

PARKERVISION INC
Form 10-Q
August 11, 2014
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2014

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 000-22904

PARKERVISION, INC.

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction of
incorporation or organization)

59-2971472
I.R.S. Employer Identification No

7915 Baymeadows Way, Suite 400

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Jacksonville, Florida 32256

(Address of principal executive offices)

(904) 732-6100

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

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

Yes No .

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such file). Yes 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. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

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

As of August 4, 2014, 97,017,683 shares of the issuer's common stock, \$.01 par value, were outstanding.

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PART I - FINANCIAL INFORMATION

ITEM 1. Financial Statements

PARKERVISION, INC.

BALANCE SHEETS

(UNAUDITED)

	June 30, 2014	December 31, 2013
CURRENT ASSETS:		
Cash and cash equivalents	\$ 442,333	\$ 222,697
Available for sale securities	21,315,309	16,957,489
Prepaid expenses and other	490,970	551,961
Total current assets	22,248,612	17,732,147
PROPERTY AND EQUIPMENT, net	331,596	307,385
INTANGIBLE ASSETS, net	8,423,395	8,552,432
OTHER ASSETS, net	648	2,576
Total assets	\$ 31,004,251	\$ 26,594,540
CURRENT LIABILITIES:		
Accounts payable	\$ 355,723	\$ 1,246,470
Accrued expenses:		
Salaries and wages	384,265	325,313
Professional fees	684,068	631,871
Other accrued expenses	128,543	289,031
Deferred rent, current portion	38,472	33,894
Total current liabilities	1,591,071	2,526,579
LONG-TERM LIABILITIES		
Capital lease, net of current portion	27,130	7,290
Deferred rent, net of current portion	71,376	14,379
Total long-term liabilities	98,506	21,669
Total liabilities	1,689,577	2,548,248

COMMITMENTS AND CONTINGENCIES

SHAREHOLDERS' EQUITY:

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Common stock, \$.01 par value, 150,000,000 shares authorized, 96,946,309 and 93,208,471 shares issued and outstanding at June 30, 2014 and December 31, 2013, respectively	969,463	932,085
Accumulated other comprehensive loss	0	(8,215)
Warrants outstanding	355,778	663,100
Additional paid-in capital	329,613,063	312,470,030
Accumulated deficit	(301,623,630)	(290,010,708)
Total shareholders' equity	29,314,674	24,046,292
Total liabilities and shareholders' equity	\$ 31,004,251	\$ 26,594,540

The accompanying notes are an integral part of these unaudited financial statements.

PARKERVISION, INC.

STATEMENTS OF COMPREHENSIVE LOSS

(UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Engineering services revenue	\$ 0	\$ 0	\$ 0	\$ 0
Cost of sales	0	0	0	0
Gross margin	0	0	0	0
Research and development expenses	2,240,694	2,576,103	4,505,174	4,941,577
Marketing and selling expenses	788,350	426,208	1,445,341	823,135
General and administrative expenses	2,846,255	4,148,372	5,719,123	7,860,189
Total operating expenses	5,875,299	7,150,683	11,669,638	13,624,901
Interest and other income	36,366	25,433	60,250	39,633
Interest expense	(2,337)	(1,864)	(3,534)	(4,018)
Total interest and other income and interest expense	34,029	23,569	56,716	35,615
Net loss	(5,841,270)	(7,127,114)	(11,612,922)	(13,589,286)
Other comprehensive income (loss), net of tax:				
Unrealized gain (loss) on available for sale securities	332	(36,290)	8,215	(29,210)
Other comprehensive income (loss), net of tax	332	(36,290)	8,215	(29,210)
Comprehensive loss	\$ (5,840,938)	\$ (7,163,404)	\$ (11,604,707)	\$ (13,618,496)
Basic and diluted net loss per common share	\$ (0.06)	\$ (0.08)	\$ (0.12)	\$ (0.16)

The accompanying notes are an integral part of these unaudited financial statements.

PARKERVISION, INC.

STATEMENTS OF CASH FLOWS

(UNAUDITED)

	Three Months Ended		Six Months Ended	
	June 30,	2013	June 30,	2013
	2014		2014	
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net loss	\$ (5,841,270)	\$ (7,127,114)	\$ (11,612,922)	\$ (13,589,286)
Adjustments to reconcile net loss to net cash used in operating activities:				
Depreciation and amortization	314,508	310,145	625,387	618,163
Share-based compensation	1,447,153	2,282,273	3,271,174	4,041,517
Loss on disposal of assets	887	126	887	126
Realized (gain) loss on available for sale securities	(1,014)	(3,085)	6,869	(8,789)
Changes in operating assets and liabilities:				
Prepaid expenses and other assets	94,397	289,707	62,919	59,577
Accounts payable and accrued expenses	(47,197)	49,652	(966,208)	(134,293)
Deferred rent	9,442	(17,320)	61,575	(37,291)
Total adjustments	1,818,176	2,911,498	3,062,603	4,539,010
Net cash used in operating activities	(4,023,094)	(4,215,616)	(8,550,319)	(9,050,276)
CASH FLOWS FROM INVESTING ACTIVITIES:				
Purchase of investments available for sale	(35,347)	(22,347)	(11,561,474)	(14,130,741)
Proceeds from sale of investments	3,405,000	4,185,000	7,205,000	8,820,000
Payments for patent costs and other intangible assets	(256,323)	(141,528)	(414,410)	(310,141)
Purchases of property and equipment	(14,495)	(26,025)	(40,640)	(47,978)
Net cash provided by (used in) investing activities	3,098,835	3,995,100	(4,811,524)	(5,668,860)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Net proceeds from issuance of common stock in public and private offerings	0	0	11,946,365	14,308,428
Net proceeds from exercise of options and warrants	728,054	243,235	1,655,550	447,969
Principal payments on capital lease obligation	(14,148)	(5,621)	(20,436)	(11,036)

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Net cash provided by financing activities	713,906	237,614	13,581,479	14,745,361
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(210,353)	17,098	219,636	26,225
CASH AND CASH EQUIVALENTS, beginning of period	652,686	307,354	222,697	298,227
CASH AND CASH EQUIVALENTS, end of period	\$ 442,333	\$ 324,452	\$ 442,333	\$ 324,452

The accompanying notes are an integral part of these unaudited financial statements.

PARKERVISION, INC.

CONDENSED NOTES TO FINANCIAL STATEMENTS

(UNAUDITED)

1. Description of Business

ParkerVision, Inc. (“we”, the “Company”, or “ParkerVision”) is in the business of innovating fundamental wireless technologies. We design, develop and market our proprietary radio frequency (“RF”) technologies and products for use in semiconductor circuits for wireless communication products. Our business is expected to include licensing of our intellectual property and/or the sale of integrated circuits based on our technology for incorporation into wireless devices designed by our customers. In addition, from time to time, we offer engineering consulting and design services to our customers, for a negotiated fee, to assist them in developing prototypes and/or products incorporating our technologies.

2. Liquidity and Capital Resources

Our future business plans call for continued investment in sales, marketing, customer support and product development for our technologies and products, as well as investment in continued protection of our intellectual property including prosecution of new patents and defense of existing patents. Our ability to generate revenues sufficient to offset costs is subject to securing new product and licensing customers for our technologies, successfully supporting our customers in completing their product designs, and/or successfully protecting or defending our intellectual property.

We expect that revenue, if any, for 2014 will not be sufficient to cover our operational expenses for 2014, and that our expected continued losses and use of cash will be funded from available working capital. In addition, we expect that available working capital will be used for initial production start-up costs, including test programs and production tooling, and for litigation expenses to defend our intellectual property. Our current capital resources include cash and available for sale securities of approximately \$21.8 million at June 30, 2014. These current capital resources are sufficient to meet our working capital needs for 2014, but may not be sufficient to sustain our operations on a longer-term basis and we may require additional capital to fund our operations.

The long-term continuation of our business plan beyond 2014 is dependent upon the generation of sufficient revenues from our technologies and/or products to offset expenses. In the event that we do not generate sufficient revenues, we will be required to obtain additional funding through public or private financing and/or reduce operating costs. Failure to generate sufficient revenues, raise additional capital through debt or equity financings, and/or reduce operating costs could have a material adverse effect on our ability to meet our long-term liquidity needs and achieve our intended long-term business objectives.

3. Basis of Presentation

The accompanying unaudited financial statements for the period ended June 30, 2014 were prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Operating results for the three and six months ended June 30, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014 or future years. All normal and recurring adjustments which, in the opinion of management, are necessary for a fair presentation of the financial condition and results of operations have been included.

The year-end balance sheet data was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America. These interim financial statements should be read in conjunction with our latest Annual Report on Form 10-K for the year ended December 31, 2013.

4. Accounting Policies

In July 2013, the Financial Accounting Standards Board issued Accounting Standards Update 2013-11 Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists (“ASU 2013-11”) to provide guidance on the financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists thereby reducing diversity in practice. The amendments in ASU 2013-11 became effective for the Company on January 1, 2014 and did not have a material impact on the Company’s financial statements.

There have been no other changes in accounting policies from those stated in the Annual Report on Form 10-K for the year ended December 31, 2013.

5. Loss per Common Share

Basic loss per common share is determined based on the weighted-average number of common shares outstanding during each period. Diluted loss per common share is the same as basic loss per common share as all common share equivalents are excluded from the calculation, as their effect is anti-dilutive. The weighted average number of common shares outstanding for the three months ended June 30, 2014 and 2013 were 96,999,397 and 88,436,532, respectively. The weighted average number of common shares outstanding for the six months ended June 30, 2014 and 2013 were 95,359,994 and 85,905,873, respectively.

Options and warrants to purchase 7,649,496 and 9,848,142 shares of common stock were outstanding at June 30, 2014 and 2013, respectively. In addition, unvested restricted stock units (“RSUs”), representing 1,714,825 and 950,136 shares of common stock, were outstanding at June 30, 2014 and 2013, respectively. These options, warrants and RSUs were excluded from the computation of diluted loss per common share as their effect would have been anti-dilutive.

6. Intangible Assets

Intangible assets consist of the following:

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	June 30, 2014		
	Gross Carrying Amount	Accumulated Amortization	Net Book Value
Patents and copyrights	\$ 19,357,430	\$ 10,935,591	\$ 8,421,839
Prepaid licensing fees	574,000	572,444	1,556
	\$ 19,931,430	\$ 11,508,035	\$ 8,423,395

	December 31, 2013		
	Gross Carrying Amount	Accumulated Amortization	Net Book Value
Patents and copyrights	\$ 18,943,020	\$ 10,397,136	\$ 8,545,884
Prepaid licensing fees	574,000	567,452	6,548
	\$ 19,517,020	\$ 10,964,588	\$ 8,552,432

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7. Share-Based Compensation

On June 17, 2014, our shareholders approved amendments to our 2011 Long-Term Equity Incentive Plan (the “2011 Plan”) including an increase to the shares authorized for issuance under the plan from 5,000,000 to 12,000,000 shares. Upon approval of the amendments to our 2011 plan, we also amended our 2000 Performance Incentive Plan (the “2000 Plan”) such that no further awards will be granted under the 2000 Plan.

There has been no material change in the assumptions used to compute the fair value of our equity awards, nor in the method used to account for share-based compensation from those stated in our Annual Report on Form 10-K for the year ended December 31, 2013.

The following table presents share-based compensation expense included in our statements of comprehensive loss for the three and six months ended June 30, 2014 and 2013, respectively:

	Three months ended		Six months ended	
	June 30, 2014	2013	June 30, 2014	2013
Research and development expense	\$ 349,409	\$ 343,246	\$ 733,484	\$ 704,841
Sales and marketing expense	69,574	70,191	143,752	143,857
General and administrative expense	1,028,170	1,868,836	2,393,938	3,192,819
Total share-based expense	\$ 1,447,153	\$ 2,282,273	\$ 3,271,174	\$ 4,041,517

As of June 30, 2014, we had approximately \$1.5 million in unrecognized compensation cost, net of estimated forfeitures, related to unvested share-based compensation awards. This cost is expected to be recognized over a weighted average period of approximately 1.2 years.

For the three-month periods ended June 30, 2014 and 2013, share-based compensation expense above includes approximately \$158,000 and \$1,215,000, respectively, recognized upon vesting of RSUs granted to consultants. For the six-month periods ended June 30, 2014 and 2013, share-based compensation expense above includes

approximately \$633,000 and \$1,836,000, respectively, recognized upon vesting of RSUs granted to consultants. As of June 30, 2014, we have an aggregate of 750,000 performance-based RSUs awarded to consultants that remain unvested. These RSUs vest only upon achievement of certain market conditions, as measured based on the closing price of our common stock during a period ending on the earlier of (i) December 31, 2015 or (ii) thirty days following termination of the related consulting agreement. Upon thirty days' notice, the consulting agreements may be terminated and any unvested portion of the RSUs will be cancelled.

8. Stock Authorization and Issuance

On March 13, 2014, we completed the sale of an aggregate of 2,666,666 shares of our common stock, at a price of \$4.50 per share, to two accredited investors in a private placement transaction pursuant to Rule 506 of Regulation D under the Securities Act of 1933, as amended. The offering represented 2.8% of our outstanding common stock on an after-issued basis. The aggregate net proceeds from this offering, after deduction of offering costs which are recorded to additional-paid-in-capital in the accompanying balance sheets, were approximately \$11.9 million. We filed a registration statement on April 7, 2014 to register the resale of the common stock issued in the private placement transaction. The registration statement became effective on May 1, 2014 (File No. 333-195105). In the event the registration statement ceases to be effective for any continuous period that exceeds 10 consecutive calendar days or more than an aggregate of fifteen calendar days during any 12-month period or any time during the six-month anniversary of the registration date (a "Registration Default"), we shall pay the investors an amount in

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cash equal to 1% of the aggregate purchase price paid for each 30-day period of a Registration Default. The maximum penalty that we may incur under this arrangement is 6% of the aggregate purchase price, or approximately \$720,000 subject to reduction for shares sold or transferred and not held at the penalty determination date. We do not believe that payment under the registration payment arrangement is probable and therefore no related liability has been recorded in the accompanying financial statements.

9. Fair Value Measurements

We have determined the estimated fair value amounts of our financial instruments using available market information. Our assets that are measured at fair value on a recurring basis include the following as of June 30, 2014 and December 31, 2013:

	Total	Fair Value Measurements		
		Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
June 30, 2014:				
Cash and cash equivalents:				
Money market funds	\$ 83,154	\$ 83,154	\$ 0	\$ 0
Available for sale securities:				
Municipal bond mutual funds	\$ 21,315,309	\$ 21,315,309	\$ 0	\$ 0
December 31, 2013:				
Available for sale securities:				

Municipal bond mutual funds	\$ 16,957,489	\$ 16,957,489	\$ 0	\$ 0
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10. Commitments and Contingencies

Legal Proceedings

From time to time, we are subject to legal proceedings and claims which arise in the ordinary course of our business, including those matters discussed below. We believe, based on advice from our outside legal counsel, that the final disposition of such matters will not have a material adverse impact on our financial position, results of operation or liquidity.

ParkerVision vs. Qualcomm, Inc.

On July 20, 2011, we filed a patent infringement action in the United States District Court of the Middle District of Florida against Qualcomm Incorporated (“Qualcomm”) seeking unspecified damages and injunctive relief for infringement of several of our patents related to radio-frequency receivers and the down-conversion of electromagnetic signals. Qualcomm filed a counterclaim against us alleging

invalidity and unenforceability of each of our patents. In October 2013, a jury awarded us \$172.7 million in damages for Qualcomm's direct and indirect infringement of eleven claims of four of our patents. The jury also found that Qualcomm did not prove its claims of invalidity for any of the eleven claims of the four patents in the case, and furthermore found that we did not prove our claims of willfulness, which would have allowed enhancement of the jury-awarded damages. On June 20, 2014, a final district court ruling was issued in which the court denied Qualcomm's motion to overturn the jury's verdict regarding validity of the patents but granted Qualcomm's motion to overturn the jury's verdict of infringement. On June 25, 2014, we filed a notice of appeal with the court to appeal the decision of non-infringement to the U.S. Court of Appeals for the Federal Circuit. The collection of damages from Qualcomm, if any, will be dependent upon the final disposition of this case.

ParkerVision vs. Qualcomm and HTC

On May 1, 2014, we filed a complaint against Qualcomm, Qualcomm Atheros, Inc., HTC Corporation and HTC America, Inc. seeking unspecified damages and injunctive relief for infringement of seven of our patents related to RF up-conversion, systems for control of multi-mode, multi-band communications, baseband innovations including control and system calibration, and wireless protocol conversion. The complaint was filed in the United States District Court of the Middle District of Florida and service of the complaint on the defendants is pending.

RPX and Farmwald vs. ParkerVision

In June 2014, RPX Corporation and Michael Farmwald (collectively, the "Petitioners") filed petitions for Inter Partes review ("IPR") with the United States Patent and Trademark Office ("USPTO") related to three of the four patents in our July 2011 district court case against Qualcomm. In July 2014, the Petitioners filed an additional IPR petition for the fourth patent in the July 2011 district court case against Qualcomm. The USPTO will review the petitions within six months of the filing date and determine whether or not to institute an IPR.

Maxtak Capital Advisors LLC vs. ParkerVision

On December 28, 2011, Maxtak Capital Advisors LLC, Maxtak Partners LP and David Greenbaum (the "Plaintiffs") filed a complaint in the United States District Court of New Jersey against us, our chief executive officer, Jeffrey Parker and one of our directors, Robert Sterne, alleging common law fraud and negligent misrepresentation of material facts concerning the effectiveness of our technology and our success in securing customers. The Plaintiffs were seeking unspecified damages, including attorneys' fees and costs. In October 2012, the court granted our motion to transfer the case to the Middle District of Florida where discovery commenced.

In July 2014, we conducted a demonstration of our d2p technology for the Plaintiffs. As a result of the demonstration and the discovery conducted to date, the parties entered into a confidential resolution of this action. In connection with the resolution, the Plaintiffs stated that they agree and acknowledge that the d2p technology works in a manner consistent with our representations during the period covered by the litigation. The Plaintiffs further agreed and acknowledged that their allegations with regard to the efficacy of the d2p technology and all statements in their complaint attributed to or based upon the pvnotes website, Michael Farmwald, Barbara Paldus, Alfred Riddle, Steven Cripps and Joy Laskar with regard to the efficacy of our d2p technology are without merit. The financial terms of the confidential resolution will have no impact on our financial position, results of operations or liquidity.

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

Forward-Looking Statements

We believe that it is important to communicate our future expectations to our shareholders and to the public. This report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, including, in particular, statements about our future plans, objectives, and expectations contained in this Item. When used in this report and in future filings by us with the Securities and Exchange Commission ("SEC"), the words or phrases "expects", "will likely result", "will continue", "is anticipated", "estimated" or similar expressions are intended to identify "forward-looking statements." Readers are cautioned not to place undue reliance on such forward-looking statements, each of which speaks only as of the date made. Such statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results and those presently anticipated or projected, including the risks and uncertainties identified in our annual report on Form 10-K for the fiscal year ended December 31, 2013 (the "Annual Report") and in this Item 2 of Part I of this quarterly report. Examples of such risks and uncertainties include general economic and business conditions, competition, unexpected changes in technologies and technological advances, the timely development and commercial acceptance of new products and technologies, reliance on key business and sales relationships, reliance on our intellectual property, the outcome of our intellectual property litigation and the ability to obtain adequate financing in the future. We have no obligation to publicly release the results of any revisions which may be made to any forward-looking statements to reflect anticipated events or circumstances occurring after the date of such statements.

Corporate Website

We webcast our earnings calls and certain events we participate in or host with members of the investment community in the investor relations section of our website. Additionally, we announce investor information, including news and commentary about our business, financial performance and related matters, SEC filings, notices of investor events, and our press and earnings releases, in the investor relations section of our website (<http://ir.parkervision.com>). Investors and others can receive notifications of new information posted in the investor relations section in real time by signing up for email alerts and/or RSS feeds. Further corporate governance information, including our governance guidelines, board committee charters, and code of conduct, is also available in the investor relations section of our website under the heading "Corporate Governance." The content of our website is not incorporated by reference into this quarterly report or in any other report or document we file with the SEC, and any references to our website are intended to be inactive textual references only.

Overview

We are in the business of innovating fundamental wireless technologies. We design, develop and market our proprietary radio frequency ("RF") technologies and products for use in semiconductor circuits for wireless communication products.

We have a three-part growth strategy that includes intellectual property licensing and/or product ventures, intellectual property enforcement, and product and component development, manufacturing and sales. We have launched a licensing/product venture campaign to explore licensing and joint product development opportunities with wireless communications companies that make, use or sell chipsets and/or products that incorporate RF technology. In February 2014, we engaged the intellectual property firm of 3LP Advisors, LLC (“3LP”) to assist in managing our licensing operations. We believe there are a number of wireless communications companies that can benefit from the use of the RF technologies we have developed, whether through a license or, in certain cases, a joint product venture that would include licensing rights. We will pay 3LP success fees as a percentage of net proceeds received by us for licensing and licensing-related transactions. During the first 12 months of the term of their engagement,

we will also pay 3LP a monthly retainer, one-half of which will be offset against success fees earned by 3LP.

From time to time we expect to be involved in litigation in order to protect or defend our intellectual property rights. Since 2011, we have been involved in patent infringement litigation against Qualcomm Incorporated (“Qualcomm”) for their unauthorized use of our receiver technology. In October 2013, a jury awarded us \$172.7 million in past damages for Qualcomm’s infringement of four of our patents. In June 2014, the district court issued its final ruling overturning the jury’s infringement decision. We have appealed this decision to the U.S. Court of Appeals. In May 2014, we filed a second patent infringement litigation action against Qualcomm, as well as their customer, HTC, for their infringement of seven patents related to different technologies of ours. In June 2014, RPX Corporation and Michael Farmwald filed petitions for Inter Partes review with the U.S. Patent and Trademark Office challenging the four patents in our initial Qualcomm infringement case. Refer to “Legal Proceedings” in Note 10 to our financial statements included in Item 1 for a complete discussion of the proceedings in these matters. Litigation is inherently uncertain, and as such, we cannot predict the ultimate outcome of these matters. The unfavorable resolution of one or more of these matters could adversely affect our future business plans.

The law firm of McKool Smith is representing us in both Qualcomm infringement actions on a partial contingency basis. We believe there are funding opportunities available to us for financing our portion of the litigation fees for the May 2014 patent infringement action in return for an additional contingent share of any damages awarded in the case, should we determine that such financing is prudent. We expect to continue to incur a portion of the legal costs related to the initial Qualcomm case, including the fees and costs for appellate counsel, and legal costs to defend against the IPR actions.

Our product development and marketing efforts are focused on our RF technologies in mobile and other communications industries that use RF. We have developed and are actively marketing a number of RF component products to industries that presently use less highly integrated semiconductors than would typically be found in mobile wireless applications. These are applications such as industrial, infrastructure, and military devices. In addition, we are working on the continued development and marketing of RF integrated circuits that function with VIA Telecom’s baseband products for mobile handset customers.

Since 2005, we have generated no product or royalty revenue from our wireless technologies. We have made significant investments in developing and protecting our technologies and products, the returns on which are dependent upon the generation of future revenues for realization.

Liquidity and Capital Resources

On March 13, 2014, we completed the sale of an aggregate of 2,666,666 shares of our common stock, at a price of \$4.50 per share, to two accredited investors in a private placement transaction pursuant to Rule 506 of Regulation D under the Securities Act of 1933, as amended. The offering represented 2.8% of our outstanding common stock on an after-issued basis. The aggregate net proceeds from this offering, after deduction of offering costs, were approximately \$11.9 million and will be used for general working capital purposes. We filed a registration statement on April 7, 2014 to register the resale of the common stock issued in the private placement transaction. The

registration statement became effective on May 1, 2014 (File No. 333-195105).

As of June 30, 2014, we had working capital of approximately \$20.7 million which represented an increase of approximately \$5.5 million from working capital at December 31, 2013. This increase in working capital is a result of approximately \$11.9 million in net proceeds from the March 2014 offering and approximately \$1.7 million in proceeds from the exercise of stock options and warrants, less approximately \$8.6 million to fund operations and approximately \$0.5 million used for patents and fixed assets during the first six months of 2014.

Our future business plans call for continued investment in sales, marketing, customer support and product development for our technologies and products, as well as investment in continued protection of our intellectual property, including the prosecution of new patents and defense of existing patents. Our ability to generate revenues sufficient to offset costs is subject to our ability to successfully support our customers in completing their initial product designs incorporating our technologies, our ability to secure a reasonable share of the market through additional product offerings with our customers, our ability to secure new customers for our products or technologies, and/or our ability to defend our intellectual property.

Revenue generated from technology licenses and/or the sale of RF chipsets or component products, if any, in 2014 may not be sufficient to cover our operational expenses, and we expect that our continued losses and use of cash will be funded from available working capital. In addition, we expect that available working capital will be used for initial production start-up costs, including test programs and production tooling, and for litigation expenses to defend our intellectual property.

We believe our current capital resources are sufficient to support our currently projected liquidity requirements through 2014 and beyond. The long-term continuation of our business plan is dependent upon the generation of sufficient revenues from our technologies and/or products to offset expenses. In the event that we do not generate sufficient revenues, we will be required to obtain additional funding through public or private financing and/or reduce operating costs. Failure to generate sufficient revenues, raise additional capital through debt or equity financings, and/or reduce operating costs could have a material adverse effect on our ability to meet our long-term liquidity needs and achieve our intended long-term business objectives.

Results of Operations for Each of the Three and Six Months Ended June 30, 2014 and 2013

Revenue and Gross Margin

We had no product or royalty revenue for the three and six months ended June 30, 2014 and 2013.

Revenue from litigation awards, including settlements, if any, will be recognized upon final disposition of the litigation, including the outcome of any settlement discussions and/or appeals. Refer to "Legal Proceedings" in note 10 for further discussion of our patent infringement litigation against Qualcomm and others.

Research and Development Expenses

Research and development expenses consist primarily of engineering and related management and support personnel costs; fees for outside engineering design services which we use from time to time to supplement our internal resources; amortization and depreciation expense related to our patents and other assets used in product development; prototype production and materials costs