DATA I/O CORP
Form 10-Q
November 12, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)
(X) **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended **September 30, 2015**

or

( ) **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE**

SECURITIES EXCHANGE ACT OF 1934
For the transition period from _______________ to _______________

Commission file number: **0-10394**

DATA I/O CORPORATION
(Exact name of registrant as specified in its charter)

Washington	91-0864123
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6645 185th Ave NE, Suite 100, Redmond, Washington, 98052

(Address of principal executive offices, including zip code)

(425) 881-6444

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No __

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

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes _ NoX

Shares of Common Stock, no par value, outstanding as of November 1, 2015:

7,943,720

DATA I/O CORPORATION

FORM 10-Q
For the Quarter Ended September 30, 2015

INDEX

PART I - FINANCIAL INFORMATION

Item 1. **Financial Statements**

DATA I/O CORPORATION
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)
(UNAUDITED)

	September 30, 2015	December 31, 2014
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$8,995	$9,361
Trade accounts receivable, net of allowance for doubtful accounts of $95 and $93, respectively	5,139	4,109
Inventories	3,623	4,445
Other current assets	311	426
TOTAL CURRENT ASSETS	18,068	18,341
Property, plant and equipment – net	973	926
Other assets	63	65
TOTAL ASSETS	$19,104	$19,332
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$994	$968
Accrued compensation	1,476	1,756
Deferred revenue	1,087	1,801
Other accrued liabilities	651	640
Accrued costs of business restructuring	-	113
TOTAL CURRENT LIABILITIES	4,208	5,278
Long-term other payables	380	183
COMMITMENTS	-	-
STOCKHOLDERS' EQUITY		
Preferred stock -		
Authorized, 5,000,000 shares, including		
200,000 shares of Series A Junior Participating		
Issued and outstanding, none	-	-
Common stock, at stated value -		
Authorized, 30,000,000 shares		

Issued and outstanding, 7,930,867 shares as of September 30, 2015 and 7,861,141 shares as of December 31, 2014	18,964	18,704
Accumulated earnings (deficit)	(5,354)	(5,943)
Accumulated other comprehensive income	906	1,110
TOTAL STOCKHOLDERS' EQUITY	14,516	13,871
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$19,104	$19,332

See notes to consolidated financial statements

DATA I/O CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)
(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	**2014**	**2015**	**2014**
Net Sales	$6,159	$6,213	$17,019	$16,631
Cost of goods sold	2,990	2,822	8,270	7,723
Gross margin	3,169	3,391	8,749	8,908
Operating expenses:				
Research and development	1,188	1,217	3,530	3,539
Selling, general and administrative	1,505	1,444	4,457	4,588
Provision for business restructuring	-	-	-	13
Total operating expenses	2,693	2,661	7,987	8,140
Operating income	476	730	762	768
Non-operating income (expense):				
Interest income	30	50	88	122
Foreign currency transaction gain (loss)	(50)	(139)	(237)	(113)
Total non-operating income (expense)	(20)	(89)	(149)	9
Income before income taxes	456	641	613	777
Income tax (expense) benefit	(17)	5	(24)	(27)
Net income	$439	$646	$589	$750
Basic earnings per share	$0.06	$0.08	$0.07	$0.10
Diluted earnings per share	$0.05	$0.08	$0.07	$0.09
Weighted-average basic shares	7,930	7,846	7,896	7,816
Weighted-average diluted shares	8,042	7,980	8,055	7,922

See notes to consolidated financial statements

DATA I/O CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(in thousands)
(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	**2014**	**2015**	**2014**
Net Income	$439	$646	$589	$750
Other comprehensive income:				
Foreign currency translation gain (loss)	(92)	(77)	(204)	(273)
Comprehensive income	$347	$569	$385	$477

See notes to consolidated financial statements

DATA I/O CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(UNAUDITED)

	For the Nine Months Ended September 30,	
	2015	**2014**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$589	$750
Adjustments to reconcile net income		
to net cash provided by (used in) operating activities:		
Depreciation and amortization	401	456
Equipment transferred to cost of goods sold	184	688
Share-based compensation	330	301
Net change in:		
Trade accounts receivable	(1,126)	(2,621)
Inventories	759	(601)
Other current assets	108	80
Accrued cost of business restructuring	(66)	(619)
Accounts payable and accrued liabilities	(348)	1,045
Deferred revenue	(603)	682
Other long-term liabilities	225	(35)
Net cash provided by (used in) operating activities	453	126
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property, plant and equipment	(632)	(954)
Cash provided by (used in) investing activities	(632)	(954)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of common stock, net of tax withholding	(55)	(18)
Cash provided by (used in) financing activities	(55)	(18)
Increase/(decrease) in cash and cash equivalents	(234)	(846)
Effects of exchange rate changes on cash	(132)	(181)
Cash and cash equivalents at beginning of period	9,361	10,426
Cash and cash equivalents at end of period	$8,995	$9,399
Supplemental disclosure of cash flow information:		
Cash paid (received) during the period for:		
Income Taxes	$11	$15

See notes to consolidated financial statements

DATA I/O CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

NOTE 1 - FINANCIAL STATEMENT PREPARATION

Data I/O Corporation (“Data I/O”, “We”, “Our”, “Us”) prepared the financial statements as of September 30, 2015 and September 30, 2014 according to the rules and regulations of the Securities and Exchange Commission ("SEC"). These statements are unaudited but, in the opinion of management, include all adjustments (consisting of normal recurring adjustments and accruals) necessary to present fairly the results for the periods presented. The balance sheet at December 31, 2014 has been derived from the audited financial statements at that date. We have condensed or omitted certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America according to such SEC rules and regulations. Operating results for the three and nine months ended September 30, 2015 are not necessarily indicative of the results that may be expected for the year ending December 31, 2015. These financial statements should be read in conjunction with the annual audited financial statements and the accompanying notes included in our Form 10-K for the year ended December 31, 2014.

Revenue Recognition

We recognize revenue at the time the product is shipped. We have determined that our programming equipment has reached a point of maturity and stability such that product acceptance can be assured by testing at the factory prior to shipment and that the installation meets the criteria to be considered a separate element. These systems are standard products with published product specifications and are configurable with standard options. The evidence that these systems could be deemed as accepted was based upon having standardized factory production of the units, results from batteries of tests of product performance to our published specifications, quality inspections and installation standardization, as well as past product operation validation with the customer and the history provided by our installed base of products upon which the current versions were based.

The revenue related to products requiring installation that is perfunctory is recognized at the time of shipment. Installation that is considered perfunctory includes any installation that can be performed by other parties, such as distributors, other vendors, or in most cases the customers themselves. This takes into account the complexity, skill and training needed as well as customer expectations regarding installation.

We enter into multiple deliverable arrangements that arise during the sale of a system that includes an installation component, a service and support component and a software maintenance component. We allocate the value of each element based on relative selling prices. Relative selling price is based on the selling price of the standalone system. For the installation and service and support components, we use the value of the discount given to distributors who perform these components. For software maintenance components, we use what we charge for annual software maintenance renewals after the initial year the system is sold. Revenue is recognized on the system sale based on shipping terms, installation revenue is recognized after the installation is performed, and hardware service and support and software maintenance revenue is recognized ratably over the term of the agreement, typically one year.

When we sell software separately, we recognize software revenue upon shipment provided that only inconsequential obligations remain on our part and substantive acceptance conditions, if any, have been met.

We recognize revenue when persuasive evidence of an arrangement exists, shipment has occurred, the price is fixed or determinable, the buyer has paid or is obligated to pay, collectability is reasonably assured, substantive acceptance conditions, if any, have been met, the obligation is not contingent on resale of the product, the buyer’s obligation would not be changed in the event of theft, physical destruction or damage to the product, the buyer acquiring the product for resale has economic substance apart from us and we do not have significant obligations for future performance to directly bring about the resale of the product by the buyer. We establish a reserve for sales returns based on historical trends in product returns and estimates for new items.

We transfer certain products out of service from their internal use and make them available for sale. The products transferred are our standard products in one of the following areas: service loaners, rental or test units; engineering test units; or sales demonstration equipment. Once transferred, the equipment is sold by our regular sales channels as used equipment inventory. These product units often involve refurbishing and an equipment warranty, and are conducted as sales in our normal and ordinary course of business. The transfer amount is the product unit's net book value and the sale transaction is accounted for as revenue and cost of goods sold.

Stock-Based Compensation Expense

We measure and recognize compensation expense as required for all share-based payment awards, including employee stock options and restricted stock unit awards, based on estimated fair values on the grant dates.

Income Tax

Historically, when accounting for uncertainty in income taxes, we have not incurred any interest or penalties associated with tax matters and no interest or penalties were recognized during the three and nine months ended September 30, 2015. However, we have adopted a policy whereby amounts related to penalties associated with tax matters are classified as general and administrative expense when incurred and amounts related to interest associated with tax matters are classified as interest income or interest expense.

We have incurred net operating losses in certain past years. We continue to maintain a valuation allowance for the full amount of the net deferred tax asset balance associated with our net operating losses and credit carryforwards, as sufficient uncertainty exists regarding our ability to realize such tax assets in the future. There were $211,000 and $198,000 of unrecognized tax benefits related to uncertain tax positions and related valuation allowance as of September 30, 2015 and 2014, respectively.

Tax years that remain open for examination include 2012, 2013 and 2014 in the United States of America. In addition, tax years from 2001 to 2011 may be subject to examination in the event that we utilize the net operating losses and credit carryforwards from those years in our current or future year tax returns.

Recent Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09, *"Revenue from Contracts with Customers"* (ASU 2014-09). The standard provides companies with a single model for accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance, including industry-specific revenue guidance. The core principle of the model is to recognize revenue when control of the goods or services transfers to the customer, as opposed to recognizing revenue when the risks and rewards transfer to the customer under the existing revenue guidance. ASU 2014-09 was originally effective for annual reporting periods beginning after December 15, 2016.

In August 2015, the FASB issued ASU 2015-14, "*Revenue from Contracts with Customers'*(ASU 2015-14). ASU 2015-14 defers the effective date of the new revenue recognition standard by one year. As such, it now takes effect for public entities in fiscal years beginning after December 15, 2017. All other entities have an additional year. However, early adoption is permitted for any entity that chooses to adopt the new standard as of the original effective date. We are in the process of evaluating the impact of adoption on our consolidated financial statements.

NOTE 2 – INVENTORIES

Inventories consisted of the following components:

(in thousands)	September 30, 2015	December 31, 2014
Raw material	$2,250	$2,429
Work-in-process	1,071	1,288
Finished goods	302	728
Inventories	$3,623	$4,445

NOTE 3 – PROPERTY, PLANT AND EQUIPMENT, NET

Property and equipment consisted of the following components:

(in thousands)	September 30, 2015	December 31, 2014
Leasehold improvements	$188	$415
Equipment	5,645	6,208
	5,833	6,623
Less accumulated depreciation	4,860	5,697
Property and equipment, net	$973	$926

NOTE 4 – BUSINESS RESTRUCTURING

Our previous years' restructure actions have been fully implemented. As a result of the lease amendment discussed in Note 6, "Operating Lease Commitments", in July 2015, the balance of the restructure liability of approximately $120,000 was incorporated into our deferred rent liability as part of the new lease incentive.

An analysis of the business restructuring is as follows:

(in thousands)	Reserve Balance Dec. 31, 2013	2014 Expense	2014 Payments/ Write-Offs	Reserve Balance Dec. 31, 2014	2015 Expense	2015 Payments/ Write-Offs	Reserve Balance Sep. 30, 2015
Downsizing US operations:							
Employee severance	$230	($16)	$214	$0	$0	$0	$0

Other costs	240	25	94	171	-	171	-
Downsizing foreign operations:							
Employee severance	372	16	371	17	-	17	-
Other costs	31	(12)	19	-	-	-	-
Total	$873	$13	$698	$188	$0	$188	$0

NOTE 5 – OTHER ACCRUED LIABILITIES

Other accrued liabilities consisted of the following components:

	September 30, 2015	December 31, 2014
(in thousands)		
Product warranty	$361	$339
Sales return reserve	61	55
Other taxes	148	87
Other	81	159
Other accrued liabilities	$651	$640

The changes in Data I/O's product warranty liability for the nine months ending September 30, 2015 are as follows:

	September 30, 2015
(in thousands)	
Liability, beginning balance	$339
Net expenses	605
Warranty claims	(605)
Accrual revisions	22
Liability, ending balance	$361

NOTE 6 – OPERATING LEASE COMMITMENTS

We have commitments under non-cancelable operating leases and other agreements, primarily for factory and office space, with initial or remaining terms of one year or more as follows:

For the years ending December 31:

	Operating Leases
(in thousands)	
2015 (remaining)	$137
2016	455
2017	527
2018	507
2019	516
Thereafter	680
Total	$2,822

During the second quarter of 2015, we amended our lease agreement for the Redmond, Washington headquarters facility effective July 8, 2015. The amended lease resulted in our headquarters relocating to a nearby building, extending the term through April 2021, lowering the square footage to approximately 20,460, providing lease inducement incentives and lowering the rental rate. The new lease commitment of approximately $1.7 million will be paid over the term of the lease. As a result of this lease amendment, the remaining balance of the restructure liability of approximately $120,000 was incorporated into our deferred rent liability in July, 2015.

During the second quarter of 2015, we renewed our lease agreement for our Shanghai, China facility, effective June 15, 2015, extending the term through December 31, 2015. Operations are expected to continue in this facility through January 31, 2016.

In October 2015, we signed a lease agreement for a new facility located in Shanghai, China which was effective November 1, 2015 and extends through October 31, 2021. The new lease will approximately double our space to 19,400 square feet at approximately 54% of the current lease rate.

During the first quarter of 2014, we renewed our lease agreement for our Munich, Germany facility effective February 1, 2015, extending the term through January 2018 and lowering the square footage to approximately 4,306 square feet. Effective June 1, 2014, the landlord was able to lease the excess space abandoned as part of Q2 2013 restructure actions to another tenant and the lease was revised to end May 31, 2017.

NOTE 7 – OTHER COMMITMENTS

We have purchase obligations for inventory and production costs as well as other obligations such as capital expenditures, service contracts, marketing, and development agreements. Arrangements are considered purchase obligations if a contract specifies all significant terms, including fixed or minimum quantities to be purchased, a pricing structure and approximate timing of the transaction. Most arrangements are cancelable without a significant penalty, and with short notice, typically less than 90 days. At September 30, 2015, the purchase commitments and other obligations totaled $958,000 of which all but $59,000 are expected to be paid over the next twelve months.

NOTE 8 – CONTINGENCIES

As of September 30, 2015, we were not a party to any legal proceedings or aware of any indemnification agreement claims, the adverse outcome of which in management’s opinion, individually or in the aggregate, would have a material adverse effect on our results of operations or financial position.

NOTE 9 – EARNINGS PER SHARE

Basic earnings per share is calculated based on the weighted average number of common shares outstanding during each period. Diluted earnings per share is calculated based on these same weighted average shares outstanding plus the effect of potential shares issuable upon assumed exercise of stock options based on the treasury stock method. Potential shares issuable upon the exercise of stock options are excluded from the calculation of diluted earnings per share to the extent their effect would be anti-dilutive.

The following table sets forth the computation of basic and diluted earnings per share:

	Three Months Ended		Nine Months Ended	
	Sep. 30, 2015	Sep. 30, 2014	Sep. 30, 2015	Sep. 30, 2014
(in thousands except per share data)				
Numerator for basic and diluted earnings per share:				
Net income	$439	$646	$589	$750
Denominator for basic earnings per share: weighted-average shares	7,930	7,846	7,896	7,816
Employee stock options and awards	112	134	159	106
Denominator for diluted earnings per share: adjusted weighted-average shares & assumed conversions of stock options	8,042	7,980	8,055	7,922
Basic and diluted earnings per share:				
Total basic earnings per share	$0.06	$0.08	$0.07	$0.10
Total diluted earnings per share	$0.05	$0.08	$0.07	$0.09

Options to purchase 162,526 and 417,362 shares were outstanding as of September 30, 2015 and 2014, respectively, but were excluded from the computation of diluted earnings per share for the periods then ended because the options were anti-dilutive.

NOTE 10 – SHARE-BASED COMPENSATION

For share-based awards granted, we have recognized compensation expense based on the estimated grant date fair value method. For these awards we have recognized compensation expense using a straight-line amortization method reduced for estimated forfeitures.

The impact on our results of operations of recording share-based compensation, net of forfeitures, for the three and nine months ended September 30, 2015 and 2014, respectively, was as follows:

	Three Months Ended		Nine Months Ended	
	Sep. 30, 2015	Sep. 30, 2014	Sep. 30, 2015	Sep. 30, 2014
(in thousands)				
Cost of goods sold	$2	$2	$11	$4
Research and development	18	20	58	60
Selling, general and administrative	73	68	261	237
Total share-based compensation	$93	$90	$330	$301
Impact on net earnings per share:				
Basic and diluted	($0.01)	($0.01)	($0.04)	($0.04)

Equity awards granted during the three and nine months ended September 30, 2015 and 2014 were as follows:

	Three Months Ended		Nine Months Ended	
	Sep. 30, 2015	Sep. 30, 2014	Sep. 30, 2015	Sep. 30, 2014
(in thousands)				
Restricted Stock	-	-	193.8	188.9
Stock Options	-	-	-	3.0

Non-employee directors Restricted Stock Units (“RSU’s”) generally vest over one year, employee RSU’s vest over four years with the expense being recognized over the vesting period.

The fair value of share-based awards for employee stock options was estimated using the Black-Scholes valuation model. The following weighted average assumptions were used to calculate the fair value of stock options granted during the three and nine months ended September 30, 2015 and 2014:

	Three Months Ended		Nine Months Ended	
	Sep. 30, 2015	Sep. 30, 2014	Sep. 30, 2015	Sep. 30, 2014
Risk-free interest rates	-	-	-	1.31%
Volatility factors	-	-	-	0.51
Expected life of the option in years	-	-	-	4.00
Expected dividend yield	-	-	-	None

There were no stock option awards in 2015 or in the third quarter of 2014.

The remaining unamortized expected future equity compensation expense and remaining amortization period associated with unvested option grants, restricted stock awards and restricted stock unit awards at September 30, 2015 are:

	Sep. 30, 2015

(in thousands unless specified)	
Unamortized future equity compensation expense	$1,133
Remaining weighted average amortization period in years	2.76

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

General

Forward-Looking Statements

This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. This Act provides a “safe harbor” for forward-looking statements to encourage companies to provide prospective information about themselves as long as they identify these statements as forward-looking and provide meaningful cautionary statements identifying important factors that could cause actual results to differ from the projected results. All statements other than statements of historical fact made in this Quarterly Report on Form 10-Q are forward-looking. In particular, statements herein regarding industry prospects or trends; expected revenues; expected level of expense; future results of operations; reversals of tax valuation allowances; restructuring implications; breakeven point, or financial position; changes in gross margin; economic conditions and capital spending outlook; market acceptance of our newly introduced or upgraded products; development, introduction and shipment of new products; building lease arrangements; sales channels and any other guidance on future periods are forward-looking statements. Forward-looking statements reflect management’s current expectations and are inherently uncertain. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, achievements, or other future events. Moreover, neither we nor anyone else assumes responsibility for the accuracy and completeness of these forward-looking statements. We are under no duty to update any of these forward-looking statements after the date of this report. The reader should not place undue reliance on these forward-looking statements. The discussions above and in the section in Item 1A., Risk Factors “Cautionary Factors That May Affect Future Results” in our Annual report on Form 10-K for the year ended December 31, 2014 describe some, but not all, of the factors that could cause these differences.

OVERVIEW

We are particularly focused on profitably managing and growing the core programming business, while developing and enhancing products to drive future revenue and earnings growth. Part of the strategy is to gain market share and to expand addressable markets. Our challenge is growing and profitably operating in a cyclical and rapidly evolving industry environment, particularly while we have experienced unfavorable currency rate fluctuations. We are balancing business geography shifts, new product launches, increasing costs and strategic investments in our business with the level of demand and mix of business we expect.

We focus our research and development efforts in our strategic growth markets, namely new programming technology, automated programming systems for the manufacturing environment and software. We continue to focus on extending the capabilities and support for our product lines and supporting the latest semiconductor devices, including NAND Flash, e-MMC, and microcontrollers on our newer products. During 2014 and 2015, we continued to enhance our PSV7000, Data I/O's most advanced programming system which can cut the cost of programming and represents new capabilities to handle and program small parts. In July 2014, we announced our new PSV3000 automated programming system, which was specifically designed to meet the needs of Chinese and Asian local manufacturers moving from manual to automated programming. The PSV3000 is being sold in Asia and recently won the 2015 SMT China Vision Award for Device Programming and the 2015 EM Asia Innovation Award for Programming Systems. In April 2015, we announced our new PSV5000 automated programming system, which will replace our PS388 system with a more integrated solution at a lower cost.

We are focused on strategic high volume manufacturers in key market segments like automotive electronics, wireless and consumer electronics, industrial controls including "Internet of Things" electronics, and programming centers.

BUSINESS RESTRUCTURING PROGRESS

Our previous years' restructure actions have been fully implemented. As a result of the lease amendment discussed in Note 6, "Operating Lease Commitments", in July 2015, the balance of the restructure liability of approximately $120,000 was incorporated into our deferred rent liability as part of the new lease incentive.

cRITICAL aCCOUNTING pOLICY jUDGMENTS AND eSTIMATES

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires that we make estimates and judgments, which affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to revenue recognition, estimating the percentage-of-completion on fixed-price professional engineering service contracts, sales returns, bad debts, inventories, investments, intangible assets, income taxes, warranty obligations, restructuring charges, contingencies such as litigation, and contract terms that have multiple elements and other complexities typical in the capital equipment industry. We base our estimates on historical experience and other assumptions that we believe are reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

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

Revenue Recognition: We recognize revenue at the time the product is shipped. We have determined that our programming equipment has reached a point of maturity and stability such that product acceptance can be assured by testing at the factory prior to shipment and that the installation meets the criteria to be considered a separate element. These systems are standard products with published product specifications and are configurable with standard options. The evidence that these systems could be deemed as accepted was based upon having standardized factory production of the units, results from batteries of tests of product performance to our published specifications, quality inspections and installation standardization, as well as past product operation validation with the customer and the history provided by our installed base of products upon which the current versions were based.

The revenue related to products requiring installation that is perfunctory is recognized at the time of shipment. Installation that is considered perfunctory includes any installation that can be performed by other parties, such as distributors, other vendors, or in most cases the customers themselves. This takes into account the complexity, skill and training needed as well as customer expectations regarding installation.

We enter into multiple deliverable arrangements that arise during the sale of a system that includes an installation component, a service and support component and a software maintenance component. We allocate the value of each element based on relative selling prices. Relative selling price is based on the selling price of the standalone system. For the installation and service and support components, we use the value of the discount given to distributors who perform these components. For software maintenance components, we use what we charge for annual software maintenance renewals after the initial year the system is sold. Revenue is recognized on the system sale based on shipping terms, installation revenue is recognized after the installation is performed, and hardware service and support and software maintenance revenue is recognized ratably over the term of the agreement, typically one year.

When we sell software separately, we recognize software revenue upon shipment provided that only inconsequential obligations remain on our part and substantive acceptance conditions, if any, have been met.

We recognize revenue when persuasive evidence of an arrangement exists, shipment has occurred, the price is fixed or determinable, the buyer has paid or is obligated to pay, collectability is reasonably assured, substantive acceptance conditions, if any, have been met, the obligation is not contingent on resale of the product, the buyer'sobligation would not be changed in the event of theft, physical destruction or damage to the product, the buyer acquiring the product for resale has economic substance apart from us and we do not have significant obligations for future performance to directly bring about the resale of the product by the buyer. We establish a reserve for sales returns based on historical trends in product returns and estimates for new items.

We transfer certain products out of service from their internal use and make them available for sale. The products transferred are our standard products in one of the following areas: service loaners, rental or test units; engineering test units; or sales demonstration equipment. Once transferred, the equipment is sold by our regular sales channels as used equipment inventory. These product units often involve refurbishing and an equipment warranty, and are conducted as sales in our normal and ordinary course of business. The transfer amount is the product unit’s net book value and the sale transaction is accounted for as revenue and cost of goods sold.

Allowance for Doubtful Accounts: We base the allowance for doubtful accounts receivable on our assessment of the collectability of specific customer accounts and the aging of accounts receivable. If there is deterioration of a major customer’s credit worthiness or actual defaults are higher than historical experience, our estimates of the recoverability of amounts due to us could be adversely affected.

Inventory: Inventories are stated at the lower of cost or market. Adjustments are made to standard cost, which approximates actual cost on a first-in, first-out basis. We estimate reductions to inventory for obsolete, slow-moving, excess and non-salable inventory by reviewing current transactions and forecasted product demand. We evaluate our inventories on an item by item basis and record inventory adjustments accordingly. If there is a significant decrease in demand for our products, uncertainty during product line transitions, or a higher risk of inventory obsolescence because of rapidly changing technology and customer requirements, we may be required to increase our inventory adjustments and our gross margin could be adversely affected.

Warranty Accruals: We accrue for warranty costs based on the expected material and labor costs to fulfill our warranty obligations. If we experience an increase in warranty claims, which are higher than our historical experience, our gross margin could be adversely affected.

Tax Valuation Allowances: Given the uncertainty created by our loss history, as well as the current uncertain economic outlook for our industry and capital spending, we expect to continue to limit the recognition of net deferred tax assets and accounting for uncertain tax positions and maintain the tax valuation allowances. At the current time, we expect, therefore, that reversals of the tax valuation allowance will take place only as we are able to take advantage of the underlying tax loss or other attributes in carry forward. The transfer pricing and expense or cost sharing arrangements are complex areas where judgments, such as the determination of arms-length arrangements, can be subject to challenges by different tax jurisdictions.

Share-based Compensation: We account for share-based awards made to our employees and directors, including employee stock option awards and restricted stock unit awards, using the estimated grant date fair value method of accounting. For options, we estimate the fair value using the Black-Scholes valuation model, which requires the input of highly subjective assumptions, including the option’s expected life and the price volatility of the underlying stock. The expected stock price volatility assumption was determined using the historical volatility of our common stock. Changes in the subjective assumptions required in the valuation model may significantly affect the estimated value of the awards, the related stock-based compensation expense and, consequently, our results of operations.

Results of Operations

Net Sales

Net sales by product line (in thousands)	Three Months Ended Sep. 30, 2015	Change	Sep. 30, 2014	Nine Months Ended Sep. 30, 2015	Change	Sep. 30, 2014
Automated programming systems	$4,762	4.0%	$4,580	$12,914	11.3%	$11,608
Non-automated programming systems	1,397	(14.5%)	1,633	4,105	(18.3%)	5,023
Total programming systems	$6,159	(0.9%)	$6,213	$17,019	2.3%	$16,631

Net sales by location (in thousands)	Three Months Ended Sep. 30, 2015	Change	Sep. 30, 2014	Nine Months Ended Sep. 30, 2015	Change	Sep. 30, 2014
United States	$449	7.2%	$419	$1,846	16.6%	$1,583
% of total	7.3%		6.7%	10.8%		9.5%
International	$5,710	(1.4%)	$5,794	$15,173	0.8%	$15,048
% of total	92.7%		93.3%	89.2%		90.5%

Net sales in the third quarter of 2015 were $6.2 million compared with $6.2 million in the third quarter of 2014, and sequentially up 24% compared with $5.0 million in the second quarter of 2015. The $6.2 million third quarter of 2015 net sales were achieved by sales growth of our PSV family, which offset the impact of unfavorable foreign currency translation rates. Sales to the automotive electronics market and Asian programming centers were strong during the quarter. On an international regional basis, revenue in the third quarter of 2015 increased in Asia 79% and in Europe 18% and declined 62% in the Americas compared to the third quarter of 2014. The decline in the Americas was primarily due to weaker sales in Latin America attributed to unfavorable foreign currency translation rates. Net sales in the third quarter of 2015 compared to same period in 2014 were unfavorably impacted by approximately $260 thousand due to the change in average foreign currency translation rates related to the U.S. Dollar compared to the Euro. A sales breakdown by type for the third quarter of 2015 was 68% equipment, 24% adapters, and 8% software and maintenance. Adapters are a consumable item and software and maintenance are typically recurring under annual subscription contracts.

Orders for the third quarter of 2015 were $5.9 million, up 10%, compared with $5.4 million in the third quarter of 2014, primarily resulting from higher orders in the automotive market, offset in part by unfavorable currency translation rates and lower orders in Latin American markets. Backlog was $1.6 million at September 30, 2015, compared to $2.0 million at September 30, 2014 and $1.9 million at June 30, 2015. Deferred revenue was $1.1 million at September 30, 2015, compared to $1.8 million at September 30, 2014 and $1.0 million at June 30, 2015.

For the nine months ending September 30, 2015, compared to the same period in 2014, the net sales increase was primarily due to higher sales of our PSV family of automated programming systems. On a regional basis, net sales increased 48% in Asia and 11% in Europe, while declining 41% in the Americas compared to the same period in 2014. Net sales for the nine months ending September 30, 2015 compared to same period in 2014 were unfavorably impacted by approximately $1 million due to the change in average foreign currency translation rates related to the U.S. Dollar compared to the Euro.

Gross Margin

	Three Months Ended			Nine Months Ended		
	Sep. 30, 2015	Change	Sep. 30, 2014	Sep. 30, 2015	Change	Sep. 30, 2014
(in thousands)						
Gross margin	$3,169	(6.5%)	$3,391	$8,749	(1.8%)	$8,908
Percentage of net sales	51.5%		54.6%	51.4%		53.6%

Gross margin as a percentage of sales in the third quarter of 2015 was 51.5%, compared with 54.6% in the third quarter of 2014. The gross margin decrease as a percentage of sales for the third quarter was primarily due to the impact of foreign currency exchange rates and a less favorable product and channel mix. The channel mix trend is likely to continue as Latin America economic issues impact our representative channel sales and shift the mix toward Asian distributors.

For the first nine months of 2015 compared to the same period in 2014, the decrease in gross margin was generally due to the same factors discussed above for the third quarter.

Research and Development

	Three Months Ended			Nine Months Ended		
	Sep. 30, 2015	Change	Sep. 30, 2014	Sep. 30, 2015	Change	Sep. 30, 2014
(in thousands)						
Research and development	$1,188	(2.4%)	$1,217	$3,530	(0.3%)	$3,539
Percentage of net sales	19.3%		19.6%	20.7%		21.3%

Research and development (“R&D”) decreased $29 thousand in the third quarter of 2015 compared to the same period in 2014, primarily due to lower R&D materials and depreciation offset in part by consulting, professional services and incentive programs.

For the first nine months of 2015 compared to the same period in 2014, the decrease in R&D expense was generally due to the same factors discussed above for the third quarter.

Selling, General and Administrative

	Three Months Ended			Nine Months Ended		
	Sep. 30, 2015	Change	Sep. 30, 2014	Sep. 30, 2015	Change	Sep. 30, 2014
(in thousands)						
Selling, general & administrative	$1,505	4.2%	$1,444	$4,457	(2.9%)	$4,588
Percentage of net sales	24.4%		23.2%	26.2%		27.6%

Selling, General and Administrative ("SG&A") expenses increased $61 thousand in the third quarter of 2015 compared to the same period in 2014, primarily reflecting the one-time expense of our Redmond headquarters move of approximately $90 thousand that was completed in July 2015 with a savings of $50 thousand per quarter compared to our previous lease.

For the first nine months of 2015 compared to the same period in 2014, the decrease in SG&A expense was generally due to the same factors discussed above for the third quarter offset by savings resulting from prior years' restructuring actions and cost controls.

Interest

	Three Months Ended			Nine Months Ended		
	Sep. 30, 2015	Change	Sep. 30, 2014	Sep. 30, 2015	Change	Sep. 30, 2014
(in thousands)						
Interest income	$30	(40.0%)	$50	$88	(27.9%)	$122

Interest income decreased in the third quarter of 2015 compared to the same period in 2014, primarily due to lower invested cash balances.

For the first nine months of 2015 compared to the same period in 2014, the decrease in interest income was generally due to the same factors discussed above for the third quarter.

Income Taxes

	Three Months Ended			Nine Months Ended		
	Sep. 30, 2015	Change	Sep. 30, 2014	Sep. 30, 2015	Change	Sep. 30, 2014
(in thousands)						
Income tax (expense) benefit	($17)	*	$5	($24)	(11.1%)	($27)

* not meaningful

Income tax (expense)/benefit for the third quarter of 2015 compared to same period in 2014, primarily resulted from foreign subsidiary income tax and refunds received in 2014 by foreign subsidiaries.

For the first nine months of 2015 compared to the same period in 2014, income tax expense was generally due to the same factors discussed above for the third quarter.

The effective tax rate differed from the statutory tax rate primarily due to the effect of valuation allowances, as well as foreign taxes. We have a valuation allowance of $11.6 million as of September 30, 2015. Our deferred tax assets and valuation allowance have been reduced by approximately $211 thousand and $198 thousand associated with the requirements of accounting for uncertain tax positions as of September 30, 2015 and 2014, respectively. Given the uncertainty created by our past loss history and the cyclical nature of the industry in which we operate, we expect to continue to limit the recognition of net deferred tax assets and maintain the tax valuation allowances.

Financial Condition

Liquidity and Capital Resources

(in thousands)	Sep. 30, 2015	Change	Dec. 31, 2014
Working capital	$13,860	$797	$13,063

During the third quarter of 2015, inventory decreased $493 thousand, primarily due to the high volume of shipments to customers, with the increased sales volume and late quarter shipments contributing to a $1.7 million increase in accounts receivable.

For the first nine months of 2015, our working capital increase primarily relates to the drawing down of the PS family inventory level and recognition of deferred revenue systems earlier in the year.

Although we have no significant external capital expenditure plans currently, we expect that we will continue to make capital expenditures to support our business and related to facility moves. We plan to increase internal capital expenditures for sales demonstration and R&D test equipment as we develop and release new products. Capital expenditures are expected to be funded by existing and internally generated funds or lease financing.

As a result of our significant product development, customer support, selling and marketing efforts, we have required substantial working capital to fund our operations. Prior to 2014, we restructured our operations to lower our costs and operating expenditures particularly in some geographic regions. This allowed us to invest in other regions which created headroom to hire critical product development resources, lower the level of revenue required for our net income breakeven point, offset in part, costs rising over time, preserved our cash position and allowed us to focus on profitable operations.

We believe that we have sufficient working capital available under our operating plan to fund our operations and capital requirements through at least the next one-year period. Approximately $5.1 million of our cash is located in foreign subsidiary accounts at September 30, 2015. Although we have no current repatriation plans, there may be tax and other impediments to repatriating the cash to the United States. Our working capital may be used to fund growth initiatives including acquisitions, as well as share repurchases, which could reduce our liquidity. Any substantial inability to achieve our current business plan could have a material adverse impact on our financial position, liquidity, or results of operations and may require us to reduce expenditures and/or seek additional financing.

OFF-Balance sheet arrangements

Except as noted in the accompanying consolidated financial statements in Note 6, “Operating Lease Commitments” and Note 7, “Other Commitments”, we have no off-balance sheet arrangements.

Non-Generally accepted accounting principles (GAAP) FINANCIAL MeasureS

Earnings Before Interest, Taxes, Depreciation and Amortization (“EBITDA”) was $552 thousand in the third quarter of 2015 compared to $728 thousand in the third quarter of 2014. Adjusted EBITDA, excluding equity compensation (a non-cash item) and restructure charge, was $645 thousand in the second quarter of 2015, compared to $818 thousand in the third quarter of 2014.

EBITDA was $925 thousand for the first nine months of 2015 compared to $1.1 million in the first nine months of 2014. Adjusted EBITDA, excluding equity compensation and restructure charge, was $1.3 million for the first nine months of 2015, compared to $1.4 million for the first nine months of 2014.

Non-GAAP financial measures, such as EBITDA and adjusted EBITDA, should not be considered a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP. We believe that these non-GAAP financial measures provide meaningful supplemental information regarding the Company's results and facilitate the comparison of results. A reconciliation of net income to EBITDA and adjusted EBITDA follows:

Non-Generally accepted accounting principles (GAAP) FINANCIAL Measure RECONCILIATION