition to the above, the Company had another customer who accounted for 10% or more of the Company's revenue during 2017. The increase in revenue associated with this customer was primarily due to a one-time \$3,500 upfront license fee realized in the third quarter of 2017.

Long-lived assets by geographical area

The Company's long-lived assets are all domestic, domiciled in the U.S.

(4) Stock-Based Compensation

Stock-based compensation includes expense charges for all stock-based awards to employees and directors. These awards include stock option grants and restricted stock awards.

Stock-based compensation expense related to internal labor is capitalized to software and patent costs based on direct labor hours charged to capitalized software and patent costs.

Determining Fair Value

Stock Options

Valuation and Amortization Method. The Company estimates the fair value of stock options on the date of grant (measurement date) using the Black-Scholes option valuation model. The Company amortizes the fair value of all awards on a straight-line basis over the requisite service periods, which are generally the vesting periods.

Expected Life. The expected life of awards granted represents the period of time that they are expected to be outstanding. The Company determines the expected life based on historical experience with similar awards, giving consideration to the contractual terms and vesting schedules of the awards. Stock options granted generally vest over three years and have contractual terms of ten years.

Expected Volatility. The Company estimates the volatility of its common stock at the date of grant based on the historical volatility of its common stock based on historical prices over the most recent period commensurate with the expected life of the award.

Risk-Free Interest Rate. The Company determines the risk-free interest rate using current U.S. treasury yields for bonds with a maturity commensurate with the expected life of the award.

Expected Dividend Yield. The expected dividend yield is derived by the Company's expected annual dividend rate over the expected term divided by the fair value of the Company's common stock at the grant date.

Stock Option Valuation Assumptions:

	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>
Expected life (years).....	4.50	4.50
Expected volatility.....	57.11%	57.24%
Risk-free interest rate.....	2.77%	1.77%
Expected dividend yield.....	0%	0%

Restricted Stock

The fair value of restricted stock awarded is based on the fair market value of the Company's common stock on the date of the grant (measurement date), and is recognized over the vesting period of the award using the straight-line method. Restricted stock awards granted generally vest over three to four years for employee grants and one to three years for director grants.

Stock-based Compensation

	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>
Stock-based compensation:		
Cost of revenue.....	\$ 613	\$ 663
Sales and marketing.....	1,649	1,440
Research, development and engineering.....	1,361	1,359
General and administrative.....	3,386	2,974
Intellectual property.....	289	321
Stock-based compensation expense.....	7,298	6,757
Capitalized to software and patent costs.....	170	197
Total stock-based compensation.....	<u>\$ 7,468</u>	<u>\$ 6,954</u>

The following table sets forth total unrecognized compensation cost related to non-vested stock-based awards granted under all equity compensation plans:

	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>
Total unrecognized compensation costs.....	<u>\$ 14,055</u>	<u>\$ 13,669</u>

Total unrecognized compensation costs will be adjusted for any future forfeitures if and when they occur.

The Company expects to recognize the total unrecognized compensation costs as of December 31, 2018 for stock options and restricted stock over weighted average periods through December 31, 2022 as follows:

	<u>Stock Options</u>	<u>Restricted Stock</u>
Weighted average period.....	<u>1.22 years</u>	<u>1.36 years</u>

(5) Earnings Per Common Share

The Company calculates basic and diluted earnings per common share in accordance with ASC 260 “*Earnings Per Share*,” using the two-class method because the Company’s unvested restricted stock is a participating security since these awards contain non-forfeitable rights to receive dividends. Under the two-class method, earnings are allocated to each class of common stock and participating security as if all of the earnings for the period had been distributed.

Basic earnings per common share excludes dilution and is calculated by dividing earnings to common shares by the weighted-average number of common shares outstanding for the period. Diluted earnings per common share is calculated by dividing earnings to common shares by the weighted-average number of common shares, as adjusted for the potentially dilutive effect of stock options.

The following table reconciles earnings (loss) per common share for the years ended December 31, 2018 and 2017:

	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>
Basic Earnings (Loss) per Common Share:		
<i>Numerator:</i>		
Net loss	\$ (32,506)	\$ (25,771)
Distributed earnings to common shares	—	—
Distributed earnings to participating securities	—	—
Total distributed earnings	—	—
Undistributed loss allocable to common shares	(32,506)	(25,771)
Undistributed earnings allocable to participating securities	—	—
Total undistributed loss	<u>(32,506)</u>	<u>(25,771)</u>
Loss to common shares — basic	\$ (32,506)	\$ (25,771)
<i>Denominator</i>		
Weighted average common shares outstanding — basic	11,360	10,571
Basic earnings (loss) per common share	<u>\$ (2.86)</u>	<u>\$ (2.44)</u>
	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>
Diluted Earnings (Loss) per Common Share:		
<i>Numerator:</i>		
Loss to common shares — basic	\$ (32,506)	\$ (25,771)
Undistributed earnings allocated to participating securities	—	—
Undistributed earnings reallocated to participating securities	—	—
Loss to common shares — diluted	<u>\$ (32,506)</u>	<u>\$ (25,771)</u>
<i>Denominator</i>		
Weighted average common shares outstanding — basic	11,360	10,571
Dilutive effect of stock options	—	—
Weighted average common shares outstanding — diluted	11,360	10,571
Diluted earnings (loss) per common share	<u>\$ (2.86)</u>	<u>\$ (2.44)</u>

There were 475 and 0 common stock equivalents related to stock options that were anti-dilutive and excluded from diluted earnings per common share for the years ended December 31, 2018 and 2017 respectively, because their exercise prices were higher than the average market price of the underlying common stock for the period.

There were 0 and 102 common stock equivalents related to stock options that were anti-dilutive and excluded from diluted earnings per common share for the years ended December 31, 2018 and 2017, respectively, because the Company incurred a net loss for the period.

(6) Trade Accounts Receivable and Allowance for Doubtful Accounts

Trade Accounts Receivable

Trade accounts receivable are recorded at the invoiced amount.

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Trade accounts receivable.....	\$ 3,903	\$ 6,419
Allowance for doubtful accounts.....	(15)	(15)
Trade accounts receivable, net.....	<u>\$ 3,888</u>	<u>\$ 6,404</u>
Unpaid deferred revenue included in trade accounts receivable	<u>\$ 2,030</u>	<u>\$ 2,217</u>

Allowance for doubtful accounts

The allowance for doubtful accounts is the Company's best estimate of the amount of probable credit losses in the Company's existing trade accounts receivable. The Company determines the allowance based on historical write-off experience and current information. The Company reviews its allowance for doubtful accounts each reporting period. Account balances are charged against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote.

Unpaid deferred revenue

The unpaid deferred revenue that is included in trade accounts receivable is billed in accordance with the provisions of the contracts with the Company's customers. Unpaid deferred revenue from the Company's cash-basis customers is not included in trade accounts receivable nor deferred revenue.

Major customers

The following customers accounted for 10% or more of trade accounts receivable, net:

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Central Banks	48%	47%

In addition to the above, the Company had another customer who accounted for 10% or more of the Company's accounts receivable at December 31, 2017. In the third quarter of 2017, the Company recognized revenue of \$3,500 for a one-time upfront license fee. The license fee was paid in two equal installments of \$1,750 in October 2017 and January 2018. As of December 31, 2017, \$1,750 remained in accounts receivable.

(7) Property and Equipment

Property and Equipment

Property and equipment are stated at cost. Repairs and maintenance are charged to expense when incurred.

Depreciation on property and equipment is calculated using the straight-line method over the estimated useful lives of the assets, generally two to ten years. Leasehold improvements are amortized using the straight-line method over the shorter of the estimated useful life or the lease term.

	December 31, 2018	December 31, 2017
Office furniture and fixtures	\$ 1,626	\$ 1,551
Software.....	3,686	3,068
Equipment.....	4,814	4,390
Leasehold improvements.....	1,721	1,720
Gross property and equipment	11,847	10,729
Less accumulated depreciation and amortization.....	(7,892)	(6,493)
Property and equipment, net	<u>\$ 3,955</u>	<u>\$ 4,236</u>

Leases

Future minimum lease payments under non-cancelable operating leases are as follows:

Year ending December 31:	Operating Leases
2019	\$ 1,055
2020	899
2021	838
2022	862
2023	867
Thereafter	218
Total minimum lease payments.....	<u>\$ 4,739</u>

Rent expense on the operating leases was as follows:

	Year Ended December 31, 2018	Year Ended December 31, 2017
Rent expense	<u>\$ 1,104</u>	<u>\$ 1,194</u>

(8) Intangibles

Intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. No impairment charges were recorded for the years ended December 31, 2018 and 2017.

Amortization of capitalized patent costs associated with the application and award of patents in the U.S. and various other countries are capitalized and amortized on a straight-line basis over the term of the patents as determined at the award date, which varies depending on the pendency period of the application, generally approximating seventeen years.

Amortization of intangible assets acquired is calculated using the straight-line method over the estimated useful lives of the assets.

	Estimated Life (years)	December 31, 2018	December 31, 2017
Capitalized patent costs	17-20	\$ 8,757	\$ 7,978
Intangible assets acquired:			
Purchased patents and intellectual property	3-10	250	250
Existing technology	5	1,560	1,560
Customer relationships	7	290	290
Backlog	2	760	760
Tradenames	3	290	290
Non-solicitation agreements	1	120	120
Gross intangible assets		12,027	11,248
Accumulated amortization		(5,378)	(4,867)
Intangibles, net		<u>\$ 6,649</u>	<u>\$ 6,381</u>

Amortization expense on intangible assets was as follows:

	Year Ended December 31, 2018	Year Ended December 31, 2017
Amortization expense	<u>\$ 516</u>	<u>\$ 741</u>

For intangible assets recorded at December 31, 2018, the estimated future aggregate amortization expense for the years ending December 31, 2019 through December 31, 2023 is approximately as follows:

Year ending December 31:	Amortization Expense
2019	\$ 502
2020	443
2021	380
2022	364
2023	352

(9) Shareholders' Equity

Preferred Stock

In June 2008, the Board of Directors authorized 2,500 shares of preferred stock, par value \$0.001 per share. The Board of Directors has the authority to issue the undesignated preferred stock in one or more series and to determine the powers, preferences and rights and the qualifications, limitations or restrictions granted to or imposed upon any wholly unissued series of undesignated preferred stock and to fix the number of shares constituting any series and the designation of such series, without any further vote or action by the shareholders. The issuance of preferred stock may have the effect of delaying, deferring or preventing a change of control of the Company without further action by shareholders and may adversely affect the voting and other rights of the holders of common stock.

The Board of Directors authorized 10 shares of Series A Redeemable Nonvoting Preferred stock ("Series A Preferred") that were issued to certain executive officers at the time of formation. The Series A Preferred has no voting rights, except as required by law, and may be redeemed at the option of the Company's Board of Directors at any time.

The Series A Preferred is redeemable based on the stated fair value of \$5.00 per share. The Series A Preferred has no dividend rights and no rights to the undistributed earnings of the Company.

Common Stock

In June 2008, the Board of Directors authorized 50,000 shares of common stock, par value \$0.001 per share. The holders of Digimarc common stock are entitled to one vote for each share held of record on all matters submitted to a vote of its shareholders, including the election of directors. Subject to preferences that may be granted to any then outstanding preferred stock, holders of common stock are entitled to receive ratably those dividends as may be declared by the Board of Directors out of funds legally available for such purpose, as well as any distributions to the Company's shareholders. In the event of the Company's liquidation, dissolution or winding up, holders of common stock are entitled to share ratably in all of the Company's assets remaining after payment of liabilities and the liquidation preference of any then outstanding preferred stock. Holders of common stock have no preemptive or other subscription or conversion rights. There are no redemption or sinking fund provisions applicable to the common stock. All outstanding shares of common stock are fully paid and non-assessable.

In June 2017, the Company sold 500 shares of its common stock in a registered direct offering to a certain investor at a price of \$35.55 per share. The offering was made without an underwriter or placement agent. The Company received \$17,775 of cash proceeds from the offering, and paid \$77 in stock issuance costs.

In November 2017, the Company sold 331 shares of its common stock in a registered direct offering to a certain investor at a price of \$36.25 per share. The offering was made without an underwriter or placement agent. The Company received \$12,000 of cash proceeds from the offering, and paid \$21 in stock issuance costs.

Stock Incentive Plan

In March 2018, the Company's Board of Directors approved the 2018 Incentive Plan (2018 Plan) which was later approved by the Company's shareholders at the Company's 2018 Annual Meeting of Shareholders in April 2018. The 2018 Plan replaced the 2008 Incentive Plan (2008 Plan). The 2018 Plan provides for the grant of incentive and non-qualified stock options, stock appreciation rights, stock awards, restricted stock awards, restricted stock units, performance shares, performance units, and other stock or cash-based awards, which may be granted to officers, directors, employees, consultants, agents, advisors and independent contractors who provide services to the Company and its affiliated companies.

The 2018 Plan authorizes the issuance of 1,000 shares of common stock. In addition, up to 770 shares of common stock subject to awards outstanding under the 2008 Plan became available for issuance under 2018 Plan to the extent that those shares cease to be subject to the awards (as a result of, for example, expiration, cancellation or forfeiture of the award). The shares authorized under the 2018 Plan are subject to adjustment in the event of a stock split, stock dividend, recapitalization or similar event. Shares issued under the 2018 Plan will consist of authorized and unissued shares or shares held by the Company as treasury shares. If an award granted under the 2018 Plan lapses, expires, terminates or is forfeited or surrendered without having been fully exercised or without the issuance of all the shares subject to the award, the shares covered by that award will again be available for issuance under the 2018 Plan. Shares that are (i) tendered by a participant or retained by the Company as payment for the purchase price of an award or to satisfy tax withholding obligations or (ii) covered by an award that is settled in cash, or in some manner that some or all of the shares covered by the award are not issued, will again be available for issuance under the 2018 Plan. In addition, awards granted as substitute awards in connection with acquisition transactions will not reduce the number of shares authorized for issuance under the 2018 Plan.

As of December 31, 2018, under all of the Company's stock-based compensation plans, equity awards to purchase an additional 1,628 shares were authorized for future grants under the 2018 Plan.

Stock Options

The Company issues new shares upon option exercises.

Options granted, exercised and forfeited under the stock incentive plan are summarized as follows:

	<u>Options</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Grant Date Fair Value</u>	<u>Aggregate Intrinsic Value</u>
Options outstanding, December 31, 2016	421	\$ 19.06	\$ 9.01	
Granted.....	200	\$ 30.50	\$ 14.58	
Exercised.....	(106)	\$ 11.17	\$ 6.75	
Forfeited or expired.....	—	—	—	
Options outstanding, December 31, 2017	515	\$ 25.13	\$ 11.64	
Granted.....	100	\$ 29.55	\$ 14.46	
Exercised.....	(102)	\$ 12.38	\$ 7.02	
Forfeited or expired.....	—	—	—	
Options outstanding, December 31, 2018	513	\$ 28.52	\$ 13.10	\$ 46
Options exercisable, December 31, 2018.....	305	\$ 27.46		\$ 46
Options unvested, December 31, 2018.....	208	\$ 30.08		\$ -

The aggregate intrinsic value is based on the closing price of \$14.50 per share of Digimarc common stock on December 31, 2018, which would have been received by the optionees had all of the options with exercise prices less than \$14.50 per share been exercised on that date.

The following table summarizes information about stock options outstanding at December 31, 2018:

<u>Exercise Price</u>	<u>Options Outstanding</u>			<u>Options Exercisable</u>		
	<u>Number Outstanding</u>	<u>Remaining Contractual Life (Years)</u>	<u>Weighted Average Exercise Price</u>	<u>Number Outstanding</u>	<u>Remaining Contractual Life (Years)</u>	<u>Weighted Average Exercise Price</u>
\$9.91	10	0.33	\$ 9.91	10	0.33	\$ 9.91
\$14.99 - \$18.01	28	1.18	\$ 16.61	28	1.18	\$ 16.61
\$27.61 - \$29.55	200	6.26	\$ 28.58	108	3.37	\$ 27.76
\$30.01 - \$30.50	275	6.86	\$ 30.37	159	5.52	\$ 30.27
\$9.91 - \$30.50	<u>513</u>	6.19	\$ 28.52	<u>305</u>	4.19	\$ 27.46

Restricted Stock

The Compensation Committee of the Board of Directors has awarded shares of restricted stock under the Company's 2018 Plan to employees and directors. The shares subject to the restricted stock awards vest over a certain period, usually four years, following the date of the grant. Specific terms of the restricted stock awards are governed by Restricted Stock Agreements between the Company and the award recipients.

The following table reconciles the unvested balance of restricted stock:

	<u>Number of Shares</u>	<u>Weighted Average Grant Date Fair Value</u>
Unvested balance, December 31, 2016	385	\$ 26.28
Granted.....	317	\$ 27.56
Vested	(250)	\$ 24.05
Forfeited.....	(26)	\$ 27.79
Unvested balance, December 31, 2017	426	\$ 28.44
Granted.....	239	\$ 29.73
Vested	(215)	\$ 28.96
Forfeited.....	(24)	\$ 29.29
Unvested balance, December 31, 2018	426	\$ 28.85

The following table indicates the fair value of all restricted stock awards that vested during the years ended December 31, 2018 and 2017, respectively:

	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>
Fair value of restricted stock awards vested	<u>\$ 5,835</u>	<u>\$ 7,683</u>

(10) Defined Contribution Plan

The Company sponsors an employee retirement savings plan (the “Plan”) which qualifies as a deferred salary arrangement under Section 401(k) of the Internal Revenue Code. The Plan combines both an employee savings plan and company matching plan into one plan under Section 401(k), including a 401(k) Roth option. Employees become eligible to participate in the Plan at the beginning of the month following the employee’s hire date. Employees may contribute up to 75% of their pay to the Plan, subject to the limitations of the Internal Revenue Service Code. Company matching contributions are mandatory under the Plan.

The Company made matching contributions in the aggregate amount as follows:

	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>
Matching contributions	<u>\$ 1,026</u>	<u>\$ 938</u>

(11) Joint Venture and Related Party Transactions

In June 2009, the Company entered into two joint venture agreements with The Nielsen Company (“Nielsen”) to launch two new companies: TVaura LLC (in which Digimarc holds a 51% ownership interest) and TVaura Mobile LLC (in which Digimarc holds a 49% ownership interest). The two joint venture agreements and a revised patent license agreement expanded and replaced the previous license and services agreement between the Company and Nielsen that had been in operation since late 2007. Under the joint venture agreements, the Company and Nielsen agreed to work together to develop new products and services, including the expansion and deployment of those products and services that were in development under the prior agreement.

Under the terms of the revised patent license agreement, Nielsen agreed to pay Digimarc \$18,750 during the period from July 2009 through January 2014, and Digimarc granted to Nielsen a non-exclusive license to Digimarc's patents for use within Nielsen's business. The term of the license continues until the expiration of the last patent under the license.

In March 2012, Digimarc and Nielsen reduced the investments in their two joint ventures to minimal levels while assessing alternative approaches to achieving each of their goals in the emerging market opportunity of synchronized second screen television.

In October 2015, Digimarc and Nielsen reactivated the TVaura Mobile LLC joint venture to develop solutions for programmers and advertisers to engage with consumers on second screens and otherwise provide enhanced flexibility to brand strategies targeting modern consumers. Neither Digimarc nor Nielsen has contributed any capital to the joint venture since reactivation. Digimarc and Nielsen continue to assess the market opportunities of the TVaura LLC joint venture.

The Company's investment in each joint venture was \$0 as of December 31, 2018 and 2017.

Pursuant to the terms of the agreements and ASC 810 "Consolidation," the joint ventures are not consolidated with the Company because the minority member of each joint venture has substantive participating rights, or veto rights, such that no member has majority control.

Related Party Transactions

Summarized financial information for TVaura LLC has not been provided as the disclosures are immaterial to the Company's filing given the operations of the joint venture were suspended during the last two fiscal years. The joint venture had no revenue or expenses for the years ended December 31, 2018 and 2017, and there were no assets or liabilities as of December 31, 2018 and 2017.

Summarized financial data for TVaura Mobile LLC:

	December 31, 2018	December 31, 2017
Current assets	\$ 31	\$ 35
Noncurrent assets	\$ —	\$ —
Current liabilities.....	\$ 12	\$ 12
Noncurrent liabilities.....	\$ —	\$ —
	Year Ended December 31, 2018	Year Ended December 31, 2017
Revenue	\$ —	\$ —
Gross profit.....	\$ —	\$ —
Operating expenses	\$ 5	\$ 5
Net loss from continuing operations	\$ (5)	\$ (5)
The Company's pro-rata share—net loss.....	\$ —	\$ —
The Company's loss on investment.....	\$ —	\$ —

(12) Income Taxes

The benefit (provision) for income taxes reflects current taxes, deferred taxes, and withholding taxes. The effective tax rates for the years ended December 31, 2018 and 2017 were 0% and 1%, respectively. The Company continues to provide for a full valuation allowance to offset its net deferred tax assets until such time it is more likely than not the tax assets or portions thereof will be realized.

The U.S. enacted tax reform legislation on December 22, 2017 commonly known as the Tax Cuts and Jobs Act, (“the Act”), resulting in significant modifications to existing U.S. tax law. Accounting for the income tax effects of the Act has been completed and included in the Company’s financial statements as of December 31, 2017. As a result of the Act, the Company has recorded a one-time tax provision and corresponding reduction to valuation allowance of \$10,529, which consisted primarily of the remeasurement of deferred tax assets and liabilities from a tax rate of 35% to a tax rate of 21%. The future impact of the Act is not expected to have a material effect on the Company’s financial results and cash flows in the foreseeable future because the Company has a full valuation allowance recorded against its deferred tax assets.

Components of tax benefit (provision) allocated to continuing operations include the following:

	Year Ended December 31, 2018	Year Ended December 31, 2017
Current:		
Federal	\$ —	\$ (8)
State	(28)	(30)
Foreign	(11)	(9)
Sub-total	<u>\$ (39)</u>	<u>\$ (47)</u>
Deferred:		
Federal	\$ —	\$ 253
State	—	—
Foreign	—	—
Sub-total	<u>\$ —</u>	<u>\$ 253</u>
Total tax benefit (provision)	<u><u>\$ (39)</u></u>	<u><u>\$ 206</u></u>

The reconciliation of the statutory federal income tax rate to the Company’s effective income tax rate is as follows:

	Year Ended December 31, 2018	%	Year Ended December 31, 2017	%
Income taxes computed at statutory rates	\$ 6,818	(21)%	\$ 8,834	(34)%
(Increases) decreases resulting from:				
State income taxes, net of federal tax benefit	2,054	(6)%	1,576	(6)%
Federal and state research and experimentation credits	1,064	(4)%	1,081	(4)%
Change in valuation allowance	(10,024)	31%	(1,216)	5%
Impact of expired tax positions	1	—%	(7)	—%
Impact of recent U.S. tax reform	—	—%	(10,529)	40%
Other	48	—%	467	(2)%
Total	<u><u>\$ (39)</u></u>	<u><u>—%</u></u>	<u><u>\$ 206</u></u>	<u><u>(1)%</u></u>

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The tax effects of significant items comprising the Company's deferred tax assets and deferred tax liabilities are as follows:

	Year Ended December 31, 2018	Year Ended December 31, 2017
Deferred tax assets:		
Stock based compensation	\$ 998	\$ 926
Federal and state net operating losses	34,873	26,064
Goodwill.....	341	423
Accrued compensation	11	11
Deferred rent	290	281
Federal and state research and experimentation credit.....	7,528	6,055
Intangible asset differences	185	222
Other.....	76	75
Total gross deferred tax assets	<u>44,302</u>	<u>34,057</u>
Less valuation allowance	<u>(42,349)</u>	<u>(32,325)</u>
Net deferred tax assets	<u>\$ 1,953</u>	<u>\$ 1,732</u>
Deferred tax liabilities:		
Patent expenditures	\$ (1,442)	\$ (1,427)
Fixed asset differences	<u>(511)</u>	<u>(305)</u>
Total gross deferred tax liabilities	<u>\$ (1,953)</u>	<u>\$ (1,732)</u>
Total net deferred tax assets.....	<u>\$ —</u>	<u>\$ —</u>

The Company had a valuation allowance of \$42,349 and \$32,325 on deferred tax assets as of December 31, 2018 and 2017, respectively, an increase of \$10,024 during the year ended December 31, 2018.

As of December 31, 2018, the Company has federal and state net operating loss carry-forwards of \$122,834 and \$147,586, respectively, which have a carry-forward of 5 years to indefinite depending on the jurisdiction. The gross deferred tax assets for federal and state net operating loss carryforwards acquired in the Attributor acquisition have been reduced to the amount of losses allowed to be utilized in the post-acquisition period before expiration after considering the applicable limitations of Internal Revenue Code Section 382.

As of December 31, 2018, the Company has federal and state research and experimental tax credits of \$6,415 and \$2,186, respectively, which have a carry-forward of 5 to 20 years depending on the jurisdiction.

The Company records accrued interest and penalties associated with uncertain tax positions in income tax expense in the consolidated statements of operations. For the years ended December 31, 2018 and 2017, the Company recognized accrued interest and penalties associated with uncertain tax positions of \$0 and \$0, respectively. The Company does not anticipate any of its unrecognized benefits will significantly increase or decrease within the next 12 months.

A summary reconciliation of the Company's uncertain tax positions is as follows:

	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>
Beginning balance	\$ 549	\$ 486
Addition for current year tax positions	88	101
Addition for prior year tax positions	—	16
Reduction for prior year positions	(23)	(52)
Reduction for prior year positions resolved during the current year	(1)	(2)
Ending balance	<u>\$ 613</u>	<u>\$ 549</u>

Uncertain tax positions are classified as a long-term liability (or a contra deferred tax asset) on the consolidated balance sheets for uncertain tax positions taken (or expected to be taken) on a tax return.

The Company's open tax years subject to examination in the U.S. federal jurisdiction are 2014 through 2017 and applicable state jurisdictions for the tax years 2014 through 2017. To the extent allowed by law, the taxing authorities may have the right to examine prior periods where net operating losses or tax credits were generated and carried forward, and make adjustments up to the amount of the net operating loss or tax credit carryforward.

(13) Commitments and Contingencies

Certain of the Company's product license and services agreements include an indemnification provision for claims from third parties relating to the Company's intellectual property. Such indemnification provisions are accounted for in accordance with ASC 450 "Contingencies." To date, there have been no claims made under such indemnification provisions.

The Company is subject from time to time to other legal proceedings and claims arising in the ordinary course of business. At this time, the Company does not believe that the resolution of any such matters will have a material adverse effect on its financial position, results of operations or cash flows.

(14) Quarterly Financial Information—Unaudited

	Quarter Ended			
	March 31	June 30	September 30	December 31
2018				
Service revenue	\$ 3,507	\$ 3,336	\$ 2,787	\$ 3,144
Subscription revenue	1,578	1,444	1,532	1,487
License revenue ⁽¹⁾	528	658	595	596
Total revenue	5,613	5,438	4,914	5,227
Total cost revenue	2,185	2,205	1,935	2,101
Gross profit	3,428	3,233	2,979	3,126
Gross profit percent, service revenue	55%	54%	53%	52%
Gross profit percent, subscription revenue	69%	65%	69%	71%
Gross profit percent, license revenue	73%	77%	74%	74%
Gross profit percent, total	61%	59%	61%	60%
Sales and marketing	\$ 4,887	\$ 4,757	\$ 4,741	\$ 4,755
Research, development and engineering	3,947	4,058	4,069	3,897
General and administrative	2,632	2,416	2,447	2,402
Intellectual property	315	305	328	334
Operating loss	(8,353)	(8,303)	(8,606)	(8,262)
Net loss	(8,112)	(8,038)	(8,342)	(8,014)
Earnings (loss) per common share:				
Loss per common share—basic	\$ (0.72)	\$ (0.71)	\$ (0.73)	\$ (0.70)
Loss per common share—diluted	\$ (0.72)	\$ (0.71)	\$ (0.73)	\$ (0.70)
Weighted average common shares outstanding— basic	11,266	11,337	11,394	11,443
Weighted average common shares outstanding— diluted	11,266	11,337	11,394	11,443

	Quarter Ended			
	March 31	June 30	September 30	December 31
2017				
Service revenue	\$ 3,696	\$ 3,253	\$ 2,986	\$ 3,001
Subscription revenue	1,445	1,420	1,306	1,348
License revenue ⁽¹⁾	950	914	4,385	509
Total revenue	6,091	5,587	8,677	4,858
Total cost revenue	2,309	2,120	2,072	2,057
Gross profit	3,782	3,467	6,605	2,801
Gross profit percent, service revenue	56%	55%	55%	55%
Gross profit percent, subscription revenue	62%	62%	53%	58%
Gross profit percent, license revenue	88%	87%	97%	74%
Gross profit percent, total	62%	62%	76%	58%
Sales and marketing	\$ 3,992	\$ 3,997	\$ 4,075	\$ 4,572
Research, development and engineering	3,459	3,936	4,108	3,932
General and administrative	2,385	2,239	2,442	2,614
Intellectual property	392	345	387	345
Operating loss	(6,446)	(7,050)	(4,407)	(8,662)
Net loss	(6,218)	(6,943)	(4,240)	(8,370)
Earnings (loss) per common share:				
Loss per common share—basic	\$ (0.61)	\$ (0.68)	\$ (0.39)	\$ (0.76)
Loss per common share—diluted	\$ (0.61)	\$ (0.68)	\$ (0.39)	\$ (0.76)
Weighted average common shares outstanding— basic	10,161	10,266	10,797	11,046
Weighted average common shares outstanding— diluted	10,161	10,266	10,797	11,046

(1) In the third quarter of 2017, the Company recognized a one-time \$3,500 upfront license fee from an existing licensee.

BOARD OF DIRECTORS

Bruce Davis

Chairman of the Board and Chief Executive Officer
Digimarc Corporation

James T. Richardson

Lead Director
Independent Director and Consultant
Former Senior Vice President and Chief Financial Officer
WebTrends

Gary DeStefano

Independent Director and Consultant
Former President of Global Operations
Nike, Inc.

Richard L. King

Independent Director and Consultant
Former President and Chief Operating Officer
Albertsons Companies, Inc.

Andrew J. Walter

Independent Director and Consultant
Former Vice President of Global Business Services
The Procter & Gamble Company

Bern Whitney

Independent Director and Consultant
Partner
FLG Partners, LLC

EXECUTIVE OFFICERS

Bruce Davis

Chairman and Chief Executive Officer

Aimee Arana

Executive Vice President, Sales and Business Development

Charles Beck

Executive Vice President, Chief Financial Officer and Treasurer

Robert Chamness

Executive Vice President, Chief Legal Officer and Secretary

Joel Meyer

Executive Vice President Intellectual Property

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