MOORE WILLIAM M
Form 4
July 05, 2005

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MOORE WILLIAM M

(Last) (First) (Middle)

C/O NATUS MEDICAL INCORPORATED, 1501 INDUSTRIAL ROAD

(Street)

SAN CARLOS, CA 94070

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NATUS MEDICAL INC [BABY]

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/01/2005		M		10,000	A	$ 4.149	139,892	I	By Family Trust
Common Stock								3,150	I	By spouse
Common Stock								2,660	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (Right to Buy)	$ 4.149	07/01/2005		M			10,000	07/14/2002 (1)	06/14/2012	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOORE WILLIAM M C/O NATUS MEDICAL INCORPORATED 1501 INDUSTRIAL ROAD SAN CARLOS, CA 94070	X			

Signatures

William M. Moore	07/05/2005
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The option vested in 12 equal monthly installments beginning on the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ont-weight:normal;font-style:normal;text-transform:none;font-variant: normal;">

(958

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Shareholders' Equity:

Accumulated deficit

(98,576

)

(100,635

)

2,059

Explanation of Responses:

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Explanation of Responses:

3. Cash, Cash Equivalents and Investments

Cash, cash equivalents and short-term investments consisted of the following (in thousands):

	June 30, 2017	December 31, 2016
Cash	$5,039	$ 11,016
Cash equivalents:		
Money market funds	181	2,796
Corporate commercial paper	3,498	500
Corporate debt securities	750	-
Total cash equivalents	4,429	3,296
Total cash and cash equivalents	9,468	14,312
Short-term investments:		
Corporate commercial paper	10,895	11,465
Corporate debt securities	6,933	7,423
Total short-term investments	17,828	18,888
Total cash, cash equivalents and short-term investments	$27,296	$ 33,200

Gross unrealized gains and losses on our short-term investments were not material as of June 30, 2017 and December 31, 2016.

4. Fair Value Measurements

We measure our cash equivalents and short-term investments at fair value. Fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or a liability. A three-tier fair value hierarchy is established as a basis for considering such assumptions and for inputs used in the valuation methodologies in measuring fair value:

Level 1: Quoted prices in active markets for identical assets or liabilities.
Level 2: Directly or indirectly observable market-based inputs or unobservable inputs used in models or other valuation methodologies.
Level 3: Unobservable inputs that are not corroborated by market data. The inputs require significant management judgment or estimation.

We classify our cash equivalents and short-term investments within Level 1 or Level 2 because our cash equivalents and short-term investments are valued using quoted market prices or alternative pricing sources and models utilizing market observable inputs.

Assets and liabilities measured at fair value on a recurring basis as of June 30, 2017 and December 31, 2016 are summarized below (in thousands):

	June 30, 2017		
	Quoted Prices in	Direct or Indirect Observable	Total

	Active Markets for Identical Assets (Level 1)	Inputs (Level 2)	
Assets			
Cash equivalents:			
Money market funds	$181	$ —	$181
Corporate commercial paper	—	3,498	3,498
Corporate debt securities	—	750	750
Total cash equivalents	181	4,248	4,429
Short-term investments:			
Corporate commercial paper	—	10,895	10,895
Corporate debt securities	—	6,933	6,933
Total short-term investments	—	17,828	17,828
Total assets measured at fair value	$181	$ 22,076	$22,257

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	December 31, 2016 Quoted Prices in Active Markets for Identical Assets (Level 1)	Direct or Indirect Observable Inputs (Level 2)	Total
Assets			
Cash equivalents:			
Money market funds	$2,796	$ —	$2,796
Corporate commercial paper	—	500	500
Total cash equivalents	2,796	500	3,296
Short-term investments:			
Corporate commercial paper	—	11,465	11,465
Corporate debt securities	—	7,423	7,423
Total short-term investments	—	18,888	18,888
Total assets measured at fair value	$2,796	$ 19,388	$22,184

5. Goodwill and Intangible Assets

Goodwill was originally recorded in connection with the September 2011 acquisition of MPC Data, Ltd. (renamed BSQUARE EMEA, Ltd. in 2015), a United Kingdom based provider of software engineering services. The excess of the acquisition consideration over the fair value of net assets acquired was recorded as goodwill and is included within the professional engineering services reporting unit. There were no changes in the carrying amount of goodwill during the three and six months ended June 30, 2017.

Intangible assets relate to customer relationships that we acquired from TestQuest, Inc. in November 2008 and from the acquisition of BSQUARE EMEA, Ltd. in September 2011.

Information regarding our intangible assets is as follows (in thousands):

	June 30, 2017 Gross Carrying Amount	Accumulated Amortization	Net Carrying Value
Customer relationships	$1,275	$ (860)	$ 415

	December 31, 2016

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value
Customer relationships	$1,275	$ (811)	$ 464

Amortization expense was $24,000 and $49,000 for the three and six months ended June 30, 2017, respectively, and $34,000 and $68,000 for the three and six months ended June 30, 2016, respectively. Amortization in future periods is expected to be as follows (in thousands):

Remainder of 2017	$50
2018	98
2019	98
2020	98
2021	71
Total	$415

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6. Credit Agreement

Line of Credit

On September 22, 2015, we entered into a two-year unsecured line of credit agreement (the “Credit Agreement”) with JPMorgan Chase Bank, N.A. (the “Bank”) in the principal amount of up to $12 million. On September 29, 2016, the Credit Agreement was modified to extend the final due date an additional year to September 22, 2018. At our election, advances under the Credit Agreement shall bear interest at either (1) a rate per annum equal to 1.5% below the bank’s applicable prime rate or (2) 1.5% above the Bank’s applicable LIBOR rate, in each case as defined in the Credit Agreement. The Credit Agreement contains customary affirmative and negative covenants, including compliance with financial ratios and metrics, as well as limitations on our ability to pay distributions or dividends while there is an ongoing event of default or to the extent such distribution causes an event of default. We are required to maintain certain minimum interest coverage ratios, liquidity levels and asset coverage ratios as defined in the Credit Agreement. We were in compliance with all such covenants as of June 30, 2017.

There were no amounts outstanding under the Credit Agreement as of June 30, 2017 or December 31, 2016. In September 2016, we entered into a new letter of credit agreement for $250,000 secured by the Credit Agreement in connection with the lease of our corporate headquarters. Accordingly, the principal amount available under the Credit Agreement has been reduced from $12 million to $11.75 million.

7. Shareholders’ Equity

Equity Compensation Plans

We have a stock plan (the “Stock Plan”) and an inducement stock plan for newly hired employees (the “Inducement Plan”) (collectively, the “Plans”). Under the Plans, stock options to purchase shares of our common stock may be granted with a fixed exercise price that is equal to the fair market value of our common stock on the date of grant. These options have a term of up to 10 years and vest over a predetermined period, generally four years. Incentive stock options granted under the Stock Plan may only be granted to our employees. The Plans also allow for awards of non-qualified stock options, stock appreciation rights, RSAs and unrestricted stock awards, and RSUs. Expense is recorded for performance options over the requisite service periods when achievement of related performance targets are considered to be probable.

Stock-Based Compensation

The estimated fair value of stock-based awards is recognized as compensation expense over the vesting period of the award, net of estimated forfeitures. We estimate forfeitures based on historical experience and expected future activity. The fair value of RSAs and RSUs is determined based on the number of shares granted and the quoted price of our common stock on the date of grant. The fair value of stock option awards is estimated at the grant date based on the fair value of each vesting tranche as calculated by the Black-Scholes-Merton (“BSM”) option-pricing model. The BSM model requires various highly judgmental assumptions including expected volatility and option life. If any of the assumptions used in the BSM model change significantly, stock-based compensation expense may differ materially in the future from that recorded in the current period. The fair values of our stock option grants were estimated with the following weighted average assumptions:

	Three Months Ended	Six Months Ended
		June 30,

	June 30, 2017	2016	2017	2016
Dividend yield	0 %	0 %	0 %	0 %
Expected life	3.3 years	3.4 years	3.3 years	3.4 years
Expected volatility	52 %	55 %	53 %	55 %
Risk-free interest rate	1.6%	1.1 %	1.7%	1.1 %

The impact on our results of operations from stock-based compensation expense was as follows (in thousands, except per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Cost of revenue — service	$20	$36	$85	$173
Selling, general and administrative	320	150	604	357
Research and development	71	29	121	98
Total stock-based compensation expense	$411	$215	$810	$628
Per diluted share	$0.03	$0.02	$0.06	$0.05

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Stock Option Activity

The following table summarizes stock option activity under the Plans for the six months ended June 30, 2017:

Stock Options	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value
Balance at January 1, 2017	1,846,768	$ 4.84	8.19	$2,138,361
Granted	89,125	5.33		
Exercised	(30,079)	3.82		
Forfeited	(48,550)	5.24		
Expired	(25,445)	5.56		
Balance at June 30, 2017	1,831,819	$ 4.86	7.96	$1,755,761
Vested and expected to vest at June 30, 2017	1,694,577	$ 4.82	7.86	$1,700,861
Exercisable at June 30, 2017	838,272	$ 4.25	6.65	$1,334,204

At June 30, 2017, total compensation cost related to stock options granted but not yet recognized was $1,284,933, net of estimated forfeitures. This cost will be amortized on the straight-line method over a weighted-average period of approximately 1.47 years. The following table summarizes certain information about stock options:

	Three Months Ended		Six Months Ended	
	June 30, 2017	2016	June 30, 2017	2016
Weighted-average grant-date fair value of option grants for the period	$2.64	$2.87	$2.80	$3.05
Options in-the-money at period end	1,755,762	948,745	1,755,762	948,745
Aggregate intrinsic value of options exercised	$17,412	$310,756	$57,833	$360,086

The aggregate intrinsic value represents the difference between the exercise price of the underlying options and the quoted price of our common stock for the number of options that were in-the-money at period end or that were exercised during the period. We issue new shares of common stock upon exercise of stock options.

Restricted Stock Unit Activity

The following table summarizes RSU activity for the six months ended June 30, 2017:

	Weighted

	Number of Shares	Average Grant Date Fair Value
Unvested at January 1, 2017	119,606	$ 5.60
Granted	61,409	4.89
Vested	(30,635)	5.76
Forfeited	—	—
Unvested at June 30, 2017	150,380	$ 5.28
Expected to vest after June 30, 2017	134,077	$ 5.28

At June 30, 2017, total compensation cost related to RSUs granted but not yet recognized was $465,966, net of estimated forfeitures. This cost will be amortized on the straight-line method over a period of approximately 1.13 years.

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Common Stock Reserved for Future Issuance

The following table summarizes our shares of common stock reserved for future issuance under the Plans as of June 30, 2017:

Stock options outstanding	1,831,819
RSUs outstanding	150,380
Stock awards available for future grant	1,312,621
Common stock reserved for future issuance	3,294,820

8. Commitments and Contingencies

Lease and rent obligations

Our commitments include obligations outstanding under operating leases, which expire through 2020. We have lease commitments for office space in Bellevue, Washington; Boston, Massachusetts; Taipei, Taiwan; Tokyo, Japan; and Trowbridge, UK. We also lease office space on a month-to-month basis in Akron, Ohio.

In August 2013, we amended the lease agreement for our Bellevue, Washington headquarters, and extended the term of the original lease that was scheduled to expire in August 2014 to May 2020.

Rent expense was $273,000 and $533,000 for the three and six months ended June 30, 2017, respectively, and $259,000 and $519,000 for the three and six months ended June 30, 2016, respectively.

Future operating lease commitments are as follows by calendar year (in thousands):

Remainder of 2017	$672
2018	1,168
2019	1,038
2020	437
Total commitments	$3,315

Loss Contingencies

From time to time, we are subject to legal proceedings, claims, and litigation arising in the ordinary course of business including tax assessments. We defend ourselves vigorously against any such claims. When (i) it is probable that an asset has been impaired or a liability has been incurred and (ii) the amount of the loss can be reasonably estimated, we record the estimated loss. We provide disclosure in the notes to the consolidated financial statements for loss contingencies that do not meet both of these conditions if there is a reasonable possibility that a loss may have been incurred that would be material to the financial statements. Significant judgment is required to determine the probability that a liability has been incurred and whether such liability is reasonably estimable. We base accruals made on the best information available at the time, which can be highly subjective. The final outcome of these matters could vary significantly from the amounts included in the accompanying consolidated financial statements.

9. Information about Geographic Areas and Operating Segments

Our chief operating decision-makers (i.e., our Chief Executive Officer and certain direct reports) review financial information presented on a consolidated basis, accompanied by disaggregated information for purposes of allocating resources and evaluating financial performance. There are no segment managers who are held accountable by our chief operating decision-makers, or anyone else, for operations, operating results, or planning for levels or components below the consolidated unit level. We operate within a single industry segment of computer software and services. We have two major product lines, software and professional engineering services, each of which we consider to be an operating and reportable segment. Software includes third-party software and proprietary software sales, and professional engineering services includes consulting, programming and software customization and implementation revenue. We do not allocate costs other than direct cost of goods sold to the segments or produce segment income statements. We do not produce asset information by reportable segment and it is not presented here. The following table sets forth profit and loss information about our segments (in thousands):

	Three Months Ended		Six Months Ended	
	June 30, 2017	2016	June 30, 2017	2016
Software				
Revenue	$15,986	$18,735	$35,437	$38,902
Cost of revenue	13,142	15,459	27,256	32,620
Gross profit	2,844	3,276	8,181	6,282
Professional Engineering Services				
Revenue	2,862	4,003	6,252	9,275
Cost of revenue	1,833	3,386	4,307	7,368
Gross profit	1,029	617	1,945	1,907
Total gross profit	3,873	3,893	10,126	8,189
Operating expenses	6,492	3,978	12,704	7,625
Other income, net	59	55	114	76
Income tax benefit (expense)	-	(155)	106	(325)
Net income (loss)	$(2,560)	$(185)	$(2,358)	$315

Revenue by geography is based on the sales region of the customer. The following tables set forth revenue and long-lived assets by geographic area (in thousands):

	Three Months Ended		Six Months Ended	
	June 30, 2017	2016	June 30, 2017	2016
Total revenue:				
North America	$17,728	$21,291	$39,498	$45,359
Asia	306	554	556	828
Europe	814	893	1,635	1,990
Total revenue	$18,848	$22,738	$41,689	$48,177

	June 30, 2017	December 31, 2016
Long-lived assets:		
North America	$1,064	$ 1,025
Asia	83	90
Europe	4,171	4,236
Total long-lived assets	$5,318	$ 5,351

10. Significant Risk Concentrations

Significant Customer

Honeywell International, Inc. and affiliated entities ("Honeywell") accounted for $3.0 million, or 16% of total revenue, for the three months ended June 30, 2017 and for $3.5 million, or 16% of total revenue, for the three months ended June 30, 2016. Honeywell accounted for $6.3 million, or 15% of total revenue, for the six months ended June 30, 2017 and for $7.7 million, or 16% of total revenue, for the six months ended June 30, 2016. No other customers accounted for 10% or more of our total revenue for the periods noted above.

At June 30, 2017, Honeywell had a total accounts receivable balance of $9.6 million, or approximately 53% of total accounts receivable, and had a total accounts receivable balance of $7.1 million, or approximately 33% of total accounts receivable, at December 31, 2016. No other customer accounted for 10% or more of the total accounts receivable at June 30, 2017 or December 31, 2016.

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Significant Supplier

We have two OEM Distribution Agreements (“ODAs”) with Microsoft Corporation (“Microsoft”) which enable us to sell Microsoft Windows Embedded operating systems on a non-exclusive basis to our customers in the United States, Canada, Argentina, Brazil, Chile, Columbia, Mexico, Peru, Puerto Rico, the Caribbean (excluding Cuba), the European Union, the European Free Trade Association, Turkey and Africa, which expire on June 30, 2018. We also have four ODAs with Microsoft, which allow us to sell Microsoft Windows Mobile operating systems in the Americas (excluding Cuba), Japan, Taiwan, Europe, the Middle East, and Africa, which also expire on June 30, 2018.

Software sales under these agreements constitute a significant portion of our software revenue and total revenue. These agreements are typically renewed bi-annually, annually or semi-annually; however, there is no automatic renewal provision in any of these agreements. Further, these agreements can be terminated unilaterally by Microsoft at any time. Microsoft currently offers a rebate program to sell Microsoft Windows Embedded operating systems pursuant to which we earn money for achieving certain predefined objectives. In accordance with Microsoft rebate program rules, we allocate 30% of rebate values to reduce cost of sales, with the remaining 70% to offset qualified marketing expenses in the period the expenditures are incurred.

Under this rebate program, we recognized $87,000 and $197,000 of rebate credits during the three and six months ended June 30, 2017, respectively, compared to $123,000 and $209,000 during the three and six months ended June 30, 2016, respectively, which were accounted for as reductions in cost of sales. Additionally, during the three and six months ended June 30, 2017, we received $219,000 and $374,000 in rebates, respectively, compared to $288,000 and $489,000 during the three and six months ended June 30, 2016, respectively, which were accounted for as reductions in marketing expenses. There was a balance of approximately $203,000 in outstanding rebate credits for which we qualified at June 30, 2017, which will be accounted for as reductions in marketing expense in the period in which qualified program expenditures are made.

Microsoft implemented significant pricing changes for its embedded products effective January 1, 2016, including ending its design registration pricing discounts, terminating its OEM Volume Royalty Programs (“OVRP”) and changing the aggregate volume price structure and product royalties for existing embedded Windows products. In December 2015, Microsoft granted extensions for certain of the OVRPs through December 31, 2016, at which time the program ended.

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

As used in this Quarterly Report on Form 10-Q, “we,” “us,” “our” and “the Company” refer to BSQUARE Corporation, a Washington corporation, and its subsidiaries.

The following Management’s Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with our condensed consolidated financial statements and related notes. Some statements and information contained in this Management’s Discussion and Analysis of Financial Condition and Results of Operations are not historical facts but are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In some cases, readers can identify forward- looking statements by terms such as “may,” “will,” “should,” “expect,” “plan,” “intend,” “forecast,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “continue,” or the negative of or other comparable terminology, which when used are meant to signify the statement as forward-looking. These forward-looking statements include, but are not limited to, statements about our plans, objectives, expectations and intentions and other statements that are not historical facts. These forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and situations that are difficult to predict and that may cause our own, or our industry’s actual results, to be materially different from the future results that are expressed or implied by these statements. Accordingly, actual results may differ materially from those anticipated or expressed in such statements as a result of a variety of factors, including those discussed in Item 1A of Part I of our Annual Report on Form 10-K for the year ended December 31, 2016 entitled “Risk Factors,” similar discussions in subsequently filed Quarterly Reports on Form 10-Q, including this Form 10-Q, as applicable, and those contained from time to time in our other filings with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date made. Except as required by law, we undertake no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

Overview

BSQUARE Corporation (“BSQUARE”) was incorporated in Washington State in July 1994. Since our inception, our business has largely been focused on providing software solutions (historically including reselling software from Microsoft Corporation (“Microsoft”)) and related engineering services to businesses that develop, market and sell dedicated purpose standalone intelligent systems. Examples of dedicated purpose standalone intelligent systems include smart, connected computing devices such as smart phones, set-top boxes, point-of-sale terminals, kiosks, tablets and handheld data collection devices, as well as smart vending machines, ATM machines, digital signs and in-vehicle telematics and entertainment devices. We focus on systems that utilize various Microsoft Windows Embedded operating systems as well as devices running other popular operating systems such as Android, Linux, and QNX, and that are usually connected to a network or data cloud via a wired or wireless connection. Our customers include world-class original equipment manufacturers (“OEMs”), original design manufacturers (“ODMs”), corporate enterprises (“Enterprises”), silicon vendors (“SVs”) and peripheral vendors. A significant portion of our business historically has also been focused on reselling software from Microsoft, from which a majority of our revenue currently continues to be derived.

Beginning in 2014, we initiated development efforts focused on new proprietary software products addressing the Internet of Things (“IoT”) market, which is the interconnection of uniquely identifiable embedded computing devices within the existing internet infrastructure. These software development efforts have driven a new business initiative for BSQUARE, which we refer to as DataV™. Our DataV solution includes software products and services that are designed to render raw IoT device data into meaningful and actionable data for our customers. We launched DataV in early 2016 and announced our first three major customer bookings during 2016.

Critical Accounting Judgments

Management's discussion and analysis of our financial condition and results of operations are based on our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these condensed consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, sales, cost of sales and expenses and related disclosure of contingent assets and liabilities. We evaluate our estimates on an on-going basis. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Except for policy changes in accounting for revenues associated with our adoption of Topic 606 (see Note 2 "Revenue Recognition" in the Notes to Condensed Consolidated Financial Statements in Item 1), there have been no significant changes to our critical accounting judgments, policies and estimates as described in our Annual Report on Form 10-K for the year ended December 31, 2016.

Results of Operations

The following table presents certain financial data as a percentage of total revenue for the periods indicated. Our historical operating results are not necessarily indicative of the results for any future period.

	Three Months Ended June 30, 2017	2016	Six Months Ended June 30, 2017	2016
	(unaudited)		(unaudited)	
Revenue:				
Software	85 %	82 %	85 %	81 %
Professional engineering service	15 %	18 %	15 %	19 %
Total revenue	100 %	100 %	100 %	100 %
Cost of revenue	79 %	83 %	76 %	83 %
Gross profit	21 %	17 %	24 %	17 %
Operating expenses:				
Selling, general and administrative	27 %	14 %	24 %	13 %
Research and development	8 %	3 %	7 %	3 %
Total operating expenses	35 %	17 %	31 %	16 %
Income (loss) from operations	(14)%	0 %	-7 %	1 %
Other income, net	0 %	0 %	0 %	0 %
Income (loss) before income taxes	(14)%	0 %	-7 %	1 %
Income tax benefit (expense)	0 %	(1)%	1 %	(1)%
Net income (loss)	(14)%	(1)%	-6 %	0 %

Revenue

We generate revenue from the sale of software, both our own proprietary software and third-party software that we resell, and the sale of professional engineering services. Total revenue decreased by $3.9 million, or 17%, to approximately $18.8 million for the three months ended June 30, 2017, from approximately $22.7 million in the year-ago period. This decrease was primarily due to lower sales of Microsoft Windows Mobile and Embedded operating systems and a decrease in professional engineering services revenue. Revenue from customers outside of North America decreased $0.3 million, or 23%, to $1.1 million for the three months ended June 30, 2017, compared to $1.4 million in the year-ago period due primarily to lower professional engineering services revenue in Europe and Asia-Pacific.

Total revenue decreased by $6.5 million, or 13%, to $41.7 million for the six months ended June 30, 2017, from approximately $48.2 million in the year-ago period. This decrease was primarily due to lower sales of Windows Mobile and Embedded operating systems and a decrease in professional engineering services revenue, partially offset by recognition of approximately $3.0 million in DataV software and professional engineering services revenue in the first quarter of 2017. Revenue from customers outside of North America decreased $0.6 million, or 22%, to $2.2 million for the six months ended June 30, 2017, compared to $2.8 million in the year-ago period due primarily to lower professional engineering services revenue in Europe and Asia-Pacific.

Software revenue

Software revenue consists of sales of third-party software and revenue realized from the sales of our own proprietary software products, which include software license sales, support and maintenance revenue. Software revenue was as follows (dollars in thousands):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
	(unaudited)		(unaudited)	
Software revenue:				
Third-party software	$15,505	$18,337	$32,302	$38,254
Proprietary software	481	398	3,135	648
Total software revenue	$15,986	$18,735	$35,437	$38,902
Software revenue as a percentage of total revenue	85 %	82 %	85 %	81 %
Third-party software revenue as a percentage of total software revenue	97 %	98 %	91 %	98 %

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The vast majority of our third-party software revenue is comprised of sales of Microsoft Windows Embedded and Windows Mobile operating systems.

Third-party software revenue decreased $2.8 million, or 15%, to $15.5 million for the three months ended June 30, 2017, from $18.3 million in the year-ago period. Third-party software revenue decreased $6.0 million, or 16%, to $32.3 million for the six months ended June 30, 2017, from $38.3 million in the year-ago period. The decreases are primarily due to lower sales of Windows Embedded and Windows Mobile operating systems in the current periods, a portion of which for the year-to-date period is attributable to higher levels of buying activity late in 2016 as customers anticipated higher pricing following the cessation of Microsoft's volume purchase discount programs on December 31, 2016.

Sales of Microsoft operating systems represented approximately 81% and 76% of our total revenue and 59% and 47% of our total gross margin for the three and six months ended June 30, 2017, respectively; and approximately 79% and 78% of our total revenue and 73% and 68% of our total gross margin for the three and six months ended June 30, 2016, respectively.

Proprietary software revenue increased $83,000 to $481,000 for the three months ended June 30, 2017, from $398,000 in the year-ago period due primarily to recognition of $146,000 in DataV software revenue in the current period, offsetting lower legacy proprietary software sales. Proprietary software revenue increased $2.5 million to $3.1 million for the six months ended June 30, 2017, from $0.6 million in the year-ago period, due primarily to recognition of $2.5 million in revenue in the first quarter of 2017 since we delivered and received customer acceptance on a DataV software license, resulting in recognition of revenue for customization services and the software license. We expect that revenues from both DataV and our other proprietary software will continue to fluctuate in timing and amount in future periods in 2017. We anticipate that our DataV revenues will grow over time, but that other proprietary software product sales will decline over time as they approach the end of their life cycles.

Professional engineering service revenue

Professional engineering service revenue was as follows (dollars in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
	(unaudited)		(unaudited)	
Professional engineering service revenue	$2,862	$4,003	$6,252	$9,275
Professional engineering service revenue as a percentage of total revenue	15 %	18 %	15 %	19 %

Professional engineering service revenue decreased $1.1 million, or 29%, and $3.0 million, or 33% for the three and six months ended June 30, 2017, respectively, from the respective year-ago periods due to decreases in service revenue generated in each of our three geographic areas: North America, Asia and EMEA. The decreases in North America and EMEA service revenue were due to the completion in 2016 of several existing customer projects and a shift in our sales generation priorities and staffing to DataV. The decrease in Asia was due to lower revenue generated by sales in Japan. Our largest professional engineering services customers in the first half of 2017 were Google, Coca-Cola and Mitsubishi Electric Corporation.

Gross profit and gross margin

Cost of software revenue consists primarily of the cost of third-party software products payable to third-party vendors and support costs associated with our proprietary software products. Cost of service revenue consists primarily of salaries and benefits, contractor costs and re-billable expenses, related facilities and depreciation costs, and amortization of certain intangible assets related to acquisitions.

Gross profit on the sale of third-party software products is also positively impacted by rebate credits we receive from Microsoft for the sale of Windows Embedded operating systems earned through the achievement of defined objectives.

Under the Microsoft rebate program, we recognized $87,000 and $197,000 of rebate credits during the three and six months ended June 30, 2017, respectively, compared to $123,000 and $209,000 during the three and six months ended June 30, 2016, respectively, which were accounted for as reductions in cost of sales. Additionally, during the three and six months ended June 30, 2017, we received $219,000 and $374,000 in rebates, respectively, compared to $288,000 and $489,000 during the three and six months ended June 30, 2016, respectively, which were accounted for as reductions in marketing expenses. There was a balance of approximately $203,000 in outstanding rebate credits for which we qualified at June 30, 2017, which will be accounted for as reductions in marketing expense in the period in which qualified program expenditures are made.

Gross profit and related gross margin were as follows (dollars in thousands):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
	(unaudited)		(unaudited)	
Software gross profit	$2,844	$3,276	$8,181	$6,282
Third-party software gross margin	15 %	16 %	16 %	15 %
Proprietary software gross margin	92 %	69 %	98 %	64 %
Software gross margin	18 %	17 %	23 %	16 %
Professional engineering service gross profit	$1,029	$617	$1,945	$1,907
Professional engineering service gross margin	36 %	15 %	31 %	21 %
Total gross profit	$3,873	$3,893	$10,126	$8,189
Total gross margin	21 %	17 %	24 %	17 %

Software gross profit and gross margin

Software gross profit decreased $0.4 million or 13% for the three months ended June 30, 2017, from the year-ago period. Software gross margin increased by one percentage point to 18% for the three months ended June 30, 2017 compared to the year-ago period due to heavier sales mix in proprietary software products yielding higher margins. Software gross profit increased $1.9 million, or 30% for the six months ended June 30, 2017, from the year-ago period and software gross margin increased by seven percentage points to 23% for the six months ended June 30, 2017 compared to the year-ago period. The increase in software gross profit for the year-to-date period was driven by recognition of $2.5 million in DataV software revenue in the first quarter of 2017. We anticipate that software gross margin will fluctuate in future periods due to the timing of DataV software revenue recognition.

Third-party software gross margin decreased to 15% for the three months ended June 30, 2017 compared to 16% in the year-ago period due to changes in the Microsoft pricing program and product mix sold. Third party software gross margin increased to 16% for the six months ended June 30, 2017 from 15% in the year-ago period primarily due to higher margins on sales of Windows Embedded operating systems associated with volume rebates.

Proprietary software gross margin was 92% for the three months ended June 30, 2017, compared to 69% in the year-ago period, due to a greater proportion of DataV revenue in the current period compared to legacy software products revenue. Proprietary software gross margin was 98% for the six months ended June 30, 2017, compared to 64% in the year-ago period, with the increase primarily due to recognition of $2.5 million in DataV software revenue in the first quarter of 2017.

Professional engineering service gross profit and gross margin

Professional engineering service gross profit increased by $0.4 million, or 67%, for the three months ended June 30, 2017 from the year-ago period, and service gross margin increased by 21 percentage points to 36% for the three months ended June 30, 2017 compared to the year-ago period. The increases in service gross profit and gross margin resulted from higher utilization of professional engineering personnel in the current year periods.

Professional engineering service gross profit was $1.9 million for both the six months ended June 30, 2017 and the year-ago period, and service gross margin increased by ten percentage points to 31% for the six months ended June 30, 2017 compared to the year-ago period. The increase in gross margin was primarily due to higher utilization of professional engineering personnel.

Operating expenses

Selling, general and administrative

Selling, general and administrative ("SG&A") expenses consist primarily of salaries and related benefits, commissions and bonuses for our sales, marketing and administrative personnel and related facilities and depreciation costs, as well as professional services fees (e.g., consulting, legal, audit and tax). SG&A expenses increased by approximately $1.8 million, or 57%, to $5.0 million for the three months ended June 30, 2017, from $3.2 million in the year-ago period, and increased by approximately $3.5 million, or 55%, to $9.9 million for the six months ended June 30, 2017, from $6.4 million in the year-ago period. The increases were due to higher spending including increased hiring of sales and customer support personnel and new marketing programs to support the scaling and launch of our DataV products and increased general and administrative spending. SG&A expenses represented 27% and 24% of our total revenue for the three and six months ended June 30, 2017, respectively, and 14% and 13% for the three and six months ended June 30, 2016, respectively.

Research and development

Research and development expenses consist primarily of salaries and benefits for software development and quality assurance personnel, contractor and consultant costs and related facilities and depreciation costs. R&D expenses increased by $672,000 to $1.4 million for the three months ended June 30, 2017, from $0.8 million in the year-ago period, and increased by $1.6 million to $2.8 million for the six months ended June 30, 2017 from $1.2 million in the year-ago period, due to increased spending for continued development of our DataV product line. R&D expenses represented 8% and 7% of our total revenue for the three and six months ended June 30, 2017, respectively, and 3% of our total revenue for each of the three and six month periods ended June 30, 2016.

Other income (expense), net

Other income (expense) consists primarily of interest income on our cash and investments, gains and losses we may recognize on our investments, gains and losses on foreign exchange transactions and other items. Other income, net, increased by $4,000 to $59,000 for the three months ended June 30, 2017, compared to $55,000 in the year-ago period, and increased by $38,000 to $114,000 for the six months ended June 30, 2017, compared to $76,000 in the year-ago period. The changes were primarily due to higher interest income in the current year period resulting from higher prevailing interest rates and higher average invested balances.

Income tax (benefit) expense

We did not record an income tax benefit or expense for the three months ended June 30, 2017, due to a valuation allowance on worldwide losses. In the three months ended June 30, 2016, we recorded income tax expense of $155,000. Income tax benefit was $106,000 for the six months ended June 30, 2017, compared to income tax expense of $325,000 in the year-ago period. The tax benefit for the 2017 period was related to discrete items, including U.K. stock compensation tax benefits, a U.K. net operating loss carryback and an international tax reserve release. The tax expense for the period ended June 30, 2016 was related to U.S. alternative minimum tax, U.K. tax expense and a discrete increase in the Japan valuation allowance on deferred tax assets.

Liquidity and Capital Resources

As of June 30, 2017, we had $27.3 million of cash, cash equivalents and investments, compared to $33.2 million at December 31, 2016, reflecting a net use of $5.9 million in cash, cash equivalents and investments during the six months ended June 30, 2017.

Net cash used in operating activities was $5.8 million for the six months ended June 30, 2017, comprised primarily of our net loss of $2.4 million, a $5.7 million decrease in third-party software fees payable, a $0.3 million increase in prepaid assets and a $1.4 million decrease in deferred revenue, offset by a $2.9 million decrease in accounts receivable. Net cash used in operating activities was $3.0 million for the six months ended June 30, 2016, driven primarily by net income of $0.3 million, offset by a $3.4 million decrease in third-party software fees payable and a $0.4 million increase in net accounts receivable. The current year balances include the impact of the cumulative effect adjustment at January 1, 2017 relating to adoption of new accounting rules.

Investing activities generated cash of $0.8 million for the six months ended June 30, 2017, due to a net decrease in short-term investments of $1.1 million and capital expenditures of $264,000. Investing activities used cash of $3.1 million for the six months ended June 30, 2016, due to a $3.0 million net increase in short-term investments and capital expenditures of $105,000.

Financing activities generated $118,000 during the six months ended June 30, 2017, and $333,000 during the six months ended June 30, 2016, resulting from the exercise of stock options.

We believe that our existing cash, cash equivalents and investments will be sufficient to meet our needs for working capital and capital expenditures for at least the next 12 months.

In September 2015, we entered into a two-year unsecured line of credit agreement (the “Credit Agreement”) with JPMorgan Chase Bank, N.A. in the principal amount of up to $12 million. In September 2016, the Credit Agreement was modified to extend the final due date an additional year to September 22, 2018. There were no amounts outstanding under the Credit Agreement as of June 30, 2017 or December 31, 2016. In September 2016, we entered into a new letter of credit agreement for $250,000 secured by the Credit Agreement in connection with the lease of our corporate headquarters. Accordingly, the principal amount available under the Credit Agreement has been reduced from $12 million to $11.75 million. See Note 6, “Credit Agreement” in the Notes to Condensed Consolidated Financial Statements in Item 1 for more information regarding the Credit Agreement.

Cash Commitments

We have the following future or potential cash commitments:

- Minimum rents payable under operating leases total $0.7 million for the remainder of 2017, $1.2 million in 2018, $1.0 million in 2019 and $0.4 million in 2020.

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Recently Issued Accounting Standards

See Note 1, “Summary of Significant Accounting Policies” in the Notes to Condensed Consolidated Financial Statements in Item 1.

Item 3. Quantitative and Qualitative Disclosures about Market Risk
Not applicable.

Item 4. Controls and Procedures
We maintain disclosure controls and procedures that are designed to provide reasonable assurance that the information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Our management carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

There were no changes in our internal control over financial reporting during the three-month period ended June 30, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1A. Risk Factors

There have been no material changes in the risk factors set forth in Part I, Item 1A, “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2016.

Item 5. Other Information

None.

Item 6. Exhibits

The exhibits listed in the accompanying Index to Exhibits are filed or incorporated by reference as part of this Quarterly Report on Form 10-Q.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BSQUARE CORPORATION

(Registrant)

Date: August 8, 2017 By: /s/ Peter J. Biere
Peter J. Biere
Chief Financial Officer, Secretary and Treasurer

BSQUARE CORPORATION

INDEX TO EXHIBITS

Exhibit Number	Description	Filed or Furnished Herewith	Incorporated by Reference Form	Filing Date	Exhibit	File No.
3.1	Amended and Restated Articles of Incorporation		S-1	8/17/1999	3.1 (a)	333-85351
3.1(a)	Articles of Amendment to Amended and Restated Articles of Incorporation		10-Q	8/7/2000	3.1	000-27687
3.1(b)	Articles of Amendment to Amended and Restated Articles of Incorporation		8-K	10/11/2005	3.1	000-27687
3.2	Bylaws and all amendments thereto		10-K	3/19/2003	3.2	000-27687
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934	X				
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934	X				
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X				
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X				
101.SCH	XBRL Taxonomy Extension Schema	X				
101.CAL	XBRL Taxonomy Extension Calculation Linkbase	X				
101.DEF	XBRL Taxonomy Extension Definition Linkbase	X				
101.LAB	XBRL Taxonomy Extension Label Linkbase	X				
101.PRE	XBRL Taxonomy Extension Presentation Linkbase	X				

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