ROSETTA STONE INC
Form 10-Q
August 08, 2017
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q
QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2017
Commission file number: 1-34283
Rosetta Stone Inc.
(Exact name of registrant as specified in its charter)

Delaware (State of incorporation)	043837082 (I.R.S. Employer Identification No.)
1621 North Kent Street, Suite 1200 Arlington, Virginia (Address of principal executive offices)	22209 (Zip Code)

703-387-5800
(Registrant’s telephone number, including area code)

N/A
(Former name or former address, 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 ý No o
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, 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 ý No o
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	Accelerated filer	Non-accelerated filer	Smaller reporting company	Emerging growth company
o	ý	o	o	o
		(Do not check if a smaller reporting company)		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No ý
Indicate the number of shares outstanding of each of the issuer’s classes of stock, as of the latest practicable date.
As of August 2, 2017, there were 22,285,515 shares of the registrant’s Common Stock, $.00005 par value, outstanding.

ROSETTA STONE INC.

Table of Contents

		Page
PART I. FINANCIAL INFORMATION		
Item 1	Financial Statements (unaudited)	3
Item 2	Management's Discussion and Analysis of Financial Condition and Results of Operations	36
Item 3	Quantitative and Qualitative Disclosures About Market Risk	55
Item 4	Controls and Procedures	55
PART II. OTHER INFORMATION		
Item 1	Legal Proceedings	57
Item 1A	Risk Factors	57
Item 2	Unregistered Sales of Equity Securities and Use of Proceeds	72
Item 3	Defaults Upon Senior Securities	72
Item 4	Mine Safety Disclosures	72
Item 5	Other Information	72
Item 6	Exhibits	73
Signatures		74

Table of Contents

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements
ROSETTA STONE INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except per share amounts)
(unaudited)

	June 30, 2017	December 31, 2016
Assets		
Current assets:		
Cash and cash equivalents	$26,367	$ 36,195
Restricted cash	41	402
Accounts receivable (net of allowance for doubtful accounts of $547 and $1,072, at June 30, 2017 and December 31, 2016, respectively)	27,980	31,788
Inventory	5,851	6,767
Deferred sales commissions	12,631	14,085
Prepaid expenses and other current assets	4,626	3,813
Total current assets	77,496	93,050
Deferred sales commissions	3,488	4,143
Property and equipment, net	26,670	24,795
Goodwill	49,197	48,251
Intangible assets, net	21,037	22,753
Other assets	1,014	1,318
Total assets	$178,902	$ 194,310
Liabilities and stockholders' deficit		
Current liabilities:		
Accounts payable	$9,476	$ 10,684
Accrued compensation	7,444	10,777
Income tax payable	564	785
Obligations under capital lease	422	532
Other current liabilities	16,943	22,150
Deferred revenue	98,582	113,821
Total current liabilities	133,431	158,749
Deferred revenue	35,965	27,636
Deferred income taxes	6,801	6,173
Obligations under capital lease	1,975	2,027
Other long-term liabilities	789	1,384
Total liabilities	178,961	195,969
Commitments and contingencies (Note 15)		
Stockholders' deficit:		
Preferred stock, $0.001 par value; 10,000 and 10,000 shares authorized, zero and zero shares issued and outstanding at June 30, 2017 and December 31, 2016, respectively	—	—
Non-designated common stock, $0.00005 par value, 190,000 and 190,000 shares authorized, 23,790 and 23,451 shares issued and 22,790 and 22,451 shares outstanding at June 30, 2017 and December 31, 2016, respectively	2	2
Additional paid-in capital	192,774	190,827
Accumulated loss	(178,025)	(177,344)
Accumulated other comprehensive loss	(3,375)	(3,709)

Treasury stock, at cost, 1,000 and 1,000 shares at June 30, 2017 and December 31, 2016, respectively	(11,435)	(11,435)
Total stockholders' deficit	(59)	(1,659)
Total liabilities and stockholders' deficit	$178,902	$ 194,310

See accompanying notes to consolidated financial statements

3

Table of Contents

ROSETTA STONE INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Revenue:				
Subscription and service	$41,985	$37,757	$83,435	$75,728
Product	$3,920	$7,959	10,163	17,990
Total revenue	45,905	45,716	93,598	93,718
Cost of revenue:				
Cost of subscription and service revenue	6,058	5,575	12,592	10,978
Cost of product revenue	1,533	2,389	3,140	5,034
Total cost of revenue	7,591	7,964	15,732	16,012
Gross profit	38,314	37,752	77,866	77,706
Operating expenses:				
Sales and marketing	24,037	28,740	48,205	59,533
Research and development	6,348	6,748	12,762	13,319
General and administrative	8,594	10,118	16,619	20,895
Impairment	—	2,902	—	2,902
Lease abandonment and termination	—	30	—	30
Total operating expenses	38,979	48,538	77,586	96,679
Income (loss) from operations	(665)	(10,786)	280	(18,973)
Other income and (expense):				
Interest income	17	10	30	23
Interest expense	(130)	(121)	(245)	(233)
Other income and (expense)	425	927	736	2,155
Total other income and (expense)	312	816	521	1,945
Income (loss) before income taxes	(353)	(9,970)	801	(17,028)
Income tax expense (benefit)	782	(992)	1,482	(543)
Net loss	$(1,135)	$(8,978)	$(681)	$(16,485)
Loss per share:				
Basic	$(0.05)	$(0.41)	$(0.03)	$(0.75)
Diluted	$(0.05)	$(0.41)	$(0.03)	$(0.75)
Common shares and equivalents outstanding:				
Basic weighted average shares	22,248	21,948	22,187	21,908
Diluted weighted average shares	22,248	21,948	22,187	21,908

See accompanying notes to consolidated financial statements

Table of Contents

ROSETTA STONE INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(in thousands)
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Net loss	$(1,135)	$(8,978)	$(681)	$(16,485)
Other comprehensive gain (loss), net of tax:				
Foreign currency translation gain (loss)	377	(732)	334	(1,209)
Other comprehensive gain (loss)	377	(732)	334	(1,209)
Comprehensive loss	$(758)	$(9,710)	$(347)	$(17,694)

See accompanying notes to consolidated financial statements

Table of Contents

ROSETTA STONE INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Six Months Ended June 30, 2017	Six Months Ended June 30, 2016
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$(681)	$(16,485)
Adjustments to reconcile net loss to cash used in operating activities:		
Stock-based compensation expense	1,506	1,818
Gain on foreign currency transactions	(452)	(2,343)
Bad debt (recovery) expense	(300)	280
Depreciation and amortization	6,062	6,586
Deferred income tax expense	630	508
Loss on disposal of equipment	—	36
Amortization of deferred financing fees	156	132
Loss on impairment	—	2,902
Loss from equity method investments	100	40
Gain on sale of subsidiary	(506)	—
Net change in:		
Restricted cash	372	(360)
Accounts receivable	4,195	12,089
Inventory	932	(622)
Deferred sales commissions	2,127	1,981
Prepaid expenses and other current assets	(671)	(1,703)
Income tax receivable or payable	(245)	(1,190)
Other assets	192	326
Accounts payable	(1,254)	(1,630)
Accrued compensation	(3,397)	1,661
Other current liabilities	(5,652)	(5,921)
Other long-term liabilities	(485)	(163)
Deferred revenue	(7,257)	(10,367)
Net cash used in operating activities	(4,628)	(12,425)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment	(5,393)	(5,934)
Proceeds from sale of fixed assets	2	38
Proceeds from the sale of subsidiary	110	—
Net cash used in investing activities	(5,281)	(5,896)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from the exercise of stock options	441	37
Payment of deferred financing costs	(143)	(100)
Payments under capital lease obligations	(344)	(338)
Net cash used in financing activities	(46)	(401)
Decrease in cash and cash equivalents	(9,955)	(18,722)
Effect of exchange rate changes in cash and cash equivalents	127	645
Net decrease in cash and cash equivalents	(9,828)	(18,077)
Cash and cash equivalents—beginning of period	36,195	47,782
Cash and cash equivalents—end of period	$26,367	$29,705

SUPPLEMENTAL CASH FLOW DISCLOSURE:		
Cash paid during the periods for:		
Interest	$89	$100
Income taxes, net of refunds	$1,037	$153
Noncash financing and investing activities:		
Accrued liability for purchase of property and equipment	$690	$579
Equipment acquired under capital lease	$—	$27

See accompanying notes to consolidated financial statements

ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. NATURE OF OPERATIONS

Rosetta Stone Inc. and its subsidiaries ("Rosetta Stone," or the "Company") develop, market and support a suite of language-learning and literacy solutions consisting of perpetual software products, web-based software subscriptions, online and professional services, audio practice products and mobile applications. The Company's offerings are sold on a direct basis and through select third party retailers and distributors. The Company provides its solutions to customers through the sale of packaged software and web-based software subscriptions, domestically and in certain international markets.

In March 2016, the Company announced the withdrawal of direct sales presence in almost all of its non-U.S. and non-northern European geographies related to the distribution of the Enterprise & Education Language offerings (the "2016 Restructuring Plan"). Where appropriate, the Company seeks to operate through partners in the geographies being exited. The Company has also initiated processes to close the software development operations in France and China. See Note 2 "Summary of Significant Accounting Policies," Note 13 "Restructuring," Note 16 "Segment Information" and Item 2 "Management's Discussion and Analysis of Financial Condition and Results of Operations" within Part 1 for additional information about these strategic undertakings and the associated impact to the Company's financial statements and financial results.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Rosetta Stone Inc. and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Basis of Presentation

The accompanying consolidated financial statements are unaudited. These unaudited interim consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and applicable rules and regulations of the Securities and Exchange Commission ("SEC") regarding interim financial reporting. Certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. Accordingly, these interim consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company’s most recent Annual Report on Form 10-K filed with the SEC on March 14, 2017. The June 30, 2017 consolidated balance sheet included herein includes account balances as of December 31, 2016 that were derived from the audited financial statements as of that date. The Consolidated Financial Statements and the Notes to the Consolidated Financial Statements do not include all disclosures required for annual financial statements and notes.

The unaudited interim consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, necessary for the fair presentation of the Company’s statement of financial position at June 30, 2017 and December 31, 2016, the Company’s results of operations for the three and six months ended June 30, 2017 and 2016 and its cash flows for the six months ended June 30, 2017 and 2016 have been made. The results for the three and six months ended June 30, 2017 are not necessarily indicative of the results to be expected for the year ending December 31, 2017. All references to June 30, 2017 or to the three and six months ended June 30, 2017 and 2016 in the notes to the consolidated financial statements are unaudited.

Use of Estimates

The preparation of financial statements in accordance with GAAP requires management to make certain estimates and assumptions. The amounts reported in the consolidated financial statements include significant estimates and assumptions that have been made, including, but not limited to, those related to revenue recognition, allowance for doubtful accounts, estimated sales returns and reserves, stock-based compensation, restructuring costs, fair value of intangibles and goodwill, disclosure of contingent assets and liabilities, disclosure of contingent litigation, allowance for valuation of deferred tax assets, and the Company's quarterly going concern assessment. The Company bases its estimates and assumptions on historical experience and on various other judgments that are believed to be reasonable under the circumstances. The Company continuously evaluates its estimates and assumptions. Actual results may differ from these estimates and assumptions.

Revenue Recognition

The Company's primary sources of revenue are web-based software subscriptions, online services, perpetual product software, and bundles of perpetual product software and online services. The Company also generates revenue from the sale of audio practice products, mobile applications, and professional services. Revenue is recognized when all of the following criteria are met: there is persuasive evidence of an arrangement; the product has been delivered or services have been rendered; the fee is fixed or determinable; and collectability is reasonably assured. Revenue is recorded net of discounts and net of taxes.

The Company identifies the units of accounting contained within sales arrangements in accordance with Accounting Standards Codification ("ASC") subtopic 605-25, Revenue Recognition - Multiple Element Arrangements ("ASC 605-25"). In doing so, the Company evaluates a variety of factors including whether the undelivered element(s) have value to the customer on a stand-alone basis or if the undelivered element(s) could be sold by another vendor on a stand-alone basis.

For multiple element arrangements that contain perpetual software products and related online services, the Company allocates the total arrangement consideration to its deliverables based on the existence of vendor-specific objective evidence of fair value, or vendor-specific objective evidence ("VSOE"), in accordance with ASC subtopic 985-605-25, Software: Revenue Recognition-Multiple-Element Arrangements ("ASC 985-605-25"). The Company generates a portion of its Consumer revenue from the CD and digital download formats of the Rosetta Stone language-learning product which are typically multiple-element arrangements that contain two deliverables: perpetual software, delivered at the time of sale, and online service, which is considered an undelivered software-related element. The online service includes access to conversational coaching services. Because the Company only sells the perpetual language-learning software on a stand-alone basis in its homeschool version, the Company does not have a sufficient concentration of stand-alone sales to establish VSOE for the perpetual product. Where VSOE of the undelivered online services can be established, arrangement consideration is allocated using the residual method. The Company determines VSOE by reference to the range of comparable stand-alone renewal sales of the online service. The Company reviews these stand-alone sales on a quarterly basis. VSOE is established if at least 80% of the stand-alone sales are within a range of plus or minus 15% of a midpoint of the range of prices, consistent with generally accepted industry practice. Where VSOE of the undelivered online services cannot be established, revenue is deferred and recognized commensurate with the delivery of the online services.

For non-software multiple element arrangements the Company allocates revenue to all deliverables based on their relative selling prices. The Company's non-software multiple element arrangements primarily occur as sales to its Enterprise & Education Language and Literacy customers, and to a lesser extent its Consumer customers. These arrangements can include web-based subscription services, audio practice products and professional services or any combination thereof. The Company does not have a sufficient concentration of stand-alone sales of the various deliverables noted above to its customers, and therefore cannot establish VSOE for each deliverable. Third party evidence of fair value does not exist for the web-based subscription, audio practice products and professional services due to the lack of interchangeable language-learning products and services within the market. Accordingly, the Company determines the relative selling price of the web-based subscription, audio practice products and professional services deliverables included in its non-software multiple-element arrangements using the best estimated selling price. The Company determines the best estimated selling price based on its internally published price list which includes suggested sales prices for each deliverable based on the type of client and volume purchased. This price list is derived from past experience and from the expectation of obtaining a reasonable margin based on what each deliverable costs the Company.

In the U.S. and Canada, the Company offers consumers who purchase packaged software and audio practice products directly from the Company a 30-day, unconditional, full money-back refund. The Company also permits some of our retailers and distributors to return unsold packaged products, subject to certain limitations. In accordance with ASC subtopic 985-605, Software: Revenue Recognition ("ASC 985-605"), the Company estimates and establishes revenue reserves for packaged product returns at the time of sale based on historical return rates, estimated channel inventory levels, the timing of new product introductions and other factors.

The Company distributes its products and services both directly to the end customer and indirectly through resellers. Resellers earn commissions generally calculated as a fixed percentage of the gross sale to the end customer. The Company evaluates each of its reseller relationships in accordance with ASC subtopic 605-45, Revenue Recognition - Principal Agent Considerations ("ASC 605-45") to determine whether the revenue recognized from indirect sales should be the gross amount of the contract with the end customer or reduced for the reseller commission. In making this determination the Company evaluates a variety of factors including whether it is the primary obligor to the end customer.

Revenue for web-based subscriptions and online services is recognized ratably over the term of the subscription or service period, assuming all revenue recognition criteria have been met. The CD and digital download formats of Rosetta Stone language-learning products are bundled with an online service where customers are allowed to begin their online services at any point during a registration window, which is typically up to six months from the date of purchase from us or an authorized reseller. The online services that are not activated during this registration window are forfeited and revenue is recognized upon expiry. Revenue from non-refundable upfront fees that are not related to products already delivered or services already performed is deferred and recognized ratably over the term of the related arrangement because the period over which a customer is expected to benefit from the service that is included within our subscription arrangements does not extend beyond the contractual period. Accounts receivable and deferred revenue are recorded at the time a customer enters into a binding subscription agreement.

Software products are sold to end user customers and resellers. In many cases, revenue from sales to resellers is not contingent upon resale of the software to the end user and is recorded in the same manner as all other product sales. Revenue from sales of packaged software products and audio practice products is recognized as the products are shipped and title passes and risks of loss have been transferred. For many product sales, these criteria are met at the time the product is shipped. For some sales to resellers and certain other sales, the Company defers revenue until the customer receives the product because the Company legally retains a portion of the risk of loss on these sales during transit. In other cases where packaged software products are sold to resellers on a consignment basis, revenue is recognized for these consignment transactions once the end user sale has occurred, assuming the remaining revenue recognition criteria have been met. In accordance with ASC subtopic 605-50, Revenue Recognition: Customer Payments and Incentives (“ASC 605-50”), cash sales incentives to resellers are accounted for as a reduction of revenue, unless a specific identified benefit is identified and the fair value is reasonably determinable. Price protection for changes in the manufacturer suggested retail value granted to resellers for the inventory that they have on hand at the date the price protection is offered is recorded as a reduction to revenue at the time of sale.

The Company offers customers the ability to make payments for packaged software purchases in installments over a period of time, which typically ranges between three and five months. Given that these installment payment plans are for periods less than 12 months, a successful collection history has been established and these fees are fixed and determinable, revenue is recognized at the time of sale, assuming the remaining revenue recognition criteria have been met.

In connection with packaged software product sales and web-based software subscriptions, technical support is provided to customers, including customers of resellers, via telephone support at no additional cost for up to six months from the time of purchase. As the fee for technical support is included in the initial licensing fee, the technical support and services are generally provided within one year, the estimated cost of providing such support is deemed insignificant and no unspecified upgrades/enhancements are offered, technical support revenue is recognized together with the software product and web-based software subscription revenue. Costs associated with technical support are accrued at the time of sale.

Sales commissions from non-cancellable web-based software subscription contracts are deferred and amortized in proportion to the revenue recognized from the related contract.

Restructuring Costs

In recent periods, the Company has announced and initiated actions to reduce headcount and other costs in order to support its strategic shift in business focus. In connection with these plans, the Company incurred restructuring related costs, including employee severance and related benefit costs, contract termination costs, and other related costs. These costs are included in Cost of sales and the Sales and marketing, Research and development, and General and administrative operating expense categories in the Company's statements of operations.

Employee severance and related benefit costs primarily include cash payments, outplacement services, continuing health insurance coverage, and other benefits. Where no substantive involuntary termination plan previously exists, these severance costs are generally considered “one-time” benefits and recognized at fair value in the period in which a detailed plan has been approved by management and communicated to the terminated employees. Severance costs pursuant to ongoing benefit arrangements, including termination benefits provided for in existing employment contracts, are recognized when probable and reasonably estimable.

Contract termination costs include penalties to cancel certain service and license contracts and costs to terminate operating leases. Contract termination costs are recognized at fair value in the period in which the contract is terminated in accordance with the contract terms.

Table of Contents
ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other related costs generally include external consulting and legal costs associated with the strategic shift in business focus. Such costs are recognized at fair value in the period in which the costs are incurred. See Note 13 "Restructuring" for additional disclosures.

Income Taxes

The Company accounts for income taxes in accordance with ASC topic 740, Income Taxes ("ASC 740"), which provides for an asset and liability approach to accounting for income taxes. Deferred tax assets and liabilities represent the future tax consequences of the differences between the financial statement carrying amounts of assets and liabilities versus the tax basis of assets and liabilities. Under this method, deferred tax assets are recognized for deductible temporary differences, and operating loss and tax credit carryforwards. Deferred liabilities are recognized for taxable temporary differences. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The impact of tax rate changes on deferred tax assets and liabilities is recognized in the year that the change is enacted.

Deferred Tax Valuation Allowance

The Company has recorded a valuation allowance offsetting certain of its deferred tax assets as of June 30, 2017. When measuring the need for a valuation allowance on a jurisdiction by jurisdiction basis, the Company assesses both positive and negative evidence regarding whether these deferred tax assets are realizable. In determining deferred tax assets and valuation allowances, the Company is required to make judgments and estimates related to projections of profitability, the timing and extent of the utilization of temporary differences, net operating loss carryforwards, tax credits, applicable tax rates, transfer pricing methodologies and tax planning strategies. The valuation allowance is reviewed quarterly and is maintained until sufficient positive evidence exists to support a reversal. Because evidence such as the Company’s operating results during the most recent three-year period is afforded more weight than forecasted results for future periods, the Company’s cumulative loss in certain jurisdictions represents significant negative evidence in the determination of whether deferred tax assets are more likely than not to be utilized in certain jurisdictions. This determination resulted in the need for a valuation allowance on the deferred tax assets of certain jurisdictions. The Company will release this valuation allowance when it is determined that it is more likely than not that its deferred tax assets will be realized. Any future release of valuation allowance may be recorded as a tax benefit increasing net income.

Fair Value of Financial Instruments

The Company values its assets and liabilities using the methods of fair value as described in ASC topic 820, Fair Value Measurements and Disclosures, ("ASC 820"). ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The three levels of fair value hierarchy are described below:

Level 1: Quoted prices for identical instruments in active markets.

Level 2: Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3: Significant inputs to the valuation model are unobservable.

The carrying amounts reported in the consolidated balance sheets for cash and cash equivalents, restricted cash, accounts receivable, accounts payable and other accrued expenses approximate fair value due to relatively short periods to maturity.

Divestitures

The Company deconsolidates divested subsidiaries when there is a loss of control or when appropriate when evaluated under the variable interest entity model. The Company recognizes a gain or loss at divestiture equal to the difference between the fair value of any consideration received and the carrying amount of the former subsidiary’s assets and liabilities. Any resulting gain or loss is reported in "Other income and (expense)" on the consolidated statement of operations.

10

Table of Contents

ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Stock-Based Compensation

The Company accounts for its stock-based compensation in accordance with ASC topic 718, Compensation—Stock Compensation ("ASC 718"). Under ASC 718, all stock-based awards, including employee stock option grants, are recorded at fair value as of the grant date. For options granted with service and/or performance conditions, the fair value of each grant is estimated on the date of grant using the Black-Scholes option pricing model. For options granted with market-based conditions, the fair value of each grant is estimated on the date of grant using the Monte-Carlo simulation model. These methods require the use of estimates, including future stock price volatility, expected term and forfeitures.

As the Company does not have sufficient historical option exercise experience that spans the full 10-year contractual term for determining the expected term of options granted, the Company estimates the expected term of options using a combination of historical information and the simplified method for estimating the expected term. The Company uses its own historical stock price data to estimate its forfeiture rate and expected volatility over the most recent period commensurate with the estimated expected term of the awards. For the risk-free interest rate, the Company uses a U.S. Treasury Bond rate consistent with the estimated expected term of the option award.

The Company’s restricted stock and restricted stock unit grants are accounted for as equity awards. Stock compensation expense associated with service-based equity awards is recognized in the statement of operations on a straight-line basis over the requisite service period, which is the vesting period. For equity awards granted with performance-based conditions, stock compensation expense is recognized in the statement of operations ratably for each vesting tranche based on the probability that operating performance conditions will be met and to what extent. Changes in the probability estimates associated with performance-based awards will be accounted for in the period of change using a cumulative catch-up adjustment to retroactively apply the new probability estimates. In any period in which the Company determines that achievement of the performance metrics is not probable, the Company ceases recording compensation expense and all previously recognized compensation expense for the performance-based award is reversed. For equity awards granted with market-based conditions, stock compensation expense is recognized in the statement of operations ratably for each vesting tranche regardless of meeting or not meeting the market conditions. See Note 11 "Stock-Based Compensation" for additional disclosures.

Foreign Currency Translation and Transactions

The functional currency of the Company's foreign subsidiaries is their local currency. Accordingly, assets and liabilities of the foreign subsidiaries are translated into U.S. dollars at exchange rates in effect on the balance sheet date. Income and expense items are translated at average rates for the period. Translation adjustments are recorded as a component of other comprehensive loss in stockholders' deficit.

Cash flows of consolidated foreign subsidiaries, whose functional currency is their local currency, are translated to U.S. dollars using average exchange rates for the period. The Company reports the effect of exchange rate changes on cash balances held in foreign currencies as a separate item in the reconciliation of the changes in cash and cash equivalents during the period.

The following table presents the effect of exchange rate changes on total comprehensive loss (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Net loss	$(1,135)	$(8,978)	$(681)	$(16,485)
Foreign currency translation gain (loss)	377	(732)	334	(1,209)
Comprehensive loss	$(758)	$(9,710)	$(347)	$(17,694)

Comprehensive Loss

Comprehensive loss consists of net loss and other comprehensive income (loss). Other comprehensive income (loss) refers to revenues, expenses, gains, and losses that are not included in net loss, but rather are recorded directly in stockholders' deficit. For the three and six months ended June 30, 2017 and 2016, the Company's comprehensive loss consisted of net loss and foreign currency translation gains and (losses).

Upon sale of an investment in a foreign entity, the amount attributable to the accumulated translation adjustment component of that foreign entity is removed as a component of other comprehensive income (loss) and reported as part of the gain or loss on the sale of the investment. During the period ended June 30, 2017, a transfer of $0.1 million was made from accumulated other comprehensive income (loss) and recognized as a loss within net loss related to the sale of a foreign subsidiary.

Components of accumulated other comprehensive loss as of June 30, 2017 are as follows (in thousands):

	Foreign Currency	Total
Balance at beginning of period on January 1, 2017	$(3,709)	$(3,709)
Other comprehensive income before reclassifications	430	430
Amounts reclassified from accumulated other comprehensive income related to the sale of a foreign subsidiary	(96)	(96)
Net current period other comprehensive income	334	334
Accumulated other comprehensive loss at June 30, 2017	$(3,375)	$(3,375)

The other comprehensive income (loss) presented in the consolidated financial statements and the notes are presented net of tax. There has been no tax expense or benefit associated with the components of other comprehensive income (loss) due to the presence of a full valuation allowance for each of the three and six months ended June 30, 2017 and 2016.

Advertising Costs

Costs for advertising are expensed as incurred. Advertising expenses for the three months ended June 30, 2017 and June 30, 2016 was $6.2 million and $8.9 million, respectively. Advertising expense for the six months ended June 30, 2017 and June 30, 2016 was $12.8 million and $18.5 million, respectively.

Going Concern Assessment

The Company performs its quarterly going concern assessment in accordance with ASC sub-topic 205-40, Presentation of Financial Statements - Going Concern ("ASC 205-40"). Under ASC 205-40, management is required to assess the Company's ability to continue as a going concern. As further described in the discussion below, the Company has concluded, based on its projections, that its cash balance, funds available from its line of credit, and its cash flow from operations are sufficient to meet its liquidity needs through the one year period following the financial statement issuance date.

The financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Management has evaluated whether relevant conditions or events, considered in the aggregate, indicate that there is substantial doubt about the Company's ability to continue as a going concern. Substantial doubt exists when conditions and events, considered in the aggregate, indicate it is probable that the Company will be unable to meet its obligations as they become due within one year after the financial statement issuance date. The assessment is based on the relevant conditions that are known or reasonable knowable as of August 8, 2017.

The assessment of the Company's ability to meet its future obligations is inherently judgmental, subjective and susceptible to change. The inputs that are considered important in the Company's going concern analysis, include, but are not limited to, the Company's 2017 cash flow forecast, 2017 operating budget, and long-term plan that extends beyond 2017. These inputs consider information including, but not limited to, the Company’s financial condition, liquidity sources, obligations due within one year after the financial statement issuance date, funds necessary to maintain operations, and financial conditions, including negative financial trends or other indicators of possible financial difficulty.

The Company has considered both quantitative and qualitative factors as part of the assessment that are known or reasonably knowable as of August 8, 2017, and concluded that conditions and events considered in the aggregate, do not indicate that it is probable that the Company will be unable to meet obligations as they become due through the one year period following the financial statement issuance date.

Recently Issued Accounting Standards

During 2017, the Company adopted the following recently issued Accounting Standard Updates ("ASU"):

In March 2016, the Financial Accounting Standards Board ("FASB") issued ASU No. 2016-09, Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting ("ASU 2016-09"). Under ASU 2016-09, accounting for share-based payment award transactions was simplified related to the accounting for (a) income tax effects; (b) minimum statutory tax withholding requirements; (c) and forfeitures. ASU 2016-09 is effective for public entities

Table of Contents

in annual periods beginning after December 15, 2016, including interim periods within those annual periods. Early adoption is permitted. The Company adopted this ASU as of January 1, 2017. Due to the historical cumulative shortfall position, the adoption of ASU 2016-09 did not result in a cumulative-effect adjustment to retained earnings. ASU 2016-09 allows for an entity-wide accounting policy election, which would be applied prospectively, to either account for forfeitures when they occur or continue to estimate the number of awards that are expected to vest. The Company has elected to continue to estimate the number of awards that are expected to vest. Other aspects of adoption ASU 2016-09 did not have a material impact to the Company's consolidated financial statements.

In January 2017, the FASB issued ASU No. 2017-01, Business Combination (Topic 805) Clarifying the Definition of a Business ("ASU 2017-01"). ASU 2017-01 clarifies the definition of a business and requires that an entity apply certain criteria in order to determine when a set of assets and activities qualifies as a business. ASU 2017-01 is effective for public entities for fiscal years beginning after December 15, 2017 and interim periods within those fiscal years, and should be applied on a prospective basis. Early adoption is permitted. The Company has adopted this guidance as of January 1, 2017. Due to the prospective application of this ASU, there was no impact to historical financial statements and no additional disclosures are required.

The following ASUs were recently issued but have not yet been adopted by the Company:

In February 2017, the FASB issued ASU No. 2017-05, Other Income—Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets ("ASU 2017-05"). ASU 2017-05 clarifies the scope and accounting of a financial asset that meets the definition of an "in-substance nonfinancial asset" and defines the term, "in-substance nonfinancial asset." ASU 2017-05 also adds guidance for partial sales of nonfinancial assets. ASU 2017-05 is effective at the same time Topic 606, Revenue from Contracts with Customers is effective. ASU 2017-05 may be applied retrospectively for all periods presented or retrospectively with a cumulative-effect adjustment at the date of adoption. The Company is in the process of evaluating the impact of the new guidance on the Company's financial statements and disclosures and the adoption method.

In January 2017, the FASB issued ASU No. 2017-04, Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment ("ASU 2017-04"). ASU 2017-04 simplifies the subsequent measurement of goodwill and eliminates Step 2 from the goodwill impairment test. ASU 2017-04 is effective for annual and interim goodwill tests beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates on or after January 1, 2017. The Company is in the process of evaluating the guidance. Given the prospective adoption application, there is no impact on the Company's historical consolidated financial statements and disclosures.

In November 2016, the FASB issued ASU No. 2016-18, Statement of Cash Flows (Topic 230) Restricted Cash a consensus of the FASB Emerging Issues Task Force ("ASU 2016-18"). Under ASU 2016-18, amounts generally described as restricted cash should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. ASU 2016-18 is effective for public entities in fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the timing of adoption of this guidance. The new guidance only impacts presentation of the Company's consolidated statement of cash flows.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments ("ASU 2016-13"). ASU 2016-13 changes the methodology for measuring credit losses of financial instruments and the timing of when such losses are recorded. ASU 2016-13 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2019. Early adoption is permitted for fiscal years, and interim periods within those years, beginning after December 15, 2018. The Company is in the process of evaluating the impact of the new guidance on the Company's consolidated financial statements and disclosures.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842) ("ASU 2016-02"). Under ASU 2016-02, entities will be required to recognize a lease liability and a right-of-use asset for all leases. Lessor accounting is largely unchanged. ASU 2016-02 is effective for public entities in fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. The Company is in the process of evaluating the impact of the new guidance on the Company's consolidated financial statements and disclosures.

In January 2016, the FASB issued ASU No. 2016-01, Financial Instruments-Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities ("ASU 2016-01"). ASU 2016-01 changes how entities measure certain equity investments and present changes in the fair value of financial liabilities measured under the fair value option that

Table of Contents
ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

are attributable to their own credit. Under the new guidance, entities will be required to measure equity investments that do not result in consolidation and are not accounted for under the equity method at fair value and recognize any changes in fair value in net income unless the investments qualify for the new practicability exception. The accounting for other financial instruments, such as loans and investments in debt securities is largely unchanged. ASU 2016-01 is effective for public entities in fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company does not believe that the adoption of this guidance will have a material impact on the Company's consolidated financial statements and disclosures.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606), which replaces the current revenue accounting guidance. In August 2015, the FASB issued ASU No. 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date which defers the effective date of the updated guidance on revenue recognition by one year. In March 2016, the FASB issued ASU No. 2016-08, Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net), which clarifies and improves the operability and understandability of the implementation guidance on principal versus agent considerations. In April 2016, the FASB issued ASU No. 2016-10, Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing, which clarifies and improves the operability and understanding of the implementation guidance on identifying performance obligations and licensing. Collectively these ASUs comprise the new revenue standard ("New Revenue Standard"). The core principle of the New Revenue Standard is that an entity should 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. To achieve that core principle, an entity should apply a five step model to 1) identify the contract(s) with a customer, 2) identify the performance obligations in the contract, 3) determine the transaction price, 4) allocate the transaction price to the performance obligations in the contract and 5) recognize revenue when (or as) the entity satisfies a performance obligation. The New Revenue Standard is effective for annual periods beginning after December 15, 2017.

The Company expects that it will adopt the New Revenue Standard beginning in the first quarter of 2018. The New Revenue Standard provides the option between two different methods of adoption. The full retrospective method calls for the Company to present each prior reported period shown in the financial statements under the new guidance. The modified retrospective method requires the Company to calculate the cumulative effect of applying the new guidance as of the date of adoption via adjustment to retained earnings. The Company is currently considering adopting the New Revenue Standard using the modified retrospective method.

The Company is currently evaluating the impact the New Revenue Standard will have on its financial statements, disclosures, policies, processes, and system requirements. Internal resources have been assigned to assist in the evaluation and the Company will continue to make investments in systems to enable timely and accurate reporting under the New Revenue Standard. As part of its initial evaluations, the Company believes the impact of the change in the New Revenue Standard on the Enterprise & Education and Literacy segments will be minimal as the accounting outcome of the vast majority of transactions remains unchanged. Due to the elimination of software specific accounting guidance, the Company anticipates more significant changes to the accounting for the packaged perpetual software product line within the Consumer segment. While the Company continues to assess all potential impacts under the New Revenue Standard, including the areas described above, we do not know or cannot reasonably estimate quantitative information related to the impact of the New Revenue Standard on the Company's consolidated financial statements and disclosures at this time.

3. DIVESTITURE

On March 13, 2017, the Company entered into a Product and Intellectual Property Agreement, (the “PIPA”) with SOURCENEXT Corporation, (“SOURCENEXT”), a leading software distributor and developer in Japan. Under the PIPA, the Company provided a perpetual, exclusive license of certain brands and trademarks, including the primary Rosetta Stone brand, and product code for exclusive development and sale of language and education-related products in Japan. In conjunction with the PIPA, the Company received approximately $9.0 million on March 13, 2017 and another $2.0 million on June 19, 2017. If certain additional brand licensing actions are successfully completed, SOURCENEXT will pay the Company an additional $2.0 million, net of adjustments. In addition, the Company is guaranteed to receive minimum payments totaling an additional $6.0 million over the next ten years. Finally, as part of the Agreement, the Company will have the first right to license and sell any products developed by SOURCENEXT under the Rosetta Stone trademark in territories outside of Japan.

Table of Contents
ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
3. DIVESTITURE (Continued)

On April 25, 2017, the Company and SOURCENEXT signed a Stock Purchase Agreement ("SPA") for the sale of the Company's Japanese subsidiary ("RST Japan") and certain other assets related to the language market in Japan. The Company received $0.5 million associated with the SPA closure on June 29, 2017 when 100% of the Company's capital stock of RST Japan and the other assets related to the language market in Japan were transferred to SOURCENEXT.
The SPA and the PIPA were considered related and viewed as a multiple element arrangement. Of the nearly $11.5 million that was received to date under the terms of the PIPA and SPA, approximately $11.4 million was allocated to deferred revenue to be recognized over an estimated 20-year period. As this customer relationship progresses, the Company may prospectively reassess the 20-year recognition period as needed. Approximately $0.1 million was allocated to RST Japan and the other assets related to the language market in Japan to be included in the gain/loss calculation. At the time of closing, RST Japan was in a net liability position. The sale under the terms of the SPA resulted in a pre-tax gain of $0.4 million, reported in “Other income and (expense)” on the consolidated statement of operations. This gain was comprised of a gain of $0.5 million related to the sale of RST Japan and the other assets related to the language market in Japan, partially offset by a $0.1 million loss on the transfer of the foreign subsidiary's cumulative translation adjustment on the date of sale.
4. NET LOSS PER SHARE
Net loss per share is computed under the provisions of ASC topic 260, Earnings Per Share. Basic loss per share is computed using net loss and the weighted average number of shares of common stock outstanding. Diluted earnings per share reflect the weighted average number of shares of common stock outstanding plus any dilutive shares outstanding during the period. Potentially dilutive shares consist of shares issuable upon the exercise of stock options, restricted stock awards, and restricted stock units.
The following table sets forth the computation of basic and diluted net loss per common share (in thousands, except per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Numerator:				
Net loss	$(1,135)	$(8,978)	$(681)	$(16,485)
Denominator:				
Basic shares:				
Weighted average number of common shares - basic	22,248	21,948	22,187	21,908
Diluted shares:				
Weighted average number of common shares - diluted	22,248	21,948	22,187	21,908
Loss per common share:				
Basic	$(0.05)	$(0.41)	$(0.03)	$(0.75)
Diluted	$(0.05)	$(0.41)	$(0.03)	$(0.75)

The Company calculates dilutive common stock equivalent shares using the treasury stock method. In periods where the Company has a net loss, no dilutive common stock equivalent shares are included in the calculation for diluted shares as they are considered anti-dilutive. The following table sets forth dilutive common stock equivalent shares calculated using the treasury stock method (in thousands):

Table of Contents
ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
4. NET LOSS PER SHARE (Continued)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Stock options	301	17	207	22
Restricted stock units	154	169	192	165
Restricted stocks	262	70	216	83
Total common stock equivalent shares	717	256	615	270

Share-based awards to purchase approximately 0.5 million and 2.2 million shares of common stock that had an exercise price in excess of the average market price of the common stock during the three months ended June 30, 2017 and 2016, respectively, were not included in the calculation of diluted earnings per share because they were anti-dilutive. Share-based awards to purchase approximately 0.7 million and 2.0 million shares of common stock that had an exercise price in excess of the average market price of the common stock during the six months ended June 30, 2017 and 2016, respectively, were not included in the calculation of diluted earnings per share because they were anti-dilutive.

5. INVENTORY

Inventory consisted of the following (in thousands):

	June 30, 2017	December 31, 2016
Raw materials	$ 3,591	$ 4,384
Finished goods	2,260	2,383
Total inventory	$ 5,851	$ 6,767

6. GOODWILL

The value of goodwill is primarily derived from the acquisition of Rosetta Stone Ltd. (formerly known as Fairfield & Sons, Ltd.) in January 2006, the acquisition of certain assets of SGLC International Co. Ltd ("SGLC") in November 2009, the acquisition of Livemocha, Inc. ("Livemocha") in April 2013, the acquisition of Lexia Learning Systems, Inc. ("Lexia") in August 2013, and the acquisition of Tell Me More S.A. ("Tell Me More") in January 2014.

The Company tests goodwill for impairment annually on June 30 of each year at the reporting unit level using a fair value approach, in accordance with the provisions of ASC topic 350, Intangibles - Goodwill and other ("ASC 350"), or more frequently, if impairment indicators arise.

Table of Contents
ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
6. GOODWILL (Continued)

The following table shows the balance and changes in goodwill for the Company's operating segments for the six months ended June 30, 2017 (in thousands):

	Literacy Segment	Enterprise & Education Language Segment	Consumer Segment	Total
Balance as of January 1, 2017				
Gross Goodwill	$ 9,962	$ 38,289	$ 27,514	$ 75,765
Accumulated Impairment	—	—	(27,514)	(27,514)
Goodwill as of January 1, 2017	$ 9,962	$ 38,289	$ —	$ 48,251
Effect of change in foreign currency rate	—	946	—	946
Balance as of June 30, 2017				
Gross Goodwill	$ 9,962	$ 39,235	$ 27,514	$ 76,711
Accumulated Impairment	—	—	(27,514)	(27,514)
Goodwill as of June 30, 2017	$ 9,962	$ 39,235	$ —	$ 49,197

In connection with the annual goodwill impairment test performed as of June 30, 2017, the Company performed a qualitative goodwill impairment test for its reporting units with remaining goodwill. As of June 30, 2017, the Company concluded that there were no indicators of impairment that would cause us to believe that it is more likely than not that the fair value of our reporting units with goodwill is less than the carrying value. Accordingly, a quantitative impairment test has not been performed and no goodwill impairment charges were recorded in 2017 in connection with the annual goodwill impairment test.
In connection with the annual goodwill impairment test performed as of June 30, 2016, the Consumer Fit Brains reporting unit was evaluated, which resulted in $1.7 million impairment loss for the remaining Consumer Fit Brains reporting unit's goodwill. The impairment charge was recorded in the "Impairment" line on the statement of operations.
7. INTANGIBLE ASSETS
Intangible assets consisted of the following items as of the dates indicated (in thousands):

	Trademark / tradename *	Core technology	Customer relationships	Patents and Other	Total
Gross Carrying Amount	$ 12,431	$ 15,092	$ 26,149	$ 312	$ 53,984
Accumulated Amortization	(1,481)	(9,859)	(18,485)	(251)	(30,076)
Accumulated Impairment	(26)	(1,001)	(128)	—	(1,155)
Balance as of January 1, 2017	$ 10,924	$ 4,232	$ 7,536	$ 61	$ 22,753
Gross Carrying Amount	12,474	15,415	26,444	312	54,645
Accumulated Amortization	(1,624)	(11,058)	(19,506)	(265)	(32,453)
Accumulated Impairment	(26)	(1,001)	(128)	—	(1,155)
Balance as of June 30, 2017	$ 10,824	$ 3,356	$ 6,810	$ 47	$ 21,037

* Included in the tradename/trademark line above is the Rosetta Stone tradename, which is the Company's only indefinite-lived intangible asset. As of June 30, 2017, the carrying value of the tradename asset was $10.6 million.

Table of Contents
ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
7. INTANGIBLE ASSETS (Continued)

Amortization Expense for the Long-lived Intangible Assets
The following table presents amortization of intangible assets included in the related financial statement line items during the respective periods (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Included in cost of revenue:				
Cost of subscription and service revenue	$117	$103	$234	$201
Cost of product revenue	30	44	59	92
Total included in cost of revenue	147	147	293	293
Included in operating expenses:				
Sales and marketing	460	542	915	1,257
Research and development	343	452	682	894
General and administrative	—	—	—	—
Total included in operating expenses	803	994	1,597	2,151
Total	$950	$1,141	$1,890	$2,444

The following table summarizes the estimated future amortization expense related to intangible assets for the remaining six months of 2017 and years thereafter (in thousands):

	As of June 30, 2017
2017 - remaining	$1,928
2018	3,260
2019	1,532
2020	1,282
2021	940
Thereafter	1,488
Total	$10,430

Impairment Reviews of Intangible Assets
The Company also routinely reviews indefinite-lived intangible assets and long-lived assets for potential impairment as part of the Company's internal control framework.
As an indefinite-lived intangible asset, the Rosetta Stone tradename was evaluated as of June 30, 2017 to determine if indicators of impairment exist. The Company concluded that there were no potential indicators of impairment related to this indefinite-lived intangible asset. Additionally all other long-lived intangible assets were evaluated to determine if indicators of impairment exist and the Company concluded that there are no potential indicators of impairment.
During the second quarter of 2016, the Company recorded an impairment loss of $1.2 million associated with the impairment of the remaining carrying value of the Consumer Fit Brains long-lived intangible assets as of June 30, 2016. The impairment charge is recorded in the "Impairment" line on the statement of operations.

Table of Contents
ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

8. OTHER CURRENT LIABILITIES

The following table summarizes other current liabilities (in thousands):

	June 30, 2017	December 31, 2016
Accrued marketing expenses	$5,256	$ 8,460
Accrued professional and consulting fees	1,000	2,050
Sales return reserve	1,495	1,338
Sales, withholding and property taxes payable	3,436	3,772
Other	5,756	6,530
Total other current liabilities	$16,943	$ 22,150

9. FINANCING ARRANGEMENTS

Revolving Line of Credit

On October 28, 2014, Rosetta Stone Ltd. (“RSL”), a wholly owned subsidiary of parent company Rosetta Stone Inc., executed a Loan and Security Agreement with Silicon Valley Bank (“Bank”) to obtain a $25.0 million revolving credit facility (the “credit facility”). Since the original date of execution, the Company and the Bank have executed several amendments to the credit facility to reflect updates to the Company's financial outlook and extend the credit facility. Under the amended agreement, the Company may borrow up to $25.0 million, including a sub-facility, which reduces available borrowings, for letters of credit in an aggregate availability amount of $4.0 million. Borrowings by RSL under the credit facility are guaranteed by the Company as the ultimate parent. The credit facility has a term that expires on April 1, 2020, during which time RSL may borrow and re-pay loan amounts and re-borrow the loan amounts subject to customary borrowing conditions.

The total obligations under the credit facility cannot exceed the lesser of (i) the total revolving commitment of $25.0 million or (ii) the borrowing base, which is calculated as 80% of eligible accounts receivable. As a result, the borrowing base will fluctuate and the Company expects it will follow the general seasonality of cash and accounts receivable (lower in the first half of the year and higher in the second half of the year). If the borrowing base less any outstanding amounts, plus the cash held at the Bank ("Availability") is greater than $25.0 million, then the Company may borrow up to an additional $5.0 million, but in no case can borrowings exceed $25.0 million. Interest on borrowings accrues at the Prime Rate provided that the Company maintains a minimum cash and Availability balance of $17.5 million. If cash and Availability is below $17.5 million, interest will accrue at the Prime Rate plus 1%. Proceeds of loans made under the credit facility may be used as working capital or to fund general business requirements. All obligations under the credit facility, including letters of credit, are secured by a security interest on substantially all of the Company’s assets including intellectual property rights and by a stock pledge by the Company of 100% of its ownership interests in U.S. subsidiaries and 66% of its ownership interests in certain foreign subsidiaries.

The credit facility contains customary affirmative and negative covenants, including covenants that limit or restrict our ability to, among other things, incur additional indebtedness, dispose of assets, execute a material change in business, acquire or dispose of an entity, grant liens, make share repurchases, and make distributions, including payment of dividends. The Company is required to maintain compliance with a minimum liquidity amount and minimum financial performance requirements, as defined in the credit facility. As of June 30, 2017, the Company was in compliance with all covenants.

The credit facility contains customary events of default, including among others, non-payment defaults, covenant defaults, bankruptcy and insolvency defaults, and a change of control default, in each case, subject to customary exceptions. The occurrence of a default event could result in the Bank’s acceleration of repayment obligations of any loan amounts then outstanding.

As of June 30, 2017, there were no borrowings outstanding and the Company was eligible to borrow $20.4 million of available credit, less $4.0 million in letters of credit that have been issued by the Bank on the Company's behalf, resulting in a net borrowing availability of $16.4 million. A quarterly commitment fee accrues on any unused portion of the credit facility at a nominal annual rate.

Table of Contents
ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
9. FINANCING ARRANGEMENTS (Continued)

Capital Leases
The Company enters into capital leases under non-committed arrangements for equipment and software. In addition, as a result of the Tell Me More acquisition, the Company assumed a capital lease for a building near Versailles, France, where Tell Me More's headquarters are located. The fair value of the lease liability at the date of acquisition was $4.0 million.
During the six months ended June 30, 2017, the Company acquired no equipment or software through the issuance of capital leases. During the six months ended June 30, 2016, the Company acquired $27,000 of equipment or software through the issuance of capital leases.
Future minimum payments under capital leases with initial terms of one year or more are as follows (in thousands):

	As of June 30, 2017
2017-remaining	$263
2018	521
2019	518
2020	514
2021	511
Thereafter	382
Total minimum lease payments	$2,709
Less amount representing interest	312
Present value of net minimum lease payments	$2,397
Less current portion	422
Obligations under capital lease, long-term	$1,975

10. INCOME TAXES
In accordance with ASC topic 740, Income Taxes ("ASC 740"), and ASC subtopic 740-270, Income Taxes: Interim Reporting, the income tax provision for the six months ended June 30, 2017 is based on the estimated annual effective tax rate for fiscal year 2017. The estimated effective tax rate may be subject to adjustment in subsequent quarterly periods as the estimates of pretax income for the year, along with other items that may affect the rate, may change and may create a different relationship between domestic and foreign income and loss.
The Company accounts for uncertainty in income taxes under ASC subtopic 740-10-25, Income Taxes: Overall: Background ("ASC 740-10-25"). ASC 740-10-25 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC 740-10-25 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.
Valuation Allowance Recorded for Deferred Tax Assets
The Company evaluates the recoverability of its deferred tax assets at each reporting period for each tax jurisdiction and establishes a valuation allowance, if necessary, to reduce the deferred tax asset to an amount that is more likely than not to be recovered. As of June 30, 2017, the analysis of the need for a valuation allowance on U.S. deferred tax assets considered that the U.S. entity has incurred a three-year cumulative loss. As previously disclosed, if the Company does not have sufficient objective positive evidence to overcome a three-year cumulative loss, a valuation allowance may be necessary. In evaluating whether to record a valuation allowance, the guidance in ASC 740 deems that the existence of cumulative losses in recent years is a significant piece of objectively verifiable negative evidence that is difficult to overcome. An enterprise that has cumulative losses is generally prohibited from using an estimate of future earnings to support a conclusion that realization of an existing deferred tax asset is more likely than not.

Consideration has been given to the following positive and negative evidence:

- Three-year cumulative evaluation period ended June 30, 2017 results in a cumulative U.S. pre-tax loss;

Table of Contents
ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
10. INCOME TAXES (Continued)

- from 2006, when the U.S. entity began filing as a C-corporation for income tax purposes, through 2010, the U.S. entity generated taxable income each year;
- the Company has a history of utilizing all operating tax loss carryforwards and has not had any tax loss carryforwards or credits expire unused;
- lengthy loss carryforward periods of 20 years for U.S. federal and most state jurisdictions apply; and
- the Company incurred a U.S. federal jurisdiction net operating loss for the most recently completed calendar year and has additional net operating loss carryforwards subject to limitation pursuant to IRC Section 382.

As of June 30, 2017, a valuation allowance was provided for the U.S., Hong Kong, Mexico, Spain, France, Brazil, and Canada where the Company has determined the deferred tax assets will not more likely than not be realized. Evaluation of the remaining jurisdictions as of June 30, 2017, resulted in the determination that no additional valuation allowances were necessary at this time. However, the Company will continue to assess the need for a valuation allowance against its deferred tax assets in the future and the valuation will be adjusted accordingly, which could materially affect the Company’s financial position and results of operations.

As of June 30, 2017, and December 31, 2016, the Company’s U.S. deferred tax liability was $6.8 million and $6.1 million, respectively, related to its goodwill and indefinite lived intangibles. As of June 30, 2017 the Company had foreign net deferred tax liabilities of $45,000 compared to foreign net deferred tax liabilities of $0.1 million at December 31, 2016. As of June 30, 2017, and December 31, 2016, the Company had no unrecognized tax benefits.

For the six months ended June 30, 2017 the Company recorded an income tax expense of $1.5 million for deferred tax expense related to the tax impact of amortization of indefinite lived intangible assets and current tax expense related to our operations in U.K., Germany, and China.

11. STOCK-BASED COMPENSATION

2006 Stock Incentive Plan

On January 4, 2006, the Company established the Rosetta Stone Inc. 2006 Stock Incentive Plan (the "2006 Plan") under which the Company's Board of Directors, at its discretion, could grant stock options to employees and certain directors of the Company and affiliated entities. The 2006 Plan initially authorized the grant of stock options for up to 1,942,200 shares of common stock. On May 28, 2008, the Board of Directors authorized the grant of additional stock options for up to 195,000 shares of common stock under the plan, resulting in total stock options available for grant under the 2006 Plan of 2,137,200 as of December 31, 2008. The stock options granted under the 2006 Plan generally expire at the earlier of a specified period after termination of service or the date specified by the Board or its designated committee at the date of grant, but not more than ten years from such grant date. Stock issued as a result of exercises of stock options will be issued from the Company's authorized available stock. All unissued stock associated with the 2006 Stock Incentive Plan expired in 2016 at the end of the ten year contractual term.

2009 Omnibus Incentive Plan

On February 27, 2009, the Company's Board of Directors approved the 2009 Omnibus Incentive Plan (the "2009 Plan") that provides for the ability of the Company to grant up to 2,437,744 of new stock incentive awards or options including Incentive and Nonqualified Stock Options, Stock Appreciation Rights, Restricted Stock, Restricted Stock Units, Performance Units, Performance Shares, Performance based Restricted Stock, Share Awards, Phantom Stock and Cash Incentive Awards. Service, performance and market-based restricted stock awards are considered outstanding at the time of grant as the stockholder is entitled to voting rights and to receive any dividends declared subject to the loss of the right to receive accumulated dividends if the award is forfeited prior to vesting. The stock incentive awards and options granted under the 2009 Plan generally expire at the earlier of a specified period after termination of service or the date specified by the Board or its designated committee at the date of grant, but not more than ten years from such grant date. Concurrent with the approval of the 2009 Plan, the 2006 Plan was terminated for purposes of future grants.

On May 26, 2011 the Board of Directors authorized and the Company's stockholders' approved the allocation of an additional 1,000,000 shares of common stock to the 2009 Plan. On May 23, 2012, the Board of Directors authorized and the

Table of Contents
ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
11. STOCK-BASED COMPENSATION (Continued)

Company's stockholders approved the allocation of 1,122,930 additional shares of common stock to the 2009 Plan. On May 23, 2013, the Board of Directors authorized and the Company's stockholders approved the allocation of 2,317,000 additional shares of common stock to the 2009 Plan. On May 20, 2014, the Board of Directors authorized and the Company's stockholders approved the allocation of 500,000 additional shares of common stock to the 2009 Plan. On June 12, 2015, the Board of Directors authorized and the Company's stockholders approved the allocation of 1,200,000 additional shares of common stock to the 2009 Plan. On May 24, 2017, the Board of Directors authorized and the Company's stockholders approved the allocation of 1,900,000 additional shares of common stock to the 2009 Plan. At June 30, 2017, there were 2,165,448 shares available for future grant under the 2009 Plan.

Valuation Assumptions

The determination of fair value of our stock-based awards is affected by assumptions regarding subjective and complex variables. Generally, our assumptions are based on historical information and judgment is required to determine if historical trends may be indicators of future outcomes. In accordance with ASC 718, the fair value of stock-based awards to employees is calculated as of the date of grant. Compensation expense is then recognized over the requisite service period of the award. Stock-based compensation expense recognized is based on the estimated portion of the awards that are expected to vest. Estimated forfeiture rates are applied in the expense calculation. The Company determines the fair values of stock-based awards as follows:

- Service-Based Restricted Stock Awards, Restricted Stock Units, Performance-Based Restricted Stock Awards, and Performance Share Units: Fair value is determined based on the quoted market price of our common stock on the date of grant.
- Service-Based Stock Options and Performance-Based Stock Options: Fair value is determined using the Black-Scholes pricing model, which requires the use of estimates, including the risk-free interest rate, expected volatility, expected dividends, and expected term.
- Market-Based Restricted Stock Awards and Market-Based Stock Options: The fair value of the market-based awards is determined using a Monte-Carlo simulation model. The Monte Carlo valuation also estimates the number of market-based awards that would be awarded which is reflected in the fair value on the grant date.

For the six months ended June 30, 2017, there were 48,830 stock options granted. For the six months ended June 30, 2016, the fair value of stock options granted was calculated using the following assumptions in the Black-Scholes model:

	Six Months Ended June 30,	
	2017	2016
Expected stock price volatility	44.6%	46.1% - 47.0%
Expected term of options	6 years	5.5 - 6.5 years
Expected dividend yield	—	—
Risk-free interest rate	1.92%	1.24% - 1.50%

Table of Contents
ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
11. STOCK-BASED COMPENSATION (Continued)

For the six months ended June 30, 2017 and 2016, the fair value of market-based stock options and market-based restricted stock awards granted was calculated using the following assumptions in the Monte-Carlo simulation model:

	Six Months Ended June 30,	
	2017	2016
Expected stock price volatility	none	44.9%-49.1%
Expected term of options	none	1.7 years-7 years
Expected dividend yield	none	—
Risk-free interest rate	none	.71%-1.53%

Stock-Based Compensation Expense

Stock compensation expense associated with service-based equity awards is recognized in the statement of operations on a straight-line basis over the requisite service period, which is the vesting period. For equity awards granted with performance-based conditions, stock compensation expense is recognized in the statement of operations ratably for each vesting tranche based on the probability that operating performance conditions will be met and to what extent. Changes in the probability estimates associated with performance-based awards will be accounted for in the period of change using a cumulative catch-up adjustment to retroactively apply the new probability estimates. In any period in which the Company determines that achievement of the performance metrics is not probable, the Company ceases recording compensation expense and all previously recognized compensation expense for the performance-based award is reversed. For equity awards granted with market-based conditions, stock compensation is recognized in the statement of operations ratably for each vesting tranche regardless of meeting or not meeting the market conditions.

The following table presents stock-based compensation expense included in the related financial statement line items (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Included in cost of revenue:				
Cost of subscription and service revenue	$4	$15	$(11)	$(2)
Cost of product revenue	(3)	6	24	7
Total included in cost of revenue	1	21	13	5
Included in operating expenses:				
Sales and marketing	245	240	17	319
Research and development	181	289	30	170
General and administrative	932	847	1,446	1,324
Total included in operating expenses	1,358	1,376	1,493	1,813
Total	$1,359	$1,397	$1,506	$1,818

Table of Contents
ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
11. STOCK-BASED COMPENSATION (Continued)

Service-Based Stock Options
The following table summarizes the Company's service-based stock option activity from January 1, 2017 to June 30, 2017:

	Service-based Options	Weighted Average Exercise Price	Weighted Average Contractual Life (years)	Aggregate Intrinsic Value
Service-based Options Outstanding, January 1, 2017	1,793,930	$ 9.81	7.58	$1,154,498
Service-based options granted	48,830	11.42		
Service-based options exercised	(55,875)	7.94		
Service-based options canceled	(53,496)	9.54		
Service-based Options Outstanding, June 30, 2017	1,733,389	9.93	7.14	3,132,268
Vested and expected to vest June 30, 2017	1,676,078	9.99	7.10	2,976,064
Exercisable at June 30, 2017	1,285,695	$ 10.26	6.74	$2,177,981

As of June 30, 2017, future compensation cost, net of estimated forfeitures, related to the non-vested portion of the service-based stock option awards not yet recognized in the consolidated statement of operations was $1.4 million and is expected to be recognized over a weighted average period of 1.98 years.
Service-based stock options are granted at the discretion of the Board of Directors or the Compensation Committee (or its authorized member(s)) and expire 10 years from the date of the grant. Service-based stock options generally vest over a four-year period based upon required service conditions and do not have performance or market conditions.
Service-Based Restricted Stock Awards
The following table summarizes the Company's service-based restricted stock award activity from January 1, 2017 to June 30, 2017:

	Service Based Awards	Weighted Average Grant Date Fair Value	Aggregate Intrinsic Value
Non-vested Service-based Awards, January 1, 2017	374,380	$ 8.94	$3,348,080
Service-based awards granted	278,906	7.85	
Service-based awards vested	(106,451)	9.65	
Service-based awards canceled	(28,079)	8.02	
Non-vested Service-Based Awards, June 30, 2017	518,756	$ 8.26	$4,285,755

As of June 30, 2017, future compensation cost, net of estimated forfeitures, related to the non-vested portion of the service-based restricted stock awards not yet recognized in the consolidated statement of operations was $3.1 million and is expected to be recognized over a weighted average period of 2.50 years.
Service-based restricted stock awards are granted at the discretion of the Board of Directors or Compensation Committee (or its authorized member(s)). Restricted stock awards generally vest over a four-year period based upon required service conditions.

Table of Contents
ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
11. STOCK-BASED COMPENSATION (Continued)

Restricted Stock Units
The following table summarizes the Company's restricted stock unit activity from January 1, 2017 to June 30, 2017:

	Units Outstanding	Weighted Average Grant Date Fair Value	Aggregate Intrinsic Value
Units Outstanding, January 1, 2017	188,057	$ 9.93	$1,675,588
Units granted	40,718	11.42	465,000
Units released	—	—	
Units cancelled	—	—	
Units Outstanding, June 30, 2017	228,775	10.20	2,466,195
Vested and expected to vest at June 30, 2017	119,525	11.42	1,288,478
Vested and deferred at June 30, 2017	82,157	$ 12.44	$885,652

For the six months ended June 30, 2017, there were 40,718 restricted stock units granted. Restricted stock units are granted to members of the Board of Directors as part of their compensation packages. Restricted stock units convert to common stock following the separation of service with the Company. Restricted stock unit awards vest quarterly over a one year period from the date of grant, with expense recognized straight-line over the vesting period. The Company's restricted stock units are accounted for as equity awards. The grant date fair value is based on the market price of the Company's common stock at the date of grant. The Company did not grant any restricted stock units prior to April 2009.
Performance-Based Restricted Stock Units
On March 17, 2017, the Company granted performance-based restricted stock units ("PSUs") to certain employees which will become eligible to vest based on the Company's achievement of certain pre-defined key operating performance goals during the cumulative period from January 1, 2017 to December 31, 2018, which will be certified by the Compensation Committee in February 2019. Any PSUs that become eligible to vest are subject to additional service requirements where the eligible PSUs will vest annually on a pro-rata basis over the two year period beginning March 17, 2019. The PSUs were granted at "target" (at 100% of target). Based upon actual attainment of the operating performance results relative to target, actual issuance of PSUs can be eligible for vest anywhere between a maximum of 200% and 0% of the target number of PSUs originally granted.
The following table summarizes the Company's PSU activity from January 1, 2017 to June 30, 2017:

	PSUs	Weighted Average Grant Date Fair Value	Aggregate Intrinsic Value
Non-vested PSUs, January 1, 2017	—	$ —	$—
PSUs granted	450,370	9.43	
PSUs vested	—	—	
PSUs canceled	(16,241)	9.43	
Non-vested PSUs, June 30, 2017	434,129	$ 9.43	$4,679,911

As of June 30, 2017, future compensation cost, net of estimated forfeitures, related to the non-vested portion of the PSUs not yet recognized in the consolidated statement of operations was $2.5 million and is expected to be recognized over a weighted average period of 2.00 years.

CEO 2016 Performance and Market Conditioned Restricted Stock Awards and Stock Options Grants

On April 4, 2016, the Company named Mr. John Hass as President, CEO and Chairman of the Board. In conjunction with his appointment, the Compensation Committee approved a stock-based compensation package for Mr. Hass aimed to provide significant reward potential for achieving outstanding Company operating performance results and building stockholder value. The package was comprised of 70,423 performance-based restricted stock awards (PRSAs), 314,465 performance-based stock options (PSOs), 70,423 market-based restricted stock awards (MRSAs), and 314,465 market-based stock options (MSOs). The April 4, 2016 grant date fair values associated with these grants were $7.10, $3.24, $6.17 and $0.94, respectively.

PRSAs and PSOs were eligible to vest based on the achievement of certain operating performance targets during the 2016 calendar year, related to defined measures of revenue, bookings, adjusted free cash flow, and adjusted EBITDA, certified by the Compensation Committee in the first quarter of 2017. The PRSAs and PSOs are subject to additional service requirements where the eligible PRSAs and PSOs will vest 50%, 25%, and 25% on April 4, 2017, 2018 and 2019, respectively. Awards also vest if a majority change in control of the Company occurs during the performance or vesting period.

On February 20, 2017, the Compensation Committee approved 64,719 PRSAs and 144,497 PSOs as eligible under this plan, subject to the aforementioned service vesting requirements. The non-eligible 5,704 and 169,968 PRSAs and PSOs, respectively, were cancelled as of February 20, 2017. As of June 30, 2017, 32,359 PRSAs vested and 72,248 PSOs were vested. Future compensation cost related to the non-vested portion of the PRSAs and PSOs not yet recognized in the consolidated statement of operations was $0.2 million and is expected to be recognized over a weighted average period of 1.85 years.

In addition to the market condition, the MRSAs and MSOs also have a service condition. Vesting of these MRSAs and MSOs are dependent upon whether the Company achieves predetermined growth rates of total stockholder return for the two-year measurement period beginning on January 4, 2016 and ending on December 29, 2017. Following the end of the market performance measurement period on December 29, 2017, the Compensation Committee will certify the eligible quantity of MRSAs and MSOs which will vest annually on a pro-rata basis over three years beginning April 4, 2018. The Company records compensation expense ratably for each vesting tranche of the MRSAs and MSOs based on the Monte Carlo fair value estimated on the grant date, regardless of meeting or not meeting the market conditions.

The MRSAs were granted at "target" (at 100% of target). Based upon actual attainment of total stockholder return growth rate results through December 29, 2017 relative to target, actual issuance of MRSAs can fall anywhere between a maximum of 200% and 0% of the target number of MRSAs originally granted. The MSOs were granted at "maximum" (at 200% of target). Based on actual attainment of total stockholder return growth rate results through December 29, 2017 relative to maximum, actual issuance of stock options can fall anywhere between 100% and 0% of the maximum number of MSOs originally granted.

As of June 30, 2017, future compensation cost related to the non-vested portion of the MRSAs and MSOs not yet recognized in the consolidated statement of operations was $0.4 million and is expected to be recognized over a weighted average period of 2.14 years.

12. STOCKHOLDERS' DEFICIT

At June 30, 2017, the Company's Board of Directors had the authority to issue 200,000,000 shares of stock, of which 190,000,000 were designated as Common Stock, with a par value of $0.00005 per share, and 10,000,000 were designated as Preferred Stock, with a par value of $0.001 per share. At June 30, 2017, the Company had shares of common stock issued of 23,790,345 and shares of common stock outstanding of 22,790,345.

On August 22, 2013, the Company’s Board of Directors approved a share repurchase program under which the Company is authorized to repurchase up to $25 million of its outstanding common stock from time to time in the open market or in privately negotiated transactions depending on market conditions, other corporate considerations, debt facility covenants and other contractual limitations, and applicable legal requirements. For the year ended December 31, 2013, the Company paid $11.4 million to repurchase 1,000,000 shares at a weighted average price of $11.44 per share as part of this program. No shares were repurchased during 2014, 2015, or the six months ended June 30, 2017. Shares repurchased under the program were recorded as treasury stock on the Company’s consolidated balance sheet. The shares repurchased under this program during the year ended December 31, 2013 were not the result of an accelerated share repurchase agreement. Management has not made a decision on whether shares purchased under this program will be retired or reissued.

Table of Contents
ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

13. RESTRUCTURING
2016 Restructuring Plan
In the first quarter of 2016, the Company announced and initiated actions to withdraw the direct sales presence in almost all of its non-U.S. and non-northern European geographies related to the distribution of Enterprise & Education Language offerings. The Company has also initiated processes to close its software development operations in France and China. The Company does not expect to incur any additional material restructuring costs in connection with the 2016 Restructuring Plan. The 2016 Restructuring Plan remaining balance is expected to be paid during 2017.
Restructuring charges included in the Company's unaudited consolidated statement of operations related to the 2016 Restructuring Plan include the following:
- Employee severance and related benefits costs incurred in connection with headcount reductions involving employees primarily in France, China, Brazil, Canada, Spain, Mexico, U.S. and the U.K.;
- Contract termination costs associated with operating lease terminations from office closures; and
- Other related costs.

The following table summarizes activity with respect to the restructuring charges for the 2016 Restructuring Plan during the six months ended June 30, 2017 (in thousands):

	Balance at January 1, 2017	Cost Incurred	Cash Payments	Other Adjustments (1)	Balance at June 30, 2017
Severance costs	$ 500	$ (12)	$ (281)	$ —	$ 207
Contract termination costs	22	—	(18)	—	4
Other costs	70	(7)	(34)	—	29
Total	$ 592	$ (19)	$ (333)	$ —	$ 240

(1) Other Adjustments includes non-cash period changes in the liability balance, which may include non-cash lease closure expense and foreign currency translation adjustments.
2015 Restructuring Plan
In 2015, the Company announced and initiated actions to reduce headcount and other costs in order to support its strategic shift in business focus. During 2016, the final costs were incurred and final payments were made against the 2015 Restructuring Plan accruals. The Company does not expect to incur any additional restructuring costs in connection with the 2015 Plan.
Other Employee Severance Actions
In the first quarter of 2017, the Company initiated actions to reduce headcount in its U.S. consumer product operations and its China locations. Primarily comprised of severance costs associated with these actions, the Company recorded expense of $0.8 million in the first quarter of 2017. The Company recorded an additional $0.2 million in the second quarter of 2017 related to the reduction of headcount in the Fit Brains business and other terminations in consumer product operations. Of these amounts, $0.7 million has been paid and the remaining $0.3 million is expected to be paid before the end of 2017.

Table of Contents
ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
13. RESTRUCTURING (Continued)

Restructuring Cost
The following table summarizes the major types of costs associated with the restructuring actions for the three and six months ended June 30, 2017 and 2016, and total costs incurred through June 30, 2017 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,		Incurred through
	2017	2016	2017	2016	June 30, 2017
Severance costs	$178	$2,233	$932	$4,486	$12,610
Contract termination costs	36	94	36	94	1,335
Other costs	(9)	185	17	441	1,024
Total	$205	$2,512	$985	$5,021	$14,969

As of June 30, 2017, the entire restructuring liability of $0.5 million was classified as a current liability within accrued compensation and other current liabilities on the consolidated balance sheets.
The following table presents total restructuring costs associated with the restructuring actions included in the related line items of our Statement of Operations (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Cost of revenue	$40	$477	$205	$572
Sales and marketing	4	734	335	2,219
Research and development	127	579	345	928
General and administrative	34	722	100	1,302
Total	$205	$2,512	$985	$5,021

These restructuring expenses are not allocated to any reportable segment under our definition of segment contribution as defined in Note 16 "Segment Information."
At each reporting date, the Company will evaluate its accrued restructuring costs to ensure the liabilities reported are still appropriate. Any changes to the estimated costs of executing approved restructuring plans will be reflected in the Company’s consolidated statements of operations.
14. LEASE ABANDONMENT AND TERMINATION
As part of the Company’s effort to reduce general and administrative expenses through a planned space consolidation at its Arlington, Virginia headquarters location, the Company incurred lease abandonment charges of $3.2 million in the first quarter of 2014. Prior to January 31, 2014, the Company occupied the 6th and 7th floors at its Arlington, Virginia headquarters. The Company estimated the liability under operating lease agreements and accrued lease abandonment costs in accordance with ASC 420, Exit or Disposal Cost Obligation ("ASC 420"), as the Company has no future economic benefit from the abandoned space and the lease does not terminate until December 31, 2018. All leased space related to the 6th floor was abandoned and ceased to be used by the Company on January 31, 2014.
In a further effort to reduce general and administrative expenses through a planned space consolidation, the Company relocated its headquarters location to 1621 North Kent Street, Suite 1200, Arlington, Virginia 22209. The previously leased space at the 7th floor of 1919 North Lynn Street was abandoned and ceased to be used by the Company on October 10, 2016 and resulted in $1.6 million in lease abandonment expense in the fourth quarter of 2016.

Table of Contents
ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
14. LEASE ABANDONMENT AND TERMINATION (Continued)

A summary of the Company's lease abandonment activity for the six months ended June 30, 2017 and 2016 is as follows (in thousands):

	As of June 30,	
	2017	2016
Accrued lease abandonment costs, beginning of period	$2,123	$1,281
Costs incurred and charged to expense	—	30
Principal reductions	(505)	(217)
Accrued lease abandonment costs, end of period	$1,618	$1,094
Accrued lease abandonment costs liability:		
Short-term	$1,067	$434
Long-term	551	660
Total	$1,618	$1,094

15. COMMITMENTS AND CONTINGENCIES
Operating Leases
The Company leases copiers, parking spaces, buildings, a warehouse and office space under operating lease and site license arrangements, some of which contain renewal options.
The following table summarizes future minimum operating lease payments for the remaining six months of 2017 and the years thereafter (in thousands):

	As of June 30, 2017
Periods Ending December 31,	
2017-remaining	$2,200
2018	4,456
2019	1,742
2020	1,004
2021	590
Thereafter	—
Total	$9,992

Total expenses under operating leases are $0.6 million and $1.0 million for the three months ended June 30, 2017 and 2016, respectively. Total expenses under operating leases are $1.3 million and $2.1 million for the six months ended June 30, 2017 and 2016, respectively.
The Company accounts for its leases under the provisions of ASC topic 840, Accounting for Leases ("ASC 840"), and subsequent amendments, which require that leases be evaluated and classified as operating leases or capital leases for financial reporting purposes. Certain operating leases contain rent escalation clauses, which are recorded on a straight-line basis over the initial term of the lease with the difference between the rent paid and the straight-line rent recorded as either a deferred rent asset or liability depending on the calculation. Lease incentives received from landlords are recorded as deferred rent liabilities and are amortized on a straight-line basis over the lease term as a reduction to rent expense.
Litigation
From time to time, the Company has been subject to various claims and legal actions in the ordinary course of its business. The Company is not currently involved in any legal proceeding the ultimate outcome of which, in its judgment based on information currently available, would have a material impact on its business, financial condition or results of operations.

29

Table of Contents
ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

16. SEGMENT INFORMATION
The Literacy segment derives the majority of its revenue from the sales of literacy solutions to educational institutions serving grades K through 12. The Enterprise & Education ("E&E") Language segment derives revenue from sales of language-learning solutions to educational institutions, corporations, and government agencies worldwide. The Consumer segment derives the majority of its revenue from sales of language-learning solutions to individuals and retail partners. Revenue from transactions between the Company's operating segments is not material. The Company's current operating segments also represent the Company's reportable segments.
The Company and its Chief Operating Decision Maker ("CODM") assess profitability and performance of each of its current operating segments in terms of segment contribution. Segment contribution is calculated as segment revenue less expenses directly incurred by or allocated to the segment. Direct segment expenses include costs and expenses that are directly incurred by or allocated to the segment and include materials costs, service costs, customer care and coaching costs, sales and marketing expenses, and bad debt expense. In addition to the previously referenced expenses, the Literacy segment includes direct research and development expenses and Combined Language includes shared research and development expenses, cost of revenue, and sales and marketing expenses applicable to the Consumer Language and Enterprise & Education Language segments. Segment contribution excludes depreciation, amortization, stock compensation, restructuring and other related expenses. The Company does not allocate expenses beneficial to all segments, which include certain general and administrative expenses such as legal fees, payroll processing fees, accounting related expenses, lease abandonment, impairment, and non-operating income and expense. These expenses are included below the segment contribution line in the unallocated expenses section of the tables presented below.
Beginning on January 1, 2017, the Company modified its definition and presentation of segment contribution. E&E Language segment and Consumer segment are now characterized as "Language" since both of these segments primarily address the language-learning market and share many of the same costs. These shared language costs are included in the "Shared Services" column of the tables presented below. General and administrative expenses directly incurred by the Language segments consist only of bad debt expense, net of recoveries. Additionally, research and developments expenses are now included in segment contribution. Further, the depreciation, amortization, stock compensation, restructuring and other related expenses which are included in cost of revenue, sales and marketing, research and development, and general and administrative are presented in total as unallocated costs. Prior periods have been reclassified to reflect our current segment presentation and definition of segment contribution. The Company will continue to evaluate its management reporting and will update its operating and reportable segments as appropriate.
With the exception of goodwill, the Company does not identify or allocate its assets by operating segment. Consequently, the Company does not present assets or liabilities by operating segment.

Table of Contents
ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
16. SEGMENT INFORMATION (Continued)

Operating results by segment for the three months ended June 30, 2017 were as follows (in thousands):

	Literacy Segment	Language E&E Segment	Consumer Segment	Shared Services	Combined Language	Total Company
Revenue	$10,370	$17,260	$18,275	$—	$ 35,535	$45,905
Cost of revenue	1,329	1,855	3,001	(3)	4,853	6,182
Sales and marketing	5,626	8,020	9,132	414	17,566	23,192
Research and development	1,431	—	—	4,261	4,261	5,692
General and administrative	393	28	82	—	110	503
Segment contribution	$1,591	$7,357	$6,060	$(4,672)	$ 8,745	$ 10,336
Segment contribution margin %	15.3 %	42.6 %	33.2 %			
Unallocated depreciation and amortization, stock compensation, restructuring and other expenses (net) included in:						
Cost of revenue						1,409
Sales and marketing						845
Research and development						656
General and administrative						1,656
Subtotal						4,566
Corporate unallocated expenses, net:						
Unallocated general and administrative						6,435
Unallocated lease abandonment expense						—
Unallocated impairment						—
Unallocated non-operating income						(312)
Subtotal						6,123
Loss before income taxes						$(353)

31

Table of Contents
ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
16. SEGMENT INFORMATION (Continued)

Operating results by segment for the three months ended June 30, 2016 were as follows (in thousands):

	Literacy Segment	Language E&E Segment	Consumer Segment	Shared Services	Combined Language	Total Company
Revenue	$7,950	$17,490	$20,276	$—	$ 37,766	$45,716
Cost of revenue	865	2,222	3,363	(5)	5,580	$6,445
Sales and marketing	5,432	8,343	12,916	422	21,681	$27,113
Research and development	799	—	—	4,565	4,565	$5,364
General and administrative	415	22	63	—	85	$500
Segment contribution	$439	$6,903	$3,934	$(4,982)	$ 5,855	$6,294
Segment contribution margin %	5.5 %	39.5 %	19.4 %			
Unallocated depreciation and amortization, stock compensation, restructuring and other expenses (net) included in:						
Cost of revenue						1,519
Sales and marketing						1,627
Research and development						1,384
General and administrative						3,380
Subtotal						7,910
Corporate unallocated expenses, net:						
Unallocated general and administrative						6,238
Unallocated lease abandonment expense						30
Unallocated impairment						2,902
Unallocated non-operating income						(816)
Subtotal						8,354
Loss before income taxes						$(9,970)

Table of Contents
ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
16. SEGMENT INFORMATION (Continued)

Operating results by segment for the six months ended June 30, 2017 were as follows (in thousands):

	Literacy Segment	Language E&E Segment	Consumer Segment	Shared Services	Combined Language	Total Company
Revenue	$20,540	$33,760	$39,298	$—	$73,058	$93,598
Cost of revenue	3,157	3,699	5,912	(6)	9,605	12,762
Sales and marketing	11,140	15,655	18,957	906	35,518	46,658
Research and development	2,935	—	—	8,762	8,762	11,697
General and administrative	756	(70)	12	—	(58)	698
Segment contribution	$2,552	$14,476	$14,417	$(9,662)	$19,231	$21,783
Segment contribution margin %	12.4 %	42.9 %	36.7 %			
Unallocated depreciation and amortization, stock compensation, restructuring and other expenses (net) included in:						
Cost of revenue						2,970
Sales and marketing						1,547
Research and development						1,065
General and administrative						3,192
Subtotal						8,774
Corporate unallocated expenses, net:						
Unallocated general and administrative						12,729
Unallocated lease abandonment expense						—
Unallocated impairment						—
Unallocated non-operating income						(521)
Subtotal						12,208
Income before income taxes						$801

33

Table of Contents
ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
16. SEGMENT INFORMATION (Continued)

Operating results by segment for the six months ended June 30, 2016 were as follows (in thousands):

	Literacy Segment	Language E&E Segment	Consumer Segment	Shared Services	Combined Language	Total Company
Revenue	$15,527	$35,821	$42,370	$—	$ 78,191	$93,718
Cost of revenue	1,728	4,721	7,028	(9)	11,740	$13,468
Sales and marketing	10,655	17,676	26,314	974	44,964	$55,619
Research and development	1,783	—	—	9,474	9,474	$11,257
General and administrative	865	224	54	—	278	$1,143
Segment contribution	$496	$13,200	$8,974	$(10,439)	$ 11,735	$12,231
Segment contribution margin %	3.2 %	36.8 %	21.2 %			
Unallocated depreciation and amortization, stock compensation, restructuring and other expenses (net) included in:						
Cost of revenue						2,544
Sales and marketing						3,914
Research and development						2,062
General and administrative						6,012
Subtotal						14,532
Corporate unallocated expenses, net:						
Unallocated general and administrative						13,740
Unallocated lease abandonment expense						30
Unallocated impairment						2,902
Unallocated non-operating income						(1,945)
Subtotal						14,727
Loss before income taxes						$(17,028)

Geographic Information

Revenue by major geographic region is based primarily upon the geographic location of the customers who purchase the Company's products. The geographic locations of distributors and resellers who purchase and resell the Company's products may be different from the geographic locations of end customers.

The information below summarizes revenue from customers by geographic area for the three and six months ended June 30, 2017 and 2016 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
United States	$39,384	$37,626	$80,625	$77,421
International	6,521	8,090	12,973	16,297
Total	$45,905	$45,716	$93,598	$93,718

34

Table of Contents
ROSETTA STONE INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
16. SEGMENT INFORMATION (Continued)

The information below summarizes long-lived assets by geographic area classified as held and used as of June 30, 2017 and December 31, 2016 (in thousands):

	June 30, 2017	December 31, 2016
United States	$23,561	$ 21,652
International	3,109	3,143
Total	$26,670	$ 24,795

Revenue by Type

The Company earns revenue from the sale of language-learning, literacy and brain fitness products and services. The information below summarizes revenue by type for the three and six months ended June 30, 2017 and 2016 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Language learning	$34,790	$36,612	$71,420	$75,839
Literacy	10,370	7,950	20,540	15,527
Brain fitness	745	1,154	1,638	2,352
Total	$45,905	$45,716	$93,598	$93,718

Table of Contents

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

This Quarterly Report on Form 10-Q (this "Report") and other statements or presentations made from time to time by the Company, including the documents incorporated by reference, contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by non-historical statements and often include words such as "outlook," "potential," "believes," "expects," "anticipates," "estimates," "intends," "plans," "seeks" or words of similar meaning, or future-looking or conditional verbs, such as "will," "should," "could," "may," "might," "aims," "intends," "projects," or similar words or phrases. These statements may include, but are not limited to, statements related to: our business strategy; guidance or projections related to revenue, Adjusted EBITDA, bookings, and other measures of future economic performance; the contributions and performance of our businesses including acquired businesses and international operations; projections for future capital expenditures; and other guidance, projections, plans, objectives, and related estimates and assumptions. A forward-looking statement is neither a prediction nor a guarantee of future events or circumstances. In addition, forward-looking statements are based on the Company's current assumptions, expectations and beliefs and are subject to certain risks and uncertainties that could cause actual results to differ materially from our present expectations or projections. Some important factors that could cause actual results, performance or achievement to differ materially from those expressed or implied by these forward-looking statements include, but are not limited to: the risk that we are unable to execute our business strategy; declining demand for our language learning solutions; the risk that we are not able to manage and grow our business; the impact of any revisions to our pricing strategy; the risk that we might not succeed in introducing and producing new products and services; the impact of foreign exchange fluctuations; the adequacy of internally generated funds and existing sources of liquidity, such as bank financing, as well as our ability to raise additional funds; the risk that we cannot effectively adapt to and manage complex and numerous technologies; the risk that businesses acquired by us might not perform as expected; and the risk that we are not able to successfully expand internationally. We expressly disclaim any obligation to update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise, except as required by law. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements risks and uncertainties that are more fully described in the Company's filings with the U.S. Securities and Exchange Committee (SEC), including those described below, those discussed in the sections titled "Risk Factors" in Part II, Item 1A of this Report and those updated from time to time in our future reports filed with the Securities and Exchange Commission.

This section should be read together with our unaudited consolidated financial statements and related notes set forth elsewhere in this Report, "Management's Discussion and Analysis of Financial Condition and Results of Operations", and should be read together with our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 14, 2017.

Overview

Rosetta Stone Inc. ("Rosetta Stone," the "Company," "we" or "us") is dedicated to changing people's lives through the power of language and literacy education. Our innovative digital solutions drive positive learning outcomes for the inspired learner at home or in schools and workplaces around the world. Founded in 1992, Rosetta Stone's language division uses cloud-based solutions to help all types of learners read, write, and speak more than 30 languages. Lexia Learning, Rosetta Stone's literacy education division, was founded more than 30 years ago and is a leader in the literacy education space. Today, Lexia helps students build foundational reading skills through its rigorously researched, independently evaluated, and widely respected instruction and assessment programs. Rosetta Stone Inc. was incorporated in Delaware in 2005.

The Literacy segment derives the majority of its revenue from the sales of literacy solutions to educational institutions serving grades K through 12. The Enterprise & Education Language segment derives revenue from sales of language-learning solutions to educational institutions, corporations, and government agencies worldwide. The Consumer segment derives the majority of revenue from sales of language-learning solutions to individuals and retail partners. Our Literacy distribution channel utilizes a direct sales force as well as relationships with third-party resellers focused on the sale of Lexia Learning solutions to K-12 schools. Our Enterprise & Education Language distribution model is focused on targeted sales activity primarily through a direct sales force in five markets: K-12 schools; colleges and universities; federal government agencies; corporations; and not-for-profit organizations. Our

Consumer distribution channel comprises a mix of our call centers, websites, app-stores, third party e-commerce websites, select retail resellers, such as Amazon.com, Barnes & Noble, Target, Best Buy, Books-a-Million, Sam's Club, Staples, consignment distributors such as Wynit Distribution and Software Packaging Associates, and daily deal partners.

As our Company has evolved, we believe that our Literacy and Enterprise & Education Language segments are our largest opportunity for long-term value creation. The customers in these markets have demands that recur each year, creating a more predictable sales opportunity. This need profile also fits well with our suite of language and literacy products and the well-known Rosetta Stone brand. We also believe the demand is growing for e-learning based literacy solutions in the U.S. and English language-learning around the globe.

Table of Contents

As a result, we are emphasizing the development of products and solutions for Corporate and K-12 learners who need to speak and read English. This focus extends to the Consumer segment, where we continue to make product investments serving the needs of passionate language learners who are motivated, results focused and willing to pay for a quality language-learning experience.

To position the organization for success, our focus is on the following priorities:

1. Grow literacy sales by providing fully aligned digital instruction and assessment tools for K-12, building a direct distribution sales force to augment our historical reseller model, and continuing to develop our implementation services business;
2. Position our Enterprise & Education Language business for profitable growth by focusing our direct sales on our best geographies and customer segments, partnering with resellers in other geographies and successfully delivering our Catalyst™ product to Corporate customers. Catalyst integrates our Foundations, Advantage and Advanced English for Business products with enhanced reporting, assessment and administrator tools that offers a simple, more modern, metrics-driven suite of tools that are results-oriented and easily integrated with leading corporate language-learning systems;
3. Maximize the profitability of our Consumer language business by providing an attractive value proposition and a streamlined, mobile-oriented product portfolio focused on consumers' demand, while optimizing our marketing spend appropriately;
4. Seek opportunities to leverage our language assets including our content, tools and pedagogy, as well as our well-known Rosetta Stone brand, through partnerships with leading players in key markets around the world; and
5. Continue to identify opportunities to become more efficient.

In pursuing these priorities, we will (i) allocate capital to the areas of our business that we believe have the greatest value creation potential, including our Lexia Learning business, (ii) focus our businesses on their best customers, including K-12 learners primarily in North America, Corporate learners primarily in North America and Northern Europe in our Enterprise & Education Language segment, and passionate learners in the U.S. and select non-U.S. markets in our Consumer language business, and (iii) optimize the sales and marketing costs for these businesses and the costs of our business overall.

In March 2016, we announced the 2016 Restructuring Plan ("2016 Restructuring Plan"), outlining our withdrawal of the direct sales presence in almost all of our non-U.S. and non-northern European geographies related to the distribution of the Enterprise & Education Language offerings. These operations added sales, but at too high a cost and without the near-term ability to capture scale efficiencies. Where appropriate, we will seek to operate through partners in the geographies being exited. We have also initiated processes to close our software development operations in France and China. See Note 2 "Summary of Significant Accounting Policies" and Note 13 "Restructuring" of Part 1 - Item 1, Financial Statements for additional information about these strategic undertakings.

As of June 30, 2017, we currently have three operating segments, Literacy, Enterprise & Education Language, and Consumer. We discuss the profitability of each segment in terms of segment contribution. Segment contribution is the measure of profitability used by our Chief Operating Decision Maker ("CODM"). See Note 16 "Segment Information" of Part 1 - Item 1, Financial Statements for information about recent changes in the definition and presentation of segment contribution.

Literacy segment contribution increased to $1.6 million with segment contribution margin of 15% for the three months ended June 30, 2017, as compared to a segment contribution of $0.4 million and segment contribution margin of 6% for the three months ended June 30, 2016. The dollar and margin increases were primarily due to the larger revenue base on which segment contribution is calculated, partially offset by an increase in sales and marketing expense and cost of sales due to the transition to a direct sales team and investments made to improve the Literacy product portfolio and infrastructure. The margin improvement related to the effect of purchase accounting will diminish over time. Enterprise & Education Language segment contribution increased to $7.4 million with segment contribution margin of 43% for the three months ended June 30, 2017, as compared to segment contribution of $6.9 million and segment contribution margin of 39% for the three months ended June 30, 2016. The dollar and margin increases were primarily due to lower sales and marketing expenses due to actions taken in 2016 related to reduced headcount and other cost saving measures, partially offset by lower segment revenue in part due to the unprofitable geographies exited in 2016. We expect E&E Language segment contribution margins to stabilize in the second half of 2017 as we lap the impact of the restructuring actions taken in 2016. Consumer segment contribution increased to $6.1 million with a segment contribution margin of 33% for the three months ended June 30, 2017, from $3.9 million with a segment contribution margin of 19% for the three months ended June 30, 2016. The Consumer segment contribution dollar and margin increased primarily due to the absence of the $3.6 million revenue reduction in the second quarter of 2016 associated with the change of our suggested retail value.

Table of Contents

Literacy segment contribution increased to $2.6 million with segment contribution margin of 12% for the six months ended June 30, 2017, as compared to a segment contribution of $0.5 million and segment contribution margin of 3% for the six months ended June 30, 2016. The dollar and margin increases were primarily due to the larger revenue base on which segment contribution is calculated, partially offset by an increase in sales and marketing expense and cost of sales due to the transition to a direct sales team and investments made to improve the Literacy product portfolio and infrastructure. The margin improvement related to the effect of purchase accounting will diminish over time.

Enterprise & Education Language segment contribution increased to $14.5 million with segment contribution margin of 43% for the six months ended June 30, 2017, as compared to segment contribution of $13.2 million and segment contribution margin of 37% for the six months ended June 30, 2016. The dollar and margin increases were primarily due to lower sales and marketing expenses due to actions taken in 2016 related to reduced headcount and other cost saving measures, partially offset by lower segment revenue in part due to the unprofitable geographies exited in 2016.

Consumer segment contribution increased to $14.4 million with a segment contribution margin of 37% for the six months ended June 30, 2017, from $9.0 million with a segment contribution margin of 21% for the six months ended June 30, 2016. The Consumer segment contribution dollar and margin increased primarily due to the absence of the $3.6 million revenue reduction in the second quarter of 2016 associated with the change of our suggested retail value.

Over the last few years, our Consumer strategy has been to shift more and more of our Consumer business to online subscriptions (with mobile access across the web and apps) and away from perpetual digital download and CD packages. We believe that these online subscription formats provide customers with an overall better experience, flexibility to use our products on multiple platforms (tablets, smartphones and computers), and provide a more economical and relevant way for us to deliver our products to customers. One challenge to encouraging customers to enter into or renew a subscription arrangement is that usage of our product varies greatly, ranging from customers that purchase but do not have any usage to customers with high usage. The majority of purchasers tend towards the lower end of that spectrum, with most usage coming in the first few months after purchase and declining over time - similar to a gym membership. We expect the trend in Consumer subscription sales to accelerate through the end of 2017 as customer preferences continue to move towards cross-platform experiences. Our goal is to move almost all of our Consumer business to subscription sales by the end of 2017.

For additional information regarding our segments, see Note 16 "Segment Information" of Part 1 - Item 1, Financial Statements. For additional information regarding fluctuations in segment revenue, see Results of Operations, below. Prior periods have been reclassified to reflect our current operating segment presentation and definition of segment contribution.

Components of Our Statement of Operations

Revenue

We derive revenue from sales of language-learning and literacy solutions. Revenue is presented as subscription and service revenue or product revenue in our consolidated financial statements. Subscription and service revenue consists of sales from web-based software subscriptions, online services, professional services, and certain mobile applications. Our online services are typically sold in short-term service periods and include dedicated online conversational coaching services and access to online communities of language learners. Our professional services include training and implementation services. Product revenue primarily consists of revenue from our perpetual language-learning product software, our audio practice products, and certain mobile applications. Our audio practice products are often combined with our language-learning software and sold as a solution.

In the Consumer market, our perpetual product software is often bundled with our short-term online conversational coaching and online community services and sold as a package. Approximately $39 in revenue per unit is derived from these short-term online services. As a result, we typically defer 10% to 35% of the revenue of each of these bundled sales to be recognized over the term of the service period. The content of our perpetual product software and our web-based language-learning subscription offerings are the same. We offer our customers the ability to choose which format they prefer without differentiating the learning experience.

We sell our solutions directly and indirectly to individuals, educational institutions, corporations, and governmental agencies. We sell to enterprise and education organizations primarily through our direct sales force as well as through our network of resellers and organizations who typically gain access to our solutions under a web-based subscription service. We distribute our Consumer products predominantly through our direct sales channels, primarily utilizing our websites and call centers, which we refer to as our direct-to-consumer channel. We also distribute our Consumer products through select third-party retailers and distributors. For purposes of explaining variances in our revenue, we separately discuss changes in our Enterprise & Education Language, Literacy, and our Consumer segments because the customers and revenue drivers of these channels are different.

Table of Contents

Literacy segment sales are seasonally stronger in the third quarter of the calendar year corresponding to school district budget years. Within our Enterprise & Education Language segment, sales in our education, government, and corporate sales channels are seasonally stronger in the second half of the calendar year due to purchasing and budgeting cycles. Consumer sales are affected by seasonal trends associated with the holiday shopping season. We expect these trends to continue.

Cost of Subscription and Service and Product Revenue

Cost of subscription and service revenue primarily represents costs associated with supporting our web-based subscription services and online language-learning services, which includes online language conversation coaching, hosting costs and depreciation. We also include the cost of credit card processing and customer technical support in both cost of subscription and service revenue and cost of product revenue. Cost of product revenue consists of the direct and indirect materials and labor costs to produce and distribute our products. Such costs include packaging materials, computer headsets, freight, inventory receiving, personnel costs associated with product assembly, third-party royalty fees and inventory storage, obsolescence and shrinkage.

Operating Expenses

We classify our operating expenses into the following categories: sales and marketing, research and development, and general and administrative. When certain events occur, we also recognize operating expenses related to asset impairment and operating lease terminations.

Our operating expenses primarily consist of personnel costs, direct advertising and marketing expenses, and professional fees associated with contract product development, legal, accounting and consulting. Personnel costs for each category of operating expenses include salaries, bonuses, stock-based compensation and employee benefit costs. Included within our operating expenses are restructuring costs that consist primarily of employee severance and related benefit costs, contract termination costs, and other related costs associated with our restructuring activities.

Sales and Marketing.   Our sales and marketing expenses consist primarily of direct advertising expenses related to television, print, radio, online and other direct marketing activities, personnel costs for our sales and marketing staff, and commissions earned by our sales personnel. Sales commissions are generally paid at the time the customer is invoiced. However, sales commissions are deferred and recognized as expense in proportion to when the related revenue is recognized.

Research and Development.   Research and development expenses consist primarily of employee compensation costs, consulting fees, and overhead costs associated with development of our solutions. Our development efforts are primarily based in the U.S. and are devoted to modifying and expanding our offering portfolio through the addition of new content, as well as new paid and complementary products and services to our language-learning and literacy solutions.

General and Administrative.   General and administrative expenses consist primarily of shared services, such as personnel costs of our executive, finance, legal, human resources and other administrative personnel, as well as accounting and legal professional services fees including professional service fees related to acquisitions and other corporate expenses.

Impairment.   Impairment expenses consist primarily of goodwill impairment, impairment of long-lived assets, and impairment expense related to the abandonment of previously capitalized internal-use software projects.

Lease Abandonment and Termination.   Lease abandonment and termination expenses include the recognition of costs associated with the termination or abandonment of our office operating leases, such as early termination fees and expected lease termination costs.

Interest and Other Income (Expense)

Interest and other income (expense) primarily consist of interest income, interest expense, foreign exchange gains and losses, income from litigation settlements, and income or loss from equity method investments. Interest income represents interest received on our cash and cash equivalents. Interest expense is primarily related to interest on our capital leases and amortization of deferred financing fees associated with our revolving credit facility. Fluctuations in foreign currency exchange rates in our foreign subsidiaries cause foreign exchange gains and losses. Legal settlements are related to agreed upon settlement payments from various anti-piracy enforcement efforts. Income or loss from equity method investments represents our proportionate share of the net income or loss of our investment in entities accounted for under the equity method.

Income Tax Expense (Benefit)

Income tax expense (benefit) consists of federal, state and foreign income taxes. We regularly evaluate the recoverability of our deferred tax assets and establish a valuation allowance, if necessary, to reduce the deferred tax assets to an amount that is

Table of Contents

more likely than not to be realized (a likelihood of more than 50 percent). Significant judgment is required to determine whether a valuation allowance is necessary and the amount of such valuation allowance, if appropriate. The establishment of a valuation allowance has no effect on the ability to use the deferred tax assets in the future to reduce cash tax payments. We assess the likelihood that the deferred tax assets will be realizable at each reporting period, and the valuation allowance will be adjusted accordingly, which could materially affect our financial position and results of operations.

For the three months ended June 30, 2017, we incurred an income tax expense of $0.8 million with $0.4 million loss before taxes, resulting in a worldwide effective tax rate of (221.5)%. For the six months ended June 30, 2017, we incurred an income tax expense of $1.5 million after incurring income before taxes of $0.8 million, resulting in worldwide effective tax rate of 185.0%. The tax expense related to current year income from operations in Germany, China, and the U.K., as well as the tax impact of amortization of indefinite lived intangibles, and foreign withholding taxes.

For the year ended December 31, 2016, we recorded an income tax expense of $2.5 million primarily attributable to losses before tax of $25.0 million resulting in worldwide effective tax rate of (10.0)%. The tax rate resulted from tax expense related to income of operations in Germany and the U.K., foreign withholding taxes, and the tax impact of amortization of indefinite lived intangible assets.

Critical Accounting Policies and Estimates

In presenting our financial statements in conformity with GAAP, we are required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses, and related disclosures.

Some of the estimates and assumptions we are required to make relate to matters that are inherently uncertain as they pertain to future events. We base these estimates and assumptions on historical experience or on various other factors that we believe to be reasonable and appropriate under the circumstances. On an ongoing basis, we reconsider and evaluate our estimates and assumptions. Our future estimates may change if the underlying assumptions change. Actual results may differ significantly from these estimates.

We believe that the following critical accounting policies involve our more significant judgments, assumptions and estimates and, therefore, could have the greatest potential impact on our consolidated financial statements. In addition, we believe that a discussion of these policies is necessary for readers to understand and evaluate our consolidated financial statements contained in this quarterly report on Form 10-Q:

- Revenue Recognition
- Stock-based Compensation
- Goodwill
- Intangible Assets
- Valuation of Long-Lived Assets
- Restructuring Costs
- Income Taxes
- Going Concern Assessment

For further information on our critical and other significant accounting policies, see our Annual Report on Form 10-K filed with the SEC on March 14, 2017. There have been no significant changes in such critical accounting policies and estimates since those disclosed in our most recent Annual Report on Form 10-K.

Goodwill

We test goodwill for impairment annually on June 30 of each year at the reporting unit level in accordance with the provisions of Accounting Standards Codification topic 350, Intangibles—Goodwill and Other ("ASC 350") or more frequently, if impairment indicators arise. This guidance provides the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. The factors that we consider important, and which could trigger a quantitative test, include, but are not limited to: a significant decline in the market value of our common stock for a sustained period; a material adverse change in economic, financial market, industry or sector trends; a material failure to achieve operating results relative to historical levels or projected future levels; and significant changes in operations or business strategy. If, based on a review of qualitative factors, it is more likely than not that the fair value of a reporting unit is less than its carrying value we perform a quantitative goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. If the carrying value exceeds the fair value, we measure the amount of impairment loss, if any, by comparing the implied fair value of the reporting unit goodwill to its carrying amount.

Table of Contents

For our annual goodwill test performed at June 30, we began our annual test with the qualitative test. As of June 30, 2017, we concluded that there were no indicators of impairment that would cause us to believe that it is more likely than not that the fair value of our reporting units is less than the carrying value. Accordingly, a quantitative impairment test has not been performed and no goodwill impairment charges were recorded in connection with the annual impairment test. For additional risk factors which could affect the assumptions used in our valuation of our reporting units, see the section titled "Risk Factors" in Part II, Item 1A of this Report. Accordingly, we cannot provide assurance that the assumptions, estimates and values used in our assessment will be realized and actual results could vary materially.

Table of Contents

Results of Operations

Comparison of the three months ended June 30, 2017 and the three months ended June 30, 2016

The following table sets forth our consolidated statement of operations for the periods indicated (in thousands, except percentages):

	Three Months Ended June 30,		2017 Versus 2016	
	2017	2016	Change	% Change
Revenue:				
Subscription and service	$41,985	$37,757	$4,228	11.2 %
Product	3,920	7,959	(4,039)	(50.7)%
Total revenue	45,905	45,716	189	0.4 %
Cost of revenue:				
Cost of subscription and service revenue	6,058	5,575	483	8.7 %
Cost of product revenue	1,533	2,389	(856)	(35.8)%
Total cost of revenue	7,591	7,964	(373)	(4.7)%
Gross profit	38,314	37,752	562	1.5 %
Operating expenses:				
Sales and marketing	24,037	28,740	(4,703)	(16.4)%
Research and development	6,348	6,748	(400)	(5.9)%
General and administrative	8,594	10,118	(1,524)	(15.1)%
Impairment	—	2,902	(2,902)	(100.0)%
Lease abandonment and termination	—	30	(30)	(100.0)%
Total operating expenses	38,979	48,538	(9,559)	(19.7)%
Loss from operations	(665)	(10,786)	10,121	(93.8)%
Other income and (expense):				
Interest income	17	10	7	70.0 %
Interest expense	(130)	(121)	(9)	7.4 %
Other income and (expense)	425	927	(502)	(54.2)%
Total other income and (expense)	312	816	(504)	(61.8)%
Loss before income taxes	(353)	(9,970)	9,617	(96.5)%
Income tax expense (benefit)	782	(992)	1,774	(178.8)%
Net loss	$(1,135)	$(8,978)	$7,843	(87.4)%

Total revenue increased slightly by $0.2 million to $45.9 million for the three months ended June 30, 2017 from $45.7 million for the three months ended June 30, 2016. The slight increase in revenue was due to an increase in Literacy revenue of $2.4 million, partially offset by a decrease in Consumer revenue of $2.0 million and a decrease in Enterprise & Education Language revenue of $0.2 million.

The operating loss for the three months ended June 30, 2017, totaled $0.7 million, compared to an operating loss of $10.8 million for the three months ended June 30, 2016. Operating expenses decreased $9.6 million, primarily comprised of decreases of $4.7 million in sales and marketing expenses, $1.5 million in general and administrative expenses, and the absence of $2.9 million in impairment charges related to our FitBrains business. The decrease in sales and marketing expenses and general and administrative expenses reflects the continued savings as a result of the 2016 Restructuring Plan and other ongoing expense reduction actions, and drove the $7.8 million improvement to net loss.

Table of Contents

The following table sets forth revenue for our three operating segments for the three months ended June 30, 2017 and 2016 (in thousands, except percentages):

	Three Months Ended June 30,				2017 Versus 2016	
	2017		2016		Change	% Change
Literacy	10,370	22.6 %	7,950	17.4 %	2,420	30.4 %
Enterprise & Education Language	17,260	37.6 %	17,490	38.2 %	(230)	(1.3)%
Consumer	18,275	39.8 %	20,276	44.4 %	(2,001)	(9.9)%
Total Revenue	$45,905	100.0%	$45,716	100.0%	$189	0.4 %

Literacy Segment

Literacy revenue increased $2.4 million, or 30%, from the three months ended June 30, 2016, to $10.4 million for the three months ended June 30, 2017, reflecting the impact of purchase accounting. Adjusting for the impact of purchase accounting on Literacy revenue, revenue would have been $10.9 million in the second quarter of 2017 compared to $9.2 million in the second quarter of 2016, and the Literacy pro-forma growth would have been 19% year-over-year. The organic growth in Literacy revenue was primarily due to a larger and more mature direct sales force as compared to the second quarter of 2016 which drove stronger renewal rates and an increase in new business. We will continue to experience the purchase accounting impacts for the Literacy segment through 2017 due to the typical subscription length. As a result, we expect year-over-year revenues to become more comparable as we move beyond the purchase accounting impact, which we expect to result in lower growth rates than what we expect to experience during 2017. We anticipate additional investments in the Literacy business to grow this segment.

Enterprise & Education Language Segment

Enterprise & Education Language revenue decreased $0.2 million, or 1%, from the three months ended June 30, 2016, to the three months ended June 30, 2017. Revenue declined due to the execution of our strategy to exit our direct presence in unprofitable geographies and manage this business for profitable growth. Where appropriate, we will seek to operate in the geographies we exit through partners. Our goal is to offset this decline with growth in our retained channels. We expect to continue to balance investments and adjust our cost structure to align scale without impacting growth.

Consumer Segment

Consumer revenue decreased $2.0 million, or 10%, from the three months ended June 30, 2016, to the three months ended June 30, 2017. This decrease was primarily due to a decline in direct-to-consumer sales channel revenue of $3.6 million, offset by an increase in the global retail sales channel revenue of $2.0 million. The decline in the direct-to-consumer sale channel reflects an increased mix of shorter-duration subscriptions, which the Company had recently begun testing. The second quarter 2016 global retail sales channel revenue was lower due to the one-time price protection reduction in the suggested retail value in the U.S. of $3.6 million that occurred in the second quarter of 2016 that did not recur in the second quarter of 2017. Additionally, there was an adverse revenue impact of $0.7 million due to the planned return of inventory related to the change from a terms to consignment relationship with one of our larger retail partners. In connection with our recent shift in strategy, we continue to manage the Consumer business for a targeted bottom-line result which has resulted in a decline in scale which we expect to continue. Our Consumer business is seasonal and typically peaks in the fourth quarter during the holiday shopping season.

Revenue by Subscription and Service Revenue and Product Revenue

We categorize and report our revenue in two categories—subscription and service revenue and product revenue. Subscription and service revenue includes web-based software subscriptions, online services, as well as revenue from professional services. Subscription and service revenue are typically deferred at the time of sale and then recognized ratably over the subscription or service period. Product revenue includes revenue allocated to our perpetual language-learning product software, revenue from the sale of audio practice products, and sales of certain mobile applications. We bundle our perpetual product software typically with online services. As a result, we typically defer 10% to 35% of the revenue of each of these bundled sales. We recognize the deferred revenue associated with the online services over the term of the service period.

Table of Contents

The following table sets forth revenue for subscription and service and product for the three months ended June 30, 2017 and 2016 (in thousands, except percentages):

	Three Months Ended June 30,				2017 Versus 2016	
	2017		2016		Change	% Change
Subscription and service	$41,985	91.5 %	$37,757	82.6 %	$4,228	11.2 %
Product	3,920	8.5 %	7,959	17.4 %	(4,039)	(50.7)%
Total revenue	$45,905	100.0%	$45,716	100.0%	$189	0.4 %

Subscription and Service Revenue

Subscription and service revenue increased $4.2 million, or 11%, to $42.0 million for the three months ended June 30, 2017, from $37.8 million for the three months ended June 30, 2016. The increase in subscription and service revenue was primarily due to increases of $2.4 million and $2.4 million in Lexia and direct-to-consumer, sales channels, respectively. As earlier noted, the 30% increase in Literacy revenue is due, in part, to the write-down effects of purchase accounting on the pre-acquisition deferred revenue balances associated with the Lexia acquisition. In the Consumer segment, we have begun shifting sales from our box-based and perpetual download products to subscription products. However, it is important to note that these subscribers generally only stay for the duration of the subscription period, which could negatively impact our revenue in the future. We are testing shorter duration subscriptions, which if we are successful in achieving an adequate level of renewals, will allow pricing that has the potential to open up new customer demographics. If, over time, more of our Consumer products are sold through shorter-term subscriptions it would have the effect of spreading the receipt of cash from those sales over the initial sale period and any subsequent renewals. Our goal is to be almost entirely subscription-based by the end of 2017.

Product Revenue

Product revenue decreased $4.0 million, or 51%, to $3.9 million during the three months ended June 30, 2017, from $8.0 million during the three months ended June 30, 2016. The primary driver of the decrease in product revenue was a decline of $6.1 million in the direct-to-consumer sales channel, partially offset by an increase in the global consumer retail sales channel of $2.2 million. The second quarter 2016 global consumer retail sales channel revenue was lower due to the one-time price protection reduction in the suggested retail value in the U.S. of $3.6 million that occurred in the second quarter of 2016 that did not recur in the second quarter of 2017. Product revenue also decreased due to the ongoing transition of our sales model towards subscription sales rather than perpetual license and box product sales, with an objective to be nearly all subscription-based by the end of 2017.

Cost of Subscription and Service Revenue and Product Revenue and Gross Profit

The following table sets forth cost of subscription and service revenue and product revenue, as well as gross profit for the three months ended June 30, 2017 and 2016 (in thousands, except percentages):

	Three Months Ended June 30,		2017 Versus 2016	
	2017	2016	Change	% Change
Revenue:				
Subscription and service	$41,985	$37,757	$4,228	11.2 %
Product	3,920	7,959	(4,039)	(50.7)%
Total revenue	45,905	45,716	189	0.4 %
Cost of revenue:				
Cost of subscription and service revenue	6,058	5,575	483	8.7 %
Cost of product revenue	1,533	2,389	(856)	(35.8)%
Total cost of revenue	7,591	7,964	(373)	(4.7)%
Gross profit	$38,314	$37,752	$562	1.5 %
Gross margin percentages	83.5 %	82.6 %	0.9 %	

Total cost of revenue slightly decreased $0.4 million for the three months ended June 30, 2017, from $8.0 million for the three months ended June 30, 2016.

Table of Contents

Cost of Subscription and Service Revenue
Cost of subscription and service revenue for the three months ended June 30, 2017, was $6.1 million, an increase of $0.5 million, or 9%, from the three months ended June 30, 2016. As a percentage of subscription and service revenue, cost of subscription and service revenue decreased to 14% for the three months ended June 30, 2017, compared to 15% in the same prior year period. The dollar increase was primarily due to increases in allocated costs from a higher allocation rate associated with the shift in revenue mix in favor of subscription and service revenue. We expect the cost of subscription and service revenue will increase as we focus our business around the Enterprise & Education business and accelerate the migration of our Consumer business to our subscription-based products.
Cost of Product Revenue
Cost of product revenue for the three months ended June 30, 2017, was $1.5 million, a decrease of $0.9 million, or 36%, from the three months ended June 30, 2016. As a percentage of product revenue, cost of product revenue increased to 39% for the three months ended June 30, 2017, compared to 30% the three months ended June 30, 2016. The dollar decrease in cost of product revenue was primarily due to the shift away from hard product sales to online subscription sales.
Gross Profit
Gross profit increased $0.6 million to $38.3 million for the three months ended June 30, 2017, compared to the three months ended June 30, 2016. Gross profit percentage remained flat at 83% for the three months ended June 30, 2017, and for the three months ended June 30, 2016.
Operating Expenses

	Three Months Ended June 30,		2017 Versus 2016	
	2017	2016	Change	% Change
	(in thousands, except percentages)			
Sales and marketing	$24,037	$28,740	$(4,703)	(16.4)%
Research and development	6,348	6,748	(400)	(5.9)%
General and administrative	8,594	10,118	(1,524)	(15.1)%
Impairment	—	2,902	(2,902)	(100.0)%
Lease abandonment and termination	—	30	(30)	(100.0)%
Total operating expenses	$38,979	$48,538	$(9,559)	(19.7)%

Included within our operating expenses are restructuring charges related to restructuring actions which relate to employee severance and related benefits costs incurred in connection with headcount reductions, contract termination costs, and other related costs. As a result of these actions, we realized reductions in our operating expenses, primarily associated with reduced payroll and benefits costs. See Note 13 "Restructuring" of Part I – Item 1, Financial Statements – for more detailed information about the restructuring actions. The following table presents restructuring costs included in the related line items of our results from operations:

	Three Months Ended June 30,	
	2017	2016
	(in thousands)	
Cost of revenue	$40	$477
Sales and marketing	4	734
Research and development	127	579
General and administrative	34	722
Total	$205	$2,512

Sales and Marketing Expenses

Sales and marketing expenses for the three months ended June 30, 2017, were $24.0 million, a decrease of $4.7 million, or 16%, from the three months ended June 30, 2016. As a percentage of total revenue, sales and marketing expenses decreased to 52% from 63% for the three months ended June 30, 2017 compared to the three months ended June 30, 2016. The decrease in sales and marketing expense was primarily due to a $2.9 million decrease in media spend in the general consumer market, a $1.1 million decrease in payroll and benefits due to a reduction in severance and salary expense due to the heavier restructuring accruals and headcount reductions in 2016, and a $0.2 million decrease in rent expense driven by the corporate headquarters office relocation. We intend to continue to optimize our Consumer media and marketing costs and manage the Consumer business for profitability and plan to manage the sales and marketing expenses to drive these results.

Research and Development Expenses

Research and development expenses were $6.4 million for the three months ended June 30, 2017, a decrease of $0.4 million or 6% compared to $6.8 million for the three months ended June 30, 2016. As a percentage of total revenue, research and development expenses decreased to 14% from 15% for the three months ended June 30, 2017 compared to the three months ended June 30, 2016. The slight reduction in research and development expenses was due in part to the increased capitalization of product labor expenses. In the near term we will focus our product investment on Lexia and key Enterprise & Education Language initiatives.

General and Administrative Expenses

General and administrative expenses decreased $1.5 million to $8.6 million for the three months ended June 30, 2017, compared to $10.1 million for the three months ended June 30, 2016. As a percentage of revenue, general and administrative expenses decreased to 19% for the three months ended June 30, 2017, from 22% for the three months ended June 30, 2016. The primary factors driving the decrease in general and administrative expenses were a reduction in professional service fees, reduction in amortization expense, and a reduction in payroll and benefits expense. Professional services fees declined $0.8 million due to the absence of external strategic advisor costs compared to 2016 and also due to lower IT consulting fees and lower legal fees. Amortization expense decreased $0.4 million due to the completed amortization of multiple projects in 2016. Payroll and benefits expense decreased $0.2 million due to the reduced severance expense. We expect our general and administrative expenses to increase slightly in the near term.

Impairment

There were no impairment expenses for the three months ended June 30, 2017. The $2.9 million impairment in the three months ended June 30, 2016 was due to the 2016 second quarter impairment of the Fit Brains goodwill of $1.7 million, the second quarter impairment of Fit Brains intangible assets of $1.2 million.

Lease Abandonment and Termination

Lease abandonment and termination expenses were zero for the three months ended June 30, 2017 as compared to $30,000 for the three months ended June 30, 2016.

Interest and Other Income (Expense)

	Three Months Ended June 30,		2017 Versus 2016	
	2017	2016	Change	% Change
	(in thousands, except percentages)			
Interest income	$17	$10	$7	70.0 %
Interest expense	(130)	(121)	(9)	7.4 %
Other income and (expense)	425	927	(502)	(54.2)%
Total other income and (expense)	$312	$816	$(504)	(61.8)%

Interest income for the three months ended June 30, 2017 was $17,000, up slightly from $10,000 for the three months ended June 30, 2016. Interest income represents interest earned on our cash and cash equivalents.

Interest expense for the three months ended June 30, 2017 and June 30, 2016, was flat at $0.1 million, attributable to interest on our capital leases and the recognition of our financing fees associated with our undrawn revolving credit facility.

Other income and expense for the three months ended June 30, 2017, was income of $0.4 million, an unfavorable change of $0.5 million, from income of $0.9 million for the three months ended June 30, 2016. The change is primarily attributable to unfavorable foreign exchange fluctuations partially offset by a $0.4 million gain on the sale of our Japan entity.

Table of Contents

Income Tax Expense

	Three Months Ended June 30,		2017 Versus 2016	
	2017	2016	Change	% Change
	(in thousands, except percentages)			
Income tax expense (benefit)	$782	$(992)	$1,774	(178.8)%

Our income tax expense for the three months ended June 30, 2017, was $0.8 million, compared to a tax benefit of $1.0 million for the three months ended June 30, 2016. The increase to tax expense was primarily due to the tax benefits associated with the FitBrains intangible asset impairment in the second quarter of 2016, in addition to the increased pretax income in foreign jurisdictions in the current quarter.

Table of Contents

Comparison of the six months ended June 30, 2017 and the six months ended June 30, 2016

The following table sets forth our consolidated statement of operations for the periods indicated (in thousands, except percentages):

	Six Months Ended June 30,		2017 Versus 2016	
	2017	2016	Change	% Change
Revenue:				
Subscription and service	$83,435	$75,728	$7,707	10.2 %
Product	10,163	17,990	(7,827)	(43.5)%
Total revenue	93,598	93,718	(120)	(0.1)%
Cost of revenue:				
Cost of subscription and service revenue	12,592	10,978	1,614	14.7 %
Cost of product revenue	3,140	5,034	(1,894)	(37.6)%
Total cost of revenue	15,732	16,012	(280)	(1.7)%
Gross profit	77,866	77,706	160	0.2 %
Operating expenses:				
Sales and marketing	48,205	59,533	(11,328)	(19.0)%
Research and development	12,762	13,319	(557)	(4.2)%
General and administrative	16,619	20,895	(4,276)	(20.5)%
Impairment	—	2,902	(2,902)	(100.0)%
Lease abandonment and termination	—	30	(30)	(100.0)%
Total operating expenses	77,586	96,679	(19,093)	(19.7)%
Income (loss) from operations	280	(18,973)	19,253	(101.5)%
Other income and (expense):				
Interest income	30	23	7	30.4 %
Interest expense	(245)	(233)	(12)	5.2 %
Other income and (expense)	736	2,155	(1,419)	(65.8)%
Total other income and (expense)	521	1,945	(1,424)	(73.2)%
Income (loss) before income taxes	801	(17,028)	17,829	(104.7)%
Income tax expense (benefit)	1,482	(543)	2,025	(372.9)%
Net loss	$(681)	$(16,485)	$15,804	(95.9)%

Total revenue slightly declined to $93.6 million for the six months ended June 30, 2017 compared to $93.7 million for the six months ended June 30, 2016. Within the change in total revenue, Consumer revenue decreased $3.1 million and Enterprise & Education Language revenue decreased $2.1 million, almost entirely offset by an increase in Literacy revenue of $5.0 million,

Operating income for the six months ended June 30, 2017 totaled $0.3 million, compared to an operating loss of $19.0 million for the six months ended June 30, 2016. Operating expenses decreased $19.1 million, which was comprised of decreases of $11.3 million in sales and marketing expenses, $4.3 million in general and administrative expenses, $2.9 million in impairment charges, and $0.6 million in research and development expenses. The decrease in sales and marketing, research and development, and general and administrative operating expenses reflects the continued cost savings initiatives.

48

Table of Contents

The following table sets forth revenue for our three operating segments for the six months ended June 30, 2017 and 2016 (in thousands, except percentages):

	Six Months Ended June 30,				2017 Versus 2016	
	2017		2016		Change	% Change
Literacy	$20,540	21.9 %	$15,527	16.6 %	$5,013	32.3 %
Enterprise & Education Language	33,760	36.1 %	35,821	38.2 %	(2,061)	(5.8)%
Consumer	39,298	42.0 %	42,370	45.2 %	(3,072)	(7.3)%
Total Revenue	$93,598	100.0%	$93,718	100.0%	$(120)	(0.1)%

Literacy Segment

Literacy revenue increased $5.0 million, or 32%, from the six months ended June 30, 2016 to the six months ended June 30, 2017, reflecting the impact of purchase accounting. Adjusting for the impact of purchase accounting on Literacy revenue, revenue would have been $21.7 million for the six month period ending June 30, 2017 compared to $18.1 million in the six month period ending June 30, 2016, and the Literacy pro-forma growth would have been 20% year-over-year. We will continue to experience the purchase accounting impacts for the Literacy segment through 2017 due to the typical subscription length. As a result, we expect year-over-year revenues to become more comparable as we move beyond the purchase accounting impact, which we expect to result in lower growth rates than what we expect to experience during 2017. We anticipate additional investments in the Literacy business to grow this segment.

Enterprise & Education Language Segment

Enterprise & Education Language revenue decreased $2.1 million, or 6%, from the six months ended June 30, 2016 to the six months ended June 30, 2017. The decrease in Enterprise & Education Language revenue reflects a decrease of $1.6 million in the corporate channel and $0.6 million in our education sales channels. We expect revenue associated with the Enterprise & Education Language segment will slightly decline in the near term, due to the execution of our strategy to exit our direct presence in unprofitable geographies and manage this business for profitable growth. Where appropriate, we will seek to operate in the geographies we exit through partners. Our goal is to offset this decline with growth in our retained channels. We expect to continue to balance investments and adjust our cost structure to align scale without impacting growth.

Consumer Segment

Consumer revenue decreased $3.1 million, or 7%, from the six months ended June 30, 2016 to the six months ended June 30, 2017. This decrease was largely due to a reduction in revenue from our direct-to-consumer sales channel of $6.4 million which was partially offset by an increase in our global retail sales channel of $3.9 million. The decline in the direct-to-consumer sale channel reflects an increased mix of shorter-duration subscriptions, which the Company had recently begun testing. The year-to-date 2016 global retail sales channel revenue was lower due to the one-time price protection reduction in the suggested retail value in the U.S. of $3.6 million that did not recur in year-to-date 2017. Additionally, there was an adverse revenue impact of $0.7 million due to the planned return of inventory related to the change from a terms to consignment relationship with one of our larger retail partners. In connection with our recent shift in strategy, we continue to manage the Consumer business for a targeted bottom-line result which has resulted in a decline in scale which we expect to continue. Our Consumer business is seasonal and typically peaks in the fourth quarter during the holiday shopping season.

Revenue by Subscription and Service Revenue and Product Revenue

The following table sets forth revenue for subscription and services and product for the six months ended June 30, 2017 and 2016 (in thousands, except percentages):

	Six Months Ended June 30,				2017 Versus 2016	
	2017		2016		Change	% Change
Subscription and service	$83,435	89.1 %	$75,728	80.8 %	$7,707	10.2 %

Product	10,163	10.9 %	17,990	19.2 %	(7,827)	(43.5)%
Total revenue	$93,598	100.0%	$93,718	100.0%	$(120)	(0.1)%

Subscription and Service Revenue

Subscription and service revenue was $83.4 million for the six months ended June 30, 2017, an increase of $7.7 million from $75.7 million for the six months ended June 30, 2016. As noted above, Literacy segment revenue increased by $5.0

49

Table of Contents

million due, in part, to the write-down effects of purchase accounting on the pre-acquisition deferred revenue balances associated with the Lexia acquisition. Consumer subscription and service revenue increased in the direct-to-consumer sales channel. Within the Enterprise & Education Language segment, the corporate sales channel decreased by $1.5 million. As earlier noted, the 32% increase in Literacy revenue is due, in part, to the write-down effects of purchase accounting on the pre-acquisition deferred revenue balances associated with the Lexia acquisition. In the Consumer segment, we have begun shifting sales from our box-based and perpetual download products to subscription products. However, it is important to note that these subscribers generally only stay for the duration of the subscription period, which could negatively impact our revenue in the future. We are testing shorter duration subscriptions, which if we are successful in achieving an adequate level of renewals, will allow pricing that has the potential to open up new customer demographics. If, over time, more of our Consumer products are sold through shorter-term subscriptions it would have the effect of spreading the receipt of cash from thos