

CUTERA INC  
Form 10-Q  
November 06, 2018

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

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**FORM 10-Q**

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(Mark One)

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

For the quarterly period ended September 30, 2018

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934**

For the transition period \_\_\_\_\_ to \_\_\_\_\_.

Commission file number: 000-50644

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**Cutera, Inc.**  
**(Exact name of registrant as specified in its charter)**

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**Delaware**

**77-0492262**

(State or other jurisdiction of incorporation or organization) (I.R.S. employer identification no.)

3240 Bayshore Blvd., Brisbane, California 94005

(Address of principal executive offices)

(415) 657-5500

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§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 No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 |
|-------------------------|-------------------|-----------------------|---------------------------|-------------------------|

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

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

The number of shares of Registrant's common stock issued and outstanding as of October 31, 2018 was 13,903,830

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CUTERA, INC.

FORM 10-Q

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In this Quarterly Report on Form 10-Q, “Cutera,” “the Company,” “we,” “us” and “our” refer to Cutera, Inc. and its consolidated subsidiaries.

This report may contain references to our proprietary intellectual property, including among others, trademarks for our systems and ancillary products, Accutip®, Coolglide®, Coolglide Excel®, enlighten®, Excel HR®, Excel V®, Limelight®, MyQ®, Pearl®, Pico Genesis™, ProWave®, Solera®, Titan®, TruSculpt®, Vantage®, and Xeo®.

These trademarks and trade names are the property of Cutera or the property of our consolidated subsidiaries and are protected under applicable intellectual property laws. Solely for convenience, our trademarks and tradenames referred to in this Quarterly Report on Form 10-Q may appear without the ® or ™ symbols, but such references are not intended to indicate in any way that we will not assert, to the fullest extent under applicable law, our rights to these trademarks and tradenames.

**PART I. FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

**CUTERA, INC.**

**CONDENSED CONSOLIDATED BALANCE SHEETS**

**(in thousands, except share and per share data)**

**(unaudited)**

|                           | <b>September<br/>30,<br/><br/>2018</b> | <b>December<br/>31,<br/><br/>2017</b> |
|---------------------------|--|---------------------------------------|
| <b>Assets</b>             |  |                                       |
| Current assets:           |  |                                       |
| Cash and cash equivalents | \$ 21,866                              | \$ 14,184                             |

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|   |            |            |
|---|------------|------------|
| Marketable investments                    | 5,018      | 21,728     |
| Accounts receivable, net                  | 25,444     | 20,777     |
| Inventories                               | 31,322     | 28,782     |
| Other current assets and prepaid expenses | 3,716      | 2,903      |
| Total current assets                      | 87,366     | 88,374     |
| Property and equipment, net               | 2,784      | 2,096      |
| Deferred tax asset                        | 21,402     | 19,055     |
| Goodwill                                  | 1,339      | 1,339      |
| Other long-term assets                    | 6,048      | 374        |
| Total assets                              | \$ 118,939 | \$ 111,238 |

**Liabilities and Stockholders' Equity**

|  |           |          |
|--|-----------|----------|
| Current liabilities:                     |           |          |
| Accounts payable                         | \$ 13,321 | \$ 7,002 |
| Accrued liabilities                      | 22,904    | 26,848   |
| Deferred revenue                         | 8,939     | 9,461    |
| Total current liabilities                | 45,164    | 43,311   |
| Deferred revenue, net of current portion | 2,380     | 2,195    |
| Income tax liability                     | 352       | 379      |
| Other long-term liabilities              | 640       | 460      |
| Total liabilities                        | 48,536    | 46,345   |

Commitments and Contingencies (Note 13)

Stockholders' equity:

|  |            |            |
|--|------------|------------|
| Common stock, \$0.001 par value; authorized: 50,000,000 shares; issued and outstanding: 13,890,590 and 13,477,973 shares at September 30, 2018 and December 31, 2017, respectively | 14         | 13         |
| Additional paid-in capital   | 68,180     | 62,025     |
| Accumulated income   | 2,283      | 2,947      |
| Accumulated other comprehensive loss   | (74)       | (92)       |
| Total stockholders' equity   | 70,403     | 64,893     |
| Total liabilities and stockholders' equity   | \$ 118,939 | \$ 111,238 |

The accompanying notes are an integral part of these unaudited Condensed Consolidated Financial Statements.

Table of Contents**CUTERA, INC.****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(in thousands, except per share data)****(unaudited)**

|   | <b>Three Months<br/>Ended<br/>September 30,<br/>2018</b> |             | <b>Nine Months<br/>Ended<br/>September 30,<br/>2018</b> |             |
|---|--|-------------|---|-------------|
|   | <b>2017</b>  | <b>2018</b> | <b>2017</b>   | <b>2018</b> |
| Net revenue:  |  |             |   |             |
| Products  | \$33,486   | \$35,675    | \$89,688  | \$102,589   |
| Service   | 4,687  | 4,898       | 14,173  | 14,662      |
| Total net revenue   | 38,173   | 40,573      | 103,861   | 117,251     |
| Cost of revenue:  |  |             |   |             |
| Products  | 13,859   | 15,909      | 38,843  | 46,876      |
| Service   | 2,104  | 2,779       | 6,241   | 8,779       |
| Total cost of revenue   | 15,963   | 18,688      | 45,084  | 55,655      |
| Gross profit  | 22,210   | 21,885      | 58,777  | 61,596      |
| Operating expenses:   |  |             |   |             |
| Sales and marketing   | 13,148   | 14,479      | 36,708  | 43,102      |
| Research and development  | 3,467  | 3,244       | 9,393   | 10,895      |
| General and administrative  | 3,379  | 5,160       | 10,143  | 15,501      |
| Lease termination income  | (4,000)  | —           | (4,000)   | —           |
| Total operating expenses  | 15,994   | 22,883      | 52,244  | 69,498      |
| Income (loss) from operations                                     | 6,216  | (998)       | 6,533   | (7,902)     |
| Interest and other income (expense), net                          | 197  | (49)        | 746   | (80)        |
| Income (loss) before income taxes                                 | 6,413  | (1,047)     | 7,279   | (7,982)     |
| Provision (benefit) for income taxes                              | 225  | (174)       | 166   | (3,505)     |
| Net income (loss)   | \$6,188  | \$(873)     | \$7,113   | \$(4,477)   |
| Net income (loss) per share:                                      |  |             |   |             |
| Basic   | \$0.44   | \$(0.06)    | \$0.51  | \$(0.33)    |
| Diluted   | \$0.42   | \$(0.06)    | \$0.48  | \$(0.33)    |
| Weighted-average number of shares used in per share calculations: |  |             |   |             |
| Basic   | 13,973   | 13,851      | 13,917  | 13,717      |
| Diluted   | 14,767   | 13,851      | 14,733  | 13,717      |

The accompanying notes are an integral part of these unaudited Condensed Consolidated Financial Statements.



Table of Contents**CUTERA, INC.****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)****(in thousands)****(unaudited)**

|  | <b>Three Months<br/>Ended<br/>September 30,<br/>2018</b> |          | <b>Nine Months<br/>Ended<br/>September 30,<br/>2017</b> |          |
|--|--|----------|---|----------|
| Net income (loss)  | \$ (873)   | \$ 6,188 | \$ (4,477)  | \$ 7,113 |
| Other comprehensive income (loss):   |  |          |   |          |
| Available-for-sale investments   |  |          |   |          |
| Net change in unrealized gains (losses) on available-for-sale investments                        | 13   | 5        | 9   | 13       |
| Less: Reclassification adjustment for gains (losses) on investments recognized during the period | —  | —        | 9   | (4 )     |
| Net change in unrealized gain and losses on available-for-sale investments                       | 13   | 5        | 18  | 9        |
| Tax provision  | —  | —        | —   | —        |
| Other comprehensive income (loss), net of tax  | 13   | 5        | 18  | 9        |
| Comprehensive income (loss)  | \$ (860)   | \$ 6,193 | \$ (4,459)  | \$ 7,122 |

The accompanying notes are an integral part of these unaudited Condensed Consolidated Financial Statements.

Table of Contents**CUTERA, INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(in thousands)****(unaudited)**

|  | <b>Nine Months<br/>Ended September<br/>30,</b> |             |
|--|--|-------------|
|  | <b>2018</b>                                    | <b>2017</b> |
| <b>Cash flows from operating activities:</b>   |  |             |
| Net income (loss)  | \$(4,477)                                      | \$7,113     |
| Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: |  |             |
| Stock-based compensation   | 5,524  | 3,623       |
| Depreciation of tangible assets  | 849  | 750         |
| Amortization of contract acquisition costs   | 1,304  | —           |
| Change in deferred tax assets  | (3,507)  | —           |
| Provision for doubtful accounts receivable   | 877  | (9)         |
| Other  | 215  | (58)        |
| Changes in assets and liabilities:   |  |             |
| Accounts receivable  | (5,544)  | (3,048)     |
| Inventories  | (2,540)  | (8,751)     |
| Other current assets and prepaid expenses  | (797)  | (633)       |
| Other long-term assets   | (2,301)  | (1)         |
| Accounts payable   | 6,319  | 3,207       |
| Accrued liabilities  | (4,177)  | 4,757       |
| Other long-term liabilities  | 105  | —           |
| Deferred revenue   | 58   | 652         |
| Income tax liability   | (27)   | 3           |
| Net cash provided by (used in) in operating activities   | (8,119)  | 7,605       |
| <b>Cash flows from investing activities:</b>   |  |             |
| Acquisition of property, equipment and software  | (1,214)  | (443 )      |
| Disposal of property and equipment   | 41   | 53          |
| Proceeds from sales of marketable investments  | 13,044   | 9,154       |
| Proceeds from maturities of marketable investments   | 8,050  | 39,612      |
| Purchase of marketable investments   | (4,390)  | (44,156)    |
| Net cash provided by investing activities  | 15,531   | 4,220       |
| <b>Cash flows from financing activities:</b>   |  |             |
| Repurchase of common stock   | —  | (13,776)    |

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|  |          |          |
|--|----------|----------|
| Proceeds from exercise of stock options and employee stock purchase plan | 3,603    | 4,566    |
| Taxes paid related to net share settlement of equity awards              | (2,971)  | (1,332 ) |
| Payments on capital lease obligations                                    | (362)    | (274 )   |
| Net cash provided by (used) in financing activities                      | 270      | (10,816) |
| Net increase in cash and cash equivalents                                | 7,682    | 1,009    |
| Cash and cash equivalents at beginning of period                         | 14,184   | 13,775   |
| Cash and cash equivalents at end of period                               | \$21,866 | \$14,784 |
| <b>Supplemental disclosure of non-cash items:</b>                        |          |          |
| Assets acquired under capital lease                                      | \$610    | \$257    |

The accompanying notes are an integral part of these unaudited Condensed Consolidated Financial Statements.

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**CUTERA, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**Note 1. Summary of Significant Accounting Policies**

*Description of Operations and Principles of Consolidation*

Cutera, Inc. (“Cutera” or the “Company”) is a global provider of laser and energy-based aesthetic systems for practitioners worldwide. The Company designs, develops, manufactures, distributes and markets laser and energy-based product platforms for use by physicians and other qualified practitioners, enabling them to offer safe and effective aesthetic treatments to their customers. The Company currently markets the following system platforms: *excel*, *enlighten*, *Juliet*, *Secret RF*, *truSculpt* and *xeo*. The Company’s systems offer multiple hand pieces and applications, allowing customers to upgrade their systems. The sales of (i) systems, system upgrades and hand pieces (“Systems” revenue); (ii) hand piece refills applicable to *Titan*, *truSculpt 3D* and *truSculpt iD*, as well as single use disposable tips applicable to *Juliet*, *Secret RF* (“Consumables” revenue); and (iii) the distribution of third party manufactured skincare products (“Skincare” revenue); are collectively classified as “Products” revenue. In addition to Products revenue, the Company generates revenue from the sale of post-warranty service contracts, parts, detachable hand piece replacements (except for *Titan*, *truSculpt 3D* and *truSculpt iD*) and service labor for the repair and maintenance of products that are out of warranty, all of which are classified as “Service” revenue.

Headquartered in Brisbane, California, the Company has wholly-owned subsidiaries that are currently operational in Australia, Belgium, Canada, France, Germany, Hong Kong, Japan, Spain, Switzerland and the United Kingdom. The Company’s wholly owned subsidiary in Italy is currently dormant. These active subsidiaries market, sell and service the Company’s products outside of the United States. The Condensed Consolidated Financial Statements include the accounts of the Company and its subsidiaries. All inter-company accounts, transactions and balances have been eliminated.

*Unaudited Interim Financial Information*

In the opinion of the Company, the accompanying unaudited condensed consolidated financial statements included in this report reflect all adjustments (consisting of only normal recurring adjustments) necessary for a fair statement of its financial position as of September 30, 2018, its results of operations for the three and nine months periods ended September 30, 2018, and 2017, respectively, comprehensive income (loss) for the three and nine months periods ended September 30, 2018 and 2017, respectively, and cash flows for the nine months ended September 30, 2018, and

2017, respectively. The December 31, 2017 condensed consolidated balance sheet was derived from audited financial statements, but does not include all disclosures required by generally accepted accounting principles in the United States of America (“GAAP”). The results for interim periods are not necessarily indicative of results for the entire year or any other interim period. The accompanying condensed consolidated financial statements should be read in conjunction with the Company’s previously filed audited financial statements and the related notes thereto included in the Company’s annual report on Form 10-K for the year ended December 31, 2017 filed with the Securities and Exchange Commission (the “SEC”) on March 26, 2018.

### *Use of Estimates*

The preparation of interim Condensed Consolidated Financial Statements in conformity with GAAP requires the Company’s management to make estimates and assumptions that affect the amounts reported of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial Statements and the accompanying notes, and the reported amounts of revenue and expenses during the reported periods. Actual results could differ materially from those estimates.

On an ongoing basis, management evaluates its estimates, including those related to warranty obligations, sales commission, accounts receivable and sales allowances, valuation of inventories, fair values of goodwill, useful lives of property and equipment, assumptions regarding variables used in calculating the fair value of the Company's equity awards, expected achievement of performance based vesting criteria, fair value of investments, the standalone selling price of the Company's products and services, the customer life and period of benefit used to capitalize and amortize contracts acquisition costs, variable consideration, contingent liabilities, recoverability of deferred tax assets, and effective income tax rates, among others. Management bases estimates on historical experience and on various other assumptions that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities.

### *Risks and Uncertainties*

The Company's future results of operations involve a number of risks and uncertainties. Factors that could affect the Company's future operating results and cause actual results to vary materially from expectations include, but are not limited to, rapid technological change, continued acceptance of the Company's products, stability of world financial markets, cybersecurity breaches and other disruptions that could compromise the Company’s information or results, management of international activities, competition from substitute products and larger companies, ability to obtain and maintain regulatory approvals, government regulations and oversight, patent and other types of litigation, ability to protect proprietary technology from counterfeit versions of the Company's products, strategic relationships and dependence on key individuals.

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***Comparability***

The Company adopted the new revenue standard effective January 1, 2018, using the modified retrospective method. Prior period financial statements were not retrospectively restated. The consolidated balance sheet as of December 31, 2017 and results of operations for the three and nine months ended September 30, 2017 were prepared using an accounting standard that was different than that in effect for the three and nine months ended September 30, 2018. As a result the consolidated balance sheets as of September 30, 2018 and December 31, 2017 are not directly comparable, nor are the condensed consolidated statement of operations for the three and nine months ended September 30, 2018 and September 30, 2017.

***Adopted Accounting Pronouncements***

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-09, “Revenue from Contracts with Customers,” amending revenue recognition guidance and requiring more detailed disclosures to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amended guidance, herein referred to as Topic 606, is effective for annual and interim reporting periods beginning after December 15, 2017, with early adoption permitted for public companies effective for annual and interim reporting periods beginning after December 15, 2016. The Company adopted the new revenue standard in the first quarter of fiscal year 2018 using the modified retrospective method. The Company recognized the cumulative effect of applying the new revenue standard as an adjustment to retained earnings. The comparative information has not been restated and continues to be reported under the accounting standards in effect for the period presented.

See Note 2 - Revenue Recognition, for additional accounting policy and transition disclosures.

***Other Accounting Pronouncements Not Yet Adopted***

In June 2018, the FASB issued ASU No. 2018-07, "Compensation -Stock Compensation (Topic 718): Improvement to Nonemployee Share-Based Payment Accounting". The new guidance changes the accounting for nonemployee awards including: (1) Equity-classified share-based payment awards issued to nonemployees will be measured on the grant date, instead of the previous requirement to remeasure the awards through the performance completion date, (2) For performance conditions, compensation cost associated with the award will be recognized when the achievement of the performance condition is probable, rather than upon achievement of the performance condition, and (3) The current requirement to reassess the classification (equity or liability) for nonemployee awards upon vesting will be eliminated, except for awards in the form of convertible instruments. The new guidance also clarifies that any share-based payment awards issued to customers should be evaluated under ASC 606. The amendments in the new guidance are

effective for annual and interim reporting periods beginning after December 15, 2018, with early adoption permitted for public companies, but no earlier than an entity's adoption date of Topic 606. The Company will adopt the new standard effective January 1, 2019. The Company has immaterial non-employee stock based expense, and expects that the impact upon adoption of the new standard will not be material to the financial statements.

In February 2016, the FASB issued ASU 2016-02, "Leases," which will require, among other items, lease accounting to recognize most leases as assets and liabilities on the balance sheet. Qualitative and quantitative disclosures will be enhanced to better understand the amount, timing and uncertainty of cash flows arising from leases. In July 2018, the FASB issued ASU 2018 -11, "Targeted Improvements," which gives the option to apply the transition provisions of ASU 2016-02 at its adoption date instead of at the earliest comparative period presented in its financial statements. In addition, ASU 2018 2018 -11 provides a practical expedient that permits lessors to not separate nonlease components from the associated lease component if certain conditions are met. Also in July 2018, the FASB issued ASU 2018-10, "Codification Improvements to Topic 842, Leases," which clarifies certain aspects of ASU 2016-02. The Company will adopt ASU 2016-02 on a modified retrospective basis on its adoption date of January 1, 2019 with practical expedients, instead of at the earliest comparative period presented in the Company's financial statements. The Company expects the impact to be material.

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**Note 2. Revenue recognition**

The Company adopted ASC Topic 606, "Revenue from Contracts with Customers," on January 1, 2018, applying the modified retrospective method to all contract agreements that were not completed as of January 1, 2018. Results for reporting periods beginning after January 1, 2018 are presented under Topic 606, while prior period amounts are not adjusted and continue to be reported under the accounting standards in effect for the prior period. A cumulative catch up adjustment was recorded to beginning retained earnings to reflect the impact of all existing arrangements under Topic 606.

Upon adoption of Topic 606, the Company recorded an increase to retained earnings, net of deferred tax liability, of \$3.8 million (Note 12) for contracts still in force as of January 1, 2018 for the following items in the first and second quarters of 2018:

\$237,000 reduction in deferred revenue balances for the differences in the amount of revenue recognition for the Company's revenue streams as a result of allocation of revenue based on standalone selling prices to the Company's various performance obligations.

\$151,000 increase in deferred revenue balances, related to the accretion of financing costs for multi-year post-warranty service contracts for customers who pay more than one year in advance of receiving the service. The Company estimated interest expense for such advance payments under the new revenue standard.

\$210,000 decrease in accrued liabilities.

\$4.7 million for the capitalization of the incremental contract acquisition costs, such as sales commissions paid in connection with system sales. These contract acquisition costs were capitalized and will be amortized over the period of anticipated support renewals. The Company expensed such costs when incurred under the prior guidance.

\$1.2 million deferred tax liability related to the direct tax effect of the ASC 606 adoption.

The Company's revenue consists of Products and Service revenue resulting from the sale of systems, training on the systems, extended service contracts, consumables and other accessories. The Company accounts for a contract with a customer when there is a legally enforceable contract between the Company and the customer, the rights of the parties are identified, the contract has commercial substance, and collectability of the contract consideration is probable. Revenues are recognized when control of the promised goods or services are transferred to the Company's customers, in an amount that reflects the consideration that the Company expects to receive in exchange for those goods or services.

The Company's system sale arrangements generally contain multiple products and services. For these bundled sale arrangements, the Company accounts for individual products and services as separate performance obligations if they are distinct. The Company's products and service are distinct if a customer can benefit from the product or service on its own or with other resources that are readily available to the customer, and if the Company's promise to transfer the products or service to the customer is separately identifiable from other promises in the contract. The Company's system sale arrangements include a combination of the following performance obligations: the system and software



license (considered as one performance obligation), system accessories (hand pieces), training, other accessories, extended service contracts and marketing services. For the Company's system sale arrangements that include an extended service contract, the period of service commences at the expiration of the Company's standard warranty offered at the time of the system sale. The Company considers the extended service contracts terms in the arrangements that are legally enforceable to be performance obligations. Other than extended service contracts and marketing services (which are satisfied over time), the Company generally satisfies all of the performance obligations at a point in time. Systems, system accessories (hand pieces), training, and time and material services are also sold on a stand-alone basis.

The following table summarizes the effects of adopting Topic 606 on the Company's condensed consolidated balance sheet as of September 30, 2018:

|                             | As<br>reported<br>under | Adjustments | Balances<br>under<br>Prior<br>GAAP |
|-----------------------------|-------------------------|-------------|------------------------------------|
|                             | Topic<br>606            |             |                                    |
|                             | (In thousands)          |             |                                    |
| Other long-term assets      | \$6,048                 | \$ 5,380    | \$668                              |
| Deferred tax asset          | 21,402                  | (1,160)     | 22,562                             |
| Accrued liabilities         | 22,904                  | (111)       | 23,015                             |
| Deferred revenue            | 11,319                  | (315)       | 11,634                             |
| Retained earnings (deficit) | 2,283                   | 4,645       | (2,132)                            |

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The following table summarizes the effects of adopting Topic 606 on the Company's condensed consolidated income statement for the three months ended September 30, 2018:

|                                 | As<br>reported<br>under<br><br>Topic<br>606 | Adjustments | Balances<br>under<br><br>Prior<br>GAAP |
|---------------------------------|---|-------------|--|
|                                 | (In thousands)                              |             |  |
| Products revenue                | \$35,675                                    | \$ (56)     | \$35,731                               |
| Service revenue                 | 4,898                                       | (59)        | 4,957                                  |
| Sales and marketing             | 14,479                                      | (55)        | 14,534                                 |
| Interest and other income, net* | (49)  | (55)        | 6                                      |

The following table summarizes the effects of adopting Topic 606 on Company's condensed consolidated income statement for the nine months ended September 30, 2018:

|                                 | As<br>reported<br>under<br><br>Topic<br>606 | Adjustments | Balances<br>under<br><br>Prior<br>GAAP |
|---------------------------------|---|-------------|--|
|                                 | (In thousands)                              |             |  |
| Products revenue                | \$102,589                                   | \$ 9        | \$102,580                              |
| Service revenue                 | 14,662                                      | 74          | 14,588                                 |
| Sales and marketing             | 43,102                                      | (703)       | 43,805                                 |
| Interest and other income, net* | (80)  | (184)       | 104                                    |

\* Included in interest and other income, net, is the estimated interest expense for advance payment related to service contracts under the new revenue standard.

Adoption of the standard had no impact on total net cash from or used in operating, investing, or financing activities within the condensed consolidated statements of cash flows.

As part of the Company's adoption of ASC 606, the Company elected to use the following practical expedients: (i) not to adjust the promised amount of consideration for the effects of a significant financing component when the Company expects, at contract inception, that the period between the Company's transfer of a promised product or service to a customer and when the customer pays for that product or service will be one year or less; (ii) to expense costs as incurred for costs to obtain a contract when the amortization period would have been one year or less; (iii) not to recast revenue for contracts that begin and end in the same fiscal year; and (iv) not to assess whether promised goods or services are performance obligations if they are immaterial in the context of the contract with the customer.

### **Note 3. Cash, Cash Equivalent and Marketable Investments**

The Company invests its cash primarily in money market funds and in highly liquid debt instruments of U.S. federal and municipal governments and their agencies, commercial paper and corporate debt securities. All highly liquid investments with stated maturities of three months or less from date of purchase are classified as cash equivalents; all highly liquid investments with stated maturities of greater than three months are classified as marketable investments. The majority of the Company's cash and investments are held in U.S. banks and the Company's foreign subsidiaries maintain a limited amount of cash in their local banks to cover their short term operating expenses.

The Company determines the appropriate classification of its investments in marketable securities at the time of purchase and re-evaluates such designation at each balance sheet date. The Company's marketable securities have been classified and accounted for as available-for-sale securities. Investments with remaining maturities of more than one year are viewed by the Company as available to support current operations, and are classified as current assets under the caption marketable investments in the accompanying condensed consolidated balance sheets. Investments in marketable securities are carried at fair value, with the unrealized gains and losses reported as a component of stockholders' equity. Any realized gains or losses on the sale of marketable securities are determined on a specific identification method, and such gains and losses are reflected as a component of interest and other income, net.

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The following tables summarize the components, and the unrealized gains and losses position, related to the Company's cash, cash equivalents and marketable investments (in thousands):

| <b>September 30, 2018</b>                               | <b>Amortized<br/>Cost</b> | <b>Gross<br/>Unrealized<br/>Gains</b> | <b>Gross<br/>Unrealized<br/>Losses</b> | <b>Fair<br/>Market<br/>Value</b> |
|---|---------------------------|---------------------------------------|--|----------------------------------|
| Cash and cash equivalents:                              |                           |                                       |  |                                  |
| Cash  | \$ 13,355                 | \$ —                                  | \$ —                                   | \$13,355                         |
| Money market funds                                      | 8,511                     | —                                     | —                                      | 8,511                            |
| Total cash and cash equivalents                         | 21,866                    | —                                     | —                                      | 21,866                           |
| Marketable investments:                                 |                           |                                       |  |                                  |
| U.S. government notes                                   | \$ 2,015                  | —                                     | (1 )                                   | \$2,014                          |
| Municipal securities                                    | 202                       | —                                     | (1 )                                   | 201                              |
| Corporate debt securities                               | 2,815                     | 1                                     | (13 )                                  | 2,803                            |
| Total marketable investments                            | 5,032                     | 1                                     | (15 )                                  | 5,018                            |
| Total cash, cash equivalents and marketable investments | \$ 26,898                 | \$ 1                                  | \$ (15 )                               | \$26,884                         |

| <b>December 31, 2017</b>                                | <b>Amortized<br/>Cost</b> | <b>Gross<br/>Unrealized<br/>Gains</b> | <b>Gross<br/>Unrealized<br/>Losses</b> | <b>Fair<br/>Market<br/>Value</b> |
|---|---------------------------|---------------------------------------|--|----------------------------------|
| Cash and cash equivalents:                              |                           |                                       |  |                                  |
| Cash  | \$ 14,058                 | \$ —                                  | \$ —                                   | \$14,058                         |
| Money market funds                                      | 126                       | —                                     | —                                      | 126                              |
| Total cash and cash equivalents                         | 14,184                    | —                                     | —                                      | 14,184                           |
| Marketable investments:                                 |                           |                                       |  |                                  |
| U.S. government notes                                   | 11,885                    | —                                     | (15)                                   | 11,870                           |
| Municipal securities                                    | 201                       | —                                     | (1)                                    | 200                              |
| Commercial paper  | 1,836                     | —                                     | (3)                                    | 1,833                            |
| Corporate debt securities                               | 7,838                     | 2                                     | (15)                                   | 7,825                            |
| Total marketable investments                            | 21,760                    | 2                                     | (34)                                   | 21,728                           |
| Total cash, cash equivalents and marketable investments | \$ 35,944                 | \$ 2                                  | \$ (34)                                | \$35,912                         |

As of September 30, 2018 and December 31, 2017, total gross unrealized losses were \$15,000 and \$34,000, respectively, and were related to interest rate changes on available-for-sale marketable investments. The Company has concluded that it is more-likely-than-not that the securities will be held until maturity or the recovery of their cost basis. No securities were in an unrealized loss position for more than 12 months.

The following table summarizes the contractual maturities of the Company's available-for-sale securities, classified as marketable investments as of September 30, 2018 (in thousands):

|                              | <b>Amount</b> |
|------------------------------|---------------|
| Due in less than one year    | \$ 4,619      |
| Due in 1 to 3 years          | 399           |
| Total marketable investments | \$ 5,018      |

Table of Contents**Note 4. Fair Value of Financial Instruments**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as considers counterparty credit risk in its assessment of fair value. The Company's financial instruments include cash equivalents, accounts receivable, accounts payable and accrued liabilities. Carrying amounts of the Company's financial instruments, approximate their fair values as of the balance sheet dates given their generally short maturities. The fair value hierarchy distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below in accordance with ASC 820:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities.

Level 2: Directly or indirectly observable inputs as of the reporting date through correlation with market data, including quoted prices for similar assets and liabilities in active markets and quoted prices in markets that are not active. Level 2 also includes assets and liabilities that are valued using models or other pricing methodologies that do not require significant judgment since the input assumptions used in the models, such as interest rates and volatility factors, are corroborated by readily observable data from actively quoted markets for substantially the full term of the financial instrument.

Level 3: Unobservable inputs that are supported by little or no market activity and reflect the use of significant management judgment. These values are generally determined using pricing models for which the assumptions utilize management's estimates of market participant assumptions.

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. The Company also considers counterparty credit risk in its assessment of fair value.

As of September 30, 2018, financial assets measured and recognized at fair value on a recurring basis and classified under the appropriate level of the fair value hierarchy as described above were as follows (in thousands):

**September 30, 2018**

**Total**

|                               | <b>Level<br/>1</b> | <b>Level<br/>2</b> | <b>Level<br/>3</b> |          |
|-------------------------------|--------------------|--------------------|--------------------|----------|
| Cash equivalents:             |                    |                    |                    |          |
| Money market funds            | \$8,511            | \$—                | \$ —               | \$8,511  |
| Marketable investments:       |                    |                    |                    |          |
| Available-for-sale securities | —                  | 5,018              | —                  | 5,018    |
| Total assets at fair value    | \$8,511            | \$5,018            | \$ —               | \$13,529 |

As of December 31, 2017, financial assets measured and recognized at fair value on a recurring basis and classified under the appropriate level of the fair value hierarchy as described above were as follows (in thousands):

| <b>December 31, 2017</b>      | <b>Level<br/>1</b> | <b>Level 2</b> | <b>Level<br/>3</b> | <b>Total</b> |
|-------------------------------|--------------------|----------------|--------------------|--------------|
| Cash equivalents:             |                    |                |                    |              |
| Money market funds            | \$ 126             | \$—            | \$ —               | \$ 126       |
| Marketable investments:       |                    |                |                    |              |
| Available-for-sale securities | —                  | 21,728         | —                  | 21,728       |
| Total assets at fair value    | \$ 126             | \$21,728       | \$ —               | \$21,854     |

The Company's Level 1 financial assets are money market funds with fair values that are based on quoted market prices. The Company's Level 2 investments include U.S. government-backed securities and corporate securities that are valued based upon observable inputs that may include benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers and reference data including market research publications. The average remaining maturity of the Company's Level 2 investments as of September 30, 2018 is less than 7 months and all of these investments are rated by S&P and Moody's at A or better. The Company recognizes transfers between levels of the fair value hierarchy as of the end of the reporting period. There were no transfers within the hierarchy during the quarter and year ended September 30, 2018 and December 31, 2017, respectively. As of September 30, 2018 and December 31, 2017 the Company did not have any Level 3 investments.

Table of Contents**Note 5. Balance Sheet Details***Inventories*

As of September 30, 2018 and December 31, 2017, inventories consist of the following (in thousands):

|                  | <b>September<br/>30,</b> | <b>December<br/>31,</b> |
|------------------|--------------------------|-------------------------|
|                  | <b>2018</b>              | <b>2017</b>             |
| Raw materials    | \$ 18,177                | \$ 19,160               |
| Work in progress | 2,079                    | 2,744                   |
| Finished goods   | 11,066                   | 6,878                   |
| Total            | \$ 31,322                | \$ 28,782               |

*Accrued Liabilities*

As of September 30, 2018 and December 31, 2017, accrued liabilities consist of the following (in thousands):

|                                      | <b>September<br/>30,</b> | <b>December<br/>31,</b> |
|--------------------------------------|--------------------------|-------------------------|
|                                      | <b>2018</b>              | <b>2017</b>             |
| Accrued payroll and related expenses | \$ 11,098                | \$ 12,567               |
| Sales and marketing programs         | 2,138                    | 3,710                   |
| Warranty liability                   | 3,640                    | 3,508                   |
| Sales tax                            | 2,728                    | 2,920                   |
| Other                                | 3,300                    | 4,143                   |
| Total                                | \$ 22,904                | \$ 26,848               |

**Note 6. Warranty and Extended Service Contracts**

The Company has a direct field service organization in North America (including Canada). Internationally, the Company provides direct service support in Australia, Belgium, France, Germany, Hong Kong, Japan, and



Switzerland, as well as through third-party service providers in Spain and the United Kingdom. In several other countries, where the Company does not have a direct presence, the Company provides service through a network of distributors and third-party service providers.

After the original warranty period, maintenance and support are offered on an extended service contract basis or on a time and materials basis. The Company provides for the estimated cost to repair or replace products under warranty at the time of sale. The following table provides the changes in the product warranty accrual for the three and nine months ended September 30, 2018 and 2017 (in thousands):

|   | <b>Three Months<br/>Ended<br/>September 30,</b> |             | <b>Nine Months<br/>Ended<br/>September 30,</b> |             |
|---|---|-------------|--|-------------|
|   | <b>2018</b>                                     | <b>2017</b> | <b>2018</b>                                    | <b>2017</b> |
| Beginning Balance                                     | \$3,561   | \$2,877     | \$3,508  | \$2,461     |
| Add: Accruals for warranties issued during the period | 1,589   | 959         | 6,164  | 5,038       |
| Less: Warranty related expenses during the period     | (1,510)   | (896)       | (6,032)  | (4,559)     |
| Ending Balance  | \$3,640   | \$2,940     | \$3,640  | \$2,940     |

#### **Note 7. Revenue**

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for promised goods or services. The Company's performance obligations are satisfied either over time or at a point in time. Revenue from performance obligations that are transferred to customers over time accounted for approximately 9% of the Company's total revenue for the nine months ended September 30, 2018.

The Company's system sale arrangements generally contain multiple products and services. For these bundled sale arrangements, the Company accounts for individual products and services as separate performance obligations if they are distinct. The Company's products and service are distinct if a customer can benefit from the product or service on its own or with other resources that are readily available to the customer, and if the Company's promise to transfer the products or service to the customer is separately identifiable from other promises in the contract. The Company's system sale arrangements include a combination of the following performance obligations: the system and software license (considered as one performance obligation), system accessories (hand pieces), training, other accessories, extended service contracts and marketing services.

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For the Company's system sale arrangements that include an extended service contract, the period of service commences at the expiration of the Company's standard warranty offered at the time of the system sale. The Company considers the extended service contracts terms in the arrangements that are legally enforceable to be performance obligations. Other than extended service contracts and marketing services (which are satisfied over time), the Company generally satisfies all of the performance obligations at a point in time. Systems, system accessories (hand pieces), training, time and materials services are also sold on a stand-alone basis, and related performance obligations are satisfied at a point in time. For contracts with multiple performance obligations, the Company allocates the transaction price of the contract to each performance obligation on a relative standalone selling price basis.

## **Nature of Products and Services**

### *Systems*

System revenue represents the sale of a system or an upgrade of an existing system. A system consists of a console that incorporates a universal graphic user interface, a laser or other energy based module, control system software and high voltage electronics, as well as one or more hand pieces. However, depending on the application, the laser or other energy based module is sometimes contained in the hand piece such as with the Company's Pearl and Pearl Fractional applications instead of within the console.

The Company offers customers the ability to select the system that best fits their practice at the time of purchase and then to cost-effectively add applications to their system as their practice grows. This provides customers the flexibility to upgrade their systems whenever they choose and provides the Company with a source of additional Systems revenue.

The Company concludes that the system or upgrade and the right to use the embedded software represent a single performance obligation as the software license is integral to the functionality of the system or upgrade.

The Company does not identify calibration and installation services for systems other than *enlighten* as performance obligations because such services are immaterial in the context of the contract. The related costs to complete calibration and installation for systems other than *enlighten* are immaterial. Calibration and installation services for *enlighten* systems are identified as separate performance obligations.

For systems sold directly to end-customers that are credit approved, revenue is recognized when the Company transfers control to the end-customer, which occurs when the product is shipped to the customer or when the customer

receives the product, depending on the nature of the arrangement. The Company recognizes revenue on a cash basis for system sales to international direct end-customer sales that have not been credit approved, as the performance obligations in the contract are satisfied. For systems sold through credit approved distributors, revenue is recognized at the time of shipment. The Company's system arrangements generally do not provide a right of return. The Company provides a standard one-year warranty coverage for all systems sold to end-customers to cover parts and service, and extended service plans that vary by the type of product and the level of service desired.

The Company typically receives payment for its system consoles and other accessories within 30 days of shipment. Certain international distributor arrangements allow for longer payment terms.

#### *Skincare products*

The Company sells third-party manufactured skincare products in Japan. The third-party skincare products are purchased from the third-party manufacturers and sold to licensed physicians. The Company acts as the principal in this arrangement, as it determines the price to charge customers for the skincare products, and controls the products before they are transferred to the customer. Skincare products are typically sold in contracts in which the skincare products represent the sole performance obligations. The Company recognizes revenue for skincare products at a point in time, generally upon shipment.

#### *Consumables (Other accessories)*

The Company treats its customers' purchases of replacement *Titan*, *truSculpt 3D* and *truSculpt iD* hand pieces as Consumable revenue, which provides the Company with a source of recurring revenue from existing customers. The Company's recently launched *Juliet* and *Secret RF* products have single use disposable tips which must be replaced after every treatment. Sales of these consumable tips further enhance the Company's recurring revenue. Hand piece refills of the Company's legacy *truSculpt* product are accounted for in accordance with the Company's standard warranty and service contract policies.

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### *Extended contract services*

The Company offers post-warranty services to its customers through extended service contracts that cover preventive maintenance and (or) replacement parts and labor for a term of one, two, or three years. The Company also offers services on a time-and-materials basis for detachable hand piece replacements, parts and labor. These post-warranty services serve as additional sources of recurring revenue from the Company's installed product base. Service revenue is recognized over time, using a time based measure of progress, as the customers benefit from the service throughout the service period. Revenue related to services performed on a time-and-materials basis is recognized when performed.

### *Training*

Sales of system to customers include training on the system to be provided within 90 days of purchase. The Company considers training as a separate performance obligation as customers can immediately benefit from the training due to the fact that the customer already has the system. Training is also sold separately from systems. The Company recognizes revenue for training when the training is provided. Training is not required for customers to use the systems.

### *Customer Marketing Support*

In North America, the Company offers marketing and consulting phone support to its customers who purchase its *truSculpt 3D* and *truSculpt iD* systems. These customer marketing support services include a practice development model and marketing training, performed remotely with ongoing phone consultations for six months from date of purchase. The Company considers customer marketing support a separate performance obligation, and recognizes revenue over the six-month term of the contracts. The Company estimates the standalone selling price of customer marketing support by using the cost plus a margin approach.

## **Significant Judgments**

More judgments and estimates are required under Topic 606 than were required under the previous revenue recognition guidance, Topic 605. Revenue recognition under Topic 606 for the Company's arrangements may be dependent on contract-specific terms.

The *enlighten* system includes the related software license as one performance obligation and the calibration/installation services are accounted for as separate performance obligations. The calibration/installation is a separate performance obligation for the *enlighten* system because a knowledgeable third-party could perform this service.

The Company has however concluded that set-up or installation for all other systems (excluding the *enlighten* system) is perfunctory as the set-up or installation for systems other than *enlighten* takes only a short time and the related costs to complete set-up or installation are immaterial.

Judgment is required to determine the standalone selling price ("SSP") for each distinct performance obligation. The Company estimates SSPs for each performance obligation as follows:

**Systems:** The SSPs for systems are based on directly observable sales in similar circumstances to similar customers. When SSP is not directly observable, the Company estimates SSP using the expected cost plus margin approach.

**Training:** SSP is based on observable price when sold on a standalone basis.

**Extended warranty:** SSP is based on observable price when sold on a standalone basis (by customer type).

**Customer Marketing Support:** SSP is estimated based on cost plus a margin.

The Company will combine two or more contracts entered into at or near the same time with the same customer (or related parties of the customer) and account for the contracts as a single contract. If a group of agreements are so closely related that they are, in effect, part of a single arrangement, such agreements are deemed to be one arrangement for revenue recognition purposes. The Company exercises significant judgment to evaluate the relevant facts and circumstances in determining whether the separate agreements should be accounted for separately or as, in substance, a single arrangement. The Company's judgments about whether a group of contracts comprise a single arrangement can affect the allocation of consideration to the distinct performance obligations, which could have an effect on results of operations for the periods involved.

The Company is required to estimate the total consideration expected to be received from contracts with customers. In limited circumstances, the consideration expected to be received is variable based on the specific terms of the contract or based on the Company's expectations of the term of the contract. Generally, the Company has not experienced significant returns or refunds to customers. These estimates require significant judgment and the change in these estimates could have an effect on its results of operations during the periods involved.



Table of Contents**Deferred Sales Commissions**

Incremental costs of obtaining a contract, including sales commissions, are capitalized and amortized on a straight-line basis over the expected customer relationship period if the Company expects to recover those costs. The Company uses the portfolio method to recognize the amortization expense related to these capitalized costs related to initial contracts and such expense is recognized over a period associated with the revenue of the related portfolio, which is generally two to three years for the Company's product and service arrangements.

Total capitalized costs as of September 30, 2018 were \$5.4 million and are included in other long-term assets in the Company's condensed consolidated balance sheet. Amortization of this asset was \$0.5 million and \$1.3 million, respectively, during the three and nine months ended September 30, 2018 and is included in sales and marketing expense in the Company's condensed consolidated statements of operations.

**Note 8. Contract Balances**

The Company records deferred revenue when revenue is recognized subsequent to invoicing. For extended service contracts, the Company generally invoices customers at the beginning of the extended service contract term. The Company's extended service contracts typically have one, two or three year terms. Deferred revenue also includes payments for installation, training and extended marketing support service. Approximately 79% of the Company's deferred revenue balance of \$11.3 million as of September 30, 2018 will be recognized over the next 12 months.

The following table provides changes in the deferred contract revenue balance for the three and nine months ended September 30, 2018 and 2017 (in thousands):

|                          | <b>Three Months<br/>Ended<br/>September 30,<br/>2018</b> |           | <b>Nine Months<br/>Ended<br/>September 30,<br/>2017</b> |          |
|--------------------------|--|-----------|---|----------|
| Beginning Balance        | \$ 11,807  | \$ 10,013 | \$ 11,656   | \$ 9,431 |
| Add: Payments received   | 3,609  | 3,178     | 12,025  | 10,290   |
| Less: Revenue recognized | (4,097)  | (3,233)   | (12,362)  | (9,763)  |
| Ending Balance           | \$ 11,319  | \$ 9,958  | \$ 11,319   | \$ 9,958 |

Costs for extended service contracts for the three and nine months ended September 30, 2018, were \$1.7 million and \$5.7 million, respectively.

**Note 9. Stockholders' Equity and Stock-based Compensation Expense**

In 1998, the Company adopted the 1998 Stock Plan, under which 4,650,000 shares of the Company's common stock were reserved for issuance to employees, directors and consultants. On January 12, 2004, the Board of Directors adopted the 2004 Equity Incentive Plan. A total of 1,750,000 shares of common stock were originally reserved for issuance pursuant to the 2004 Equity Incentive Plan. In addition, the shares reserved for issuance under the 2004 Equity Incentive Plan included shares reserved but un-issued under the 1998 Stock Plan and shares returned to the 1998 Stock Plan as the result of termination of options or the repurchase of shares. In 2012 the Company's stockholders approved a "fungible share" provision whereby each full-value award issued under the 2004 Equity Incentive Plan results in a requirement to subtract 2.12 shares from the shares reserved under the plan.



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Activity under the Company's Amended and Restated 2004 Equity Incentive Plan, as amended, is summarized as follows:

|  | <b>Shares</b>    | <b>Options Outstanding</b> | <b>Weighted-</b>        |
|--|------------------|----------------------------|-------------------------|
|  | <b>Available</b> | <b>Number of</b>           | <b>Average Exercise</b> |
|  | <b>for Grant</b> | <b>Stock Options</b>       | <b>Price</b>            |
|  |                  | <b>Outstanding</b>         |                         |
| <b>Balance as of December 31, 2017</b>   | 1,494,865        | 839,919                    | \$ 16.46                |
| Options granted                          | (21,010)         | 21,010                     | 50.65                   |
| Stock awards granted <sup>(1)</sup>      | (530,876)        |                            |                         |
| Options exercised                        | —                | (241,021)                  | 10.16                   |
| Options canceled                         | 46,333           | (46,333)                   | 22.14                   |
| Stock awards canceled <sup>(1)</sup>     | 95,775           | —                          | —                       |
| <b>Balance, as of September 30, 2018</b> | <b>1,085,088</b> | <b>573,575</b>             | <b>\$ 19.90</b>         |

*The Company has a "fungible share" provision in its Amended and Restated 2004 Equity Incentive Plan whereby (1) for each full-value award (RSU/PSU) issued or canceled under the plan requires the subtraction or add back of 2.12 shares from or to the Shares Available for Grant, respectively.*

Under the Amended and Restated 2004 Equity Incentive Plan, the Company issued 412,617 shares of common stock during the nine months ended September 30, 2018, in conjunction with stock options exercised and the vesting of restricted stock units ("RSUs") and Performance stock units ("PSUs").

As of September 30, 2018, there was approximately \$14.5 million of unrecognized compensation expense, net of projected forfeitures, for stock options and stock awards. The expense is expected to be recognized over the remaining weighted-average period of 2.53 years. The actual expense recorded in the future may be higher or lower based on a number of factors, including actual forfeitures experienced and the degree of achievement of the performance goals related to PSUs granted.

***Non-Employee Stock-Based Compensation***

The Company granted 3,384 RSUs and 3,384 PSUs to non-employees during the nine months ended September 30, 2018, and 7,745 stock options and 2,478 RSUs during the year ended December 31, 2017. Stock options typically vest

over 4 years at 25% on the first anniversary of the grant date and 1/48th each month thereafter. The RSUs vest over 4 years at 25% on each anniversary of the grant date, while vesting of the PSUs is subject to the recipient's continued service and achievement of pre-established metrics. The RSUs, PSUs and stock options were granted in exchange for consulting services to be rendered. The Company recognizes stock-based compensation expense for the stock options and stock awards granted to non-employees in an amount equal to the equity instruments fair value when the equity instrument vests.

### *Stock-based Compensation Expense*

Stock-based compensation expense by department recognized during the three and nine months ended September 30, 2018 and 2017 were as follows (in thousands):

|  | <b>Three<br/>Months<br/>Ended<br/>September<br/>30,<br/>2018</b> |        | <b>Nine Months<br/>Ended<br/>September 30,<br/>2017</b> |          |
|--|--|--------|---|----------|
| Cost of revenue                        | \$ 196   | \$ 101 | \$ 576  | \$ 377   |
| Sales and marketing                    |  |        |   |          |
| Employee                               | 572  | 394    | 1,684   | 1,215    |
| Non-Employee                           | (32)   | —      | 60  | —        |
| Research and development               | 164  | 157    | 617   | 633      |
| General and administrative             | 731  | 345    | 2,587   | 1,398    |
| Total stock-based compensation expense | \$ 1,631   | \$ 997 | \$ 5,524  | \$ 3,623 |

Table of Contents**Note 10. Net Loss Per Share**

Basic net income (loss) per share is computed using the weighted-average number of shares outstanding during the period. In periods of net income, diluted shares outstanding include the dilutive effect of in-the-money equity awards (stock options, restricted stock units, performance stock units and employee stock purchase plan contributions), which is calculated based on the average share price for each fiscal period using the treasury stock method. In accordance with ASC 260, the assumed proceeds under the treasury stock method include the average unrecognized compensation expense of in-the money stock options and restricted stock units. This results in the assumed buyback of additional shares, thereby reducing the dilutive impact of equity awards.

Diluted earnings per share is the same as basic earnings per share for the periods in which the Company had a net loss because the inclusion of outstanding common stock equivalents would be anti-dilutive.

The following table sets forth the computation of basic and diluted net income (loss) and the weighted average number of shares used in computing basic and diluted net income (loss) per share (in thousands, except per share data):

|  | <b>Three Months<br/>Ended<br/>September 30,<br/>2018</b> |         | <b>Nine Months<br/>Ended<br/>September 30,<br/>2017</b> |         |
|--|--|---------|---|---------|
| <i>Numerator</i>   |  |         |   |         |
| Net income (loss)  | \$(873)  | \$6,188 | \$(4,477)   | \$7,113 |
| <i>Denominator</i>   |  |         |   |         |
| Weighted average shares of common stock outstanding used in computing net income (loss) per share, basic   | 13,851   | 13,973  | 13,717  | 13,917  |
| Dilutive effect of incremental shares and share equivalents  | —  | 794     | —   | 816     |
| Weighted average shares of common stock outstanding used in computing net income (loss) per share, diluted | 13,851   | 14,767  | 13,717  | 14,733  |
| <i>Net income (loss) per share:</i>  |  |         |   |         |
| Net income (loss) per share, basic   | \$(0.06)   | \$0.44  | \$(0.33)  | \$0.51  |
| Net income (loss) per share, diluted   | \$(0.06)   | \$0.42  | \$(0.33)  | \$0.48  |

The following numbers of shares outstanding, prior to the application of the treasury stock method, were excluded from the computation of diluted net income (loss) per common share for the period presented because including them would have had an anti-dilutive effect (in thousands):

|                                     | <b>Three<br/>Months<br/>Ended<br/>September<br/>30,</b> |             | <b>Nine<br/>Months<br/>Ended<br/>September<br/>30,</b> |             |
|-------------------------------------|---|-------------|--|-------------|
|                                     | <b>2018</b>   | <b>2017</b> | <b>2018</b>  | <b>2017</b> |
| Options to purchase common stock    | 607   | 42          | 707  | 31          |
| Restricted stock units              | 411   | —           | 419  | 6           |
| Performance stock units             | 24  | —           | 19   | —           |
| Employee stock purchase plan shares | 47  | —           | 82   | —           |
| Total                               | 1,089   | 42          | 1,227  | 37          |

**Note 11. Income Taxes**

The Company calculates the provision for income taxes during interim reporting periods by applying an estimate of the annual effective tax rate for the full year to "ordinary" income or loss (pretax income or loss excluding unusual or infrequently occurring discrete items) for the reporting period. When applicable, the year-to-date tax provision reflects adjustments from discrete tax items. The income tax benefits for the three and nine months ended September 30, 2018 reflect a projected income tax benefit for U.S. and non-U.S. operations resulting in an annual effective tax rate applied to the year-to-date ordinary loss. This tax benefit is increased by excess tax benefits generated by stock deductions exercised or vested in the three and nine months ended September 30, 2018.

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For the three and nine months ended September 30, 2018, the Company's income tax benefit was \$174,000 and \$3,505,000 respectively, compared to income tax expense of \$225,000 and \$166,000 for the same periods in 2017. The income tax benefits for the three and nine months ended September 30, 2018 include a tax benefit for excess tax deductions of approximately \$0.3 million and \$2.8 million, respectively, recorded discretely in the reporting period.

The Company utilizes the asset and liability method of accounting for income taxes, under which deferred taxes are determined based on the temporary differences between the financial statement and tax basis of assets and liabilities using enacted tax rates expected to be in effect during the years in which the basis differences reverse. A valuation allowance is recorded when it is more likely than not that some of the deferred tax assets will not be realized. As of December 31, 2017, the Company released its valuation allowance against U.S. federal and all other domestic state net deferred tax assets except for California and Massachusetts. The Company maintained this valuation allowance position through September 30, 2018. Significant management judgment is required in determining any valuation allowance recorded against deferred tax assets. In evaluating the ability to recover deferred tax assets, the Company considered all available positive and negative evidence. The Company also considered, commensurate with its objective verifiability, the forecast of future taxable income including the reversal of temporary differences, the implementation of feasible and prudent tax planning strategies and the impact of the Tax Cuts and Jobs Act of 2017.

**Note 12. Correction of Prior Period Immaterial Error**

During the three months ended June 30, 2018, management discovered that the Company had not recorded the tax effect of the adoption of ASC 606 in the balance sheet of the unaudited condensed consolidated financial statements as of March 31, 2018. Upon adoption of Topic 606, the Company recorded an increase to retained earnings of \$5.0 million for contracts still in force as of January 1, 2018. The tax effect of the 606 adoption was \$1.2 million.

The Company evaluated the impact of the error on prior period and determined that the effect was not material to the financial statements as of and for the three months ended March 31, 2018 and six months ended June 30, 2018. The Company corrected the error in the unaudited condensed consolidated financial statements as of and for the six months ended June 30, 2018. The correction of the error increased the Company's deferred tax liability by \$1.2 million and decreased retained earnings by \$1.2 million (Note 2) as of January 1, 2018.

The Company's condensed consolidated statements of operations, comprehensive income (loss) and cash flows for the three months ended March 31, 2018, the three and six months ended June 30, 2018, and the three and nine months ended September 30, 2018 were not affected by this correction of the error. Accordingly, the Company's loss per share for the three months ended March 31, 2018, the three and six months ended June 30, 2018, and the three and nine months ended September 30, 2018 remains unchanged.

**Note 13. Commitments and Contingencies***Operating Leases*

The Company leases space for operations in United States, Japan and France. Future minimum lease commitments under the Company's facility operating leases as of September 30, 2018 were as follows (in thousands):

| <b>Year Ending December 31,</b>     | <b>Amount</b> |       |
|-------------------------------------|---------------|-------|
| 2018                                | \$745         |       |
| 2019                                |               | 2,981 |
| 2020                                |               | 2,922 |
| 2021                                |               | 2,544 |
| 2022                                |               | 2,496 |
| 2023 and beyond                     |               | 214   |
| Total future minimum lease payments | \$ 11,902     |       |

In addition to the above facility leases, the Company also routinely leases automobiles for certain sales and field service employees under capital leases. The remaining committed lease payments as of September 30, 2018 was \$1.15 million.

*Contingencies*

The Company is named from time to time as a party to other legal proceedings, product liability, commercial disputes, employee disputes, and contractual lawsuits in the ordinary course of business. These matters are subject to many uncertainties and outcomes that are not predictable and that may not be known for extended periods of time. A liability and related charge are recorded to earnings in the Company's consolidated financial statements for legal contingencies when the loss is considered probable and the amount can be reasonably estimated. The assessment is re-evaluated each accounting period and is based on all available information, including discussion with outside legal counsel. If a reasonable estimate of a known or probable loss cannot be made, but a range of probable losses can be estimated, the low-end of the range of losses is recognized if no amount within the range is a better estimate than any other. If a material loss is reasonably possible, but not probable and can be reasonably estimated, the estimated loss or range of loss is disclosed in the notes to the consolidated financial statements. The Company expenses legal fees as incurred.

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As of September 30, 2018 and December 31, 2017, the Company had accrued \$67,000 and \$91,000, respectively related to various pending commercial and product liability lawsuits. The Company does not believe that a material loss in excess of accrued amounts is reasonably possible.

**Note 14. Segment reporting**

Segment reporting is based on the “management approach,” following the method that management organizes the company’s reportable segments for which separate financial information is made available to, and evaluated regularly by, the chief operating decision maker in allocating resources and in assessing performance. The Company’s chief operating decision maker (“CODM”) is its Chief Executive Officer (“CEO”), who makes decision on allocating resources and in assessing performance. The CEO reviews the Company’s consolidated results as one operating segment. In making operating decisions, the CEO primarily considers consolidated financial information, accompanied by disaggregated information about revenues by geography and product. All of the Company’s principal operations and decision-making functions are located in the U.S. The Company’s CEO views its operations, manages its business, and uses one measurement of profitability for the one operating segment - which sells aesthetic medical equipment and services, and distributes skincare products, to qualified medical practitioners. Substantially all of the Company’s long-lived assets are located in the U.S.

The following table presents a summary of revenue by geography for the three months ended September 30, 2018 and 2017 (in thousands):

|   | <b>Three Months<br/>Ended</b> |             |
|---|-------------------------------|-------------|
|   | <b>September 30,</b>          |             |
|   | <b>2018</b>                   | <b>2017</b> |
| <b>Revenue mix by geography:</b>        |                               |             |
| United States                           | \$24,329                      | \$23,275    |
| Japan                                   | 5,021                         | 4,686       |
| Asia, excluding Japan                   | 4,348                         | 3,488       |
| Europe                                  | 2,356                         | 2,024       |
| Rest of the world                       | 4,519                         | 4,700       |
| Total consolidated revenue              | \$40,573                      | \$38,173    |
| <b>Revenue mix by product category:</b> |                               |             |
| Systems                                 | \$33,197                      | \$31,861    |
| Consumables                             | 1,055                         | 596         |
| Skincare                                | 1,423                         | 1,029       |
| Total product revenue                   | \$35,675                      | \$33,486    |
| Service                                 | 4,898                         | 4,687       |
| Total consolidated revenue              | \$40,573                      | \$38,173    |

The following table presents a summary of revenue by geography for the nine months ended September 30, 2018 and 2017 (in thousands):

|   | <b>Nine Months<br/>Ended</b>  |             |
|---|-------------------------------|-------------|
|   | <b>September 30,<br/>2018</b> | <b>2017</b> |
| <b>Revenue mix by geography:</b>        |                               |             |
| United States                           | \$73,597                      | \$64,058    |
| Japan                                   | 12,522                        | 12,276      |
| Asia, excluding Japan                   | 11,422                        | 9,501       |
| Europe                                  | 6,729                         | 5,469       |
| Rest of the world                       | 12,981                        | 12,557      |
| Total consolidated revenue              | \$117,251                     | \$103,861   |
| <b>Revenue mix by product category:</b> |                               |             |
| Systems                                 | \$95,727                      | \$84,969    |
| Consumables                             | 2,881                         | 1,743       |
| Skincare                                | 3,981                         | 2,976       |
| Total product revenue                   | \$102,589                     | \$89,688    |
| Service                                 | 14,662                        | 14,173      |
| Total consolidated revenue              | \$117,251                     | \$103,861   |



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**Note 15. Debt**

*Loan and Security Agreement*

On May 30, 2018, the Company and Wells Fargo Bank, N.A. (“Wells Fargo”) entered into a Loan and Security Agreement (the “Original Revolving Line of Credit”) in the original principal amount of \$25 million. The Original Revolving Line of Credit terminates on May 30, 2021. As of September 30, 2018, there were no borrowings under the Revolving Line of Credit.

*Covenants*

The Original Revolving Line of Credit contained financial and other covenants as well as the maintenance of a leverage ratio not to exceed 2.5 to 1.0 and a TTM adjusted EBITDA of not less than \$10 million. A violation of any of the covenants could result in a default under the Original Revolving Line of Credit that would permit the lenders to restrict the Company’s ability to further access the revolving line of credit for loans and letters of credit and require the immediate repayment of any outstanding loans under the Loan and Security Agreement.

During the third quarter of 2018, the Company determined that the Company was in violation of certain financial covenants in the Original Revolving Line of Credit. Upon receipt of this notice, we entered into discussions with Wells Fargo to amend and revise certain terms of the Original Revolving Line of Credit. Following the end of our third quarter, on or about November 2, 2018, we entered into a First Amendment and Waiver to the Loan and Security Agreement with Wells Fargo (the “Revised Revolving Line of Credit”).

The Revised Revolving Line of Credit provides for an original principal amount of \$15 million, with the ability to request an additional \$10 million and a waiver of any existing defaults under the Original Revolving Line of Credit as long as the Company is in compliance with the terms of the Revised Revolving Line of Credit.

Similar to the Original Revolving Line of Credit, the Revised Revolving Line of Credit contains revised financial and other covenants as well as the maintenance of a leverage ratio not to exceed 2.0 to 1.0 and a graduated scale of TTM adjusted EBITDA of not less than \$1 million as of the last day of the 2018 third fiscal quarter; \$2.5 million as of the last day of the 2018 fourth fiscal quarter; \$4 million as of the last day of the 2019 first and second fiscal quarters; \$6.5 million as of the last day of the 2019 third fiscal quarter; and \$10 million as of the last day of each fiscal quarter thereafter.

The Company must maintain a minimum cash balance of unrestricted cash equal to at least \$15 million, \$13 million of which shall be maintained at Wells Fargo. As of the last day of each calendar quarter, the Company must maintain a balance of unrestricted cash equal to at least \$20 million. This minimum cash balance requirement shall not apply if and when the Company achieves \$15 million of TTM Adjusted EBITDA.

A violation of any of the covenants could result in a default under the Revised Revolving Line of Credit that would permit the lenders to restrict the Company's ability to further access the revolving line of credit for loans and letters of credit and require the immediate repayment of any outstanding loans under the Revised Revolving Line of Credit.

As of the date of this filing, there were no borrowings under either the Revised Revolving Line of Credit, or the Original Revolving Line of Credit, and the Company is in compliance with all financial covenants of the Revised Revolving Line of Credit.

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**ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*You should read the following management’s discussion and analysis of the Company’s financial condition and results of operations in conjunction with the Company’s unaudited condensed consolidated financial statements and notes thereto included in Part I, Item 1 of this Quarterly Report on Form 10-Q and with the audited financial statements and notes thereto for the year ended December 31, 2017, included in the annual report on Form 10-K filed on March 26, 2018 with the U.S. Securities and Exchange Commission (SEC).*

**Special note regarding forward-looking statements**

This report contains forward-looking statements that involve risks and uncertainties. The Company’s actual results could differ materially from those discussed in the forward-looking statements. The statements contained in this report that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, ("the Exchange Act"). Forward-looking statements are often identified by the use of words such as, but not limited to, “anticipate,” “believe,” “can,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “project,” “seek,” “should,” “strategy,” “target,” “will,” “would” and similar expressions intended to identify forward- looking statements. These statements are based on the beliefs and assumptions of the Company’s management based on information currently available to management. Such forward-looking statements are subject to risks, uncertainties and other important factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified below and those discussed in the section titled “Risk Factors” included under Part II, Item 1A below.

Furthermore, such forward-looking statements speak only as of the date of this report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements. The statements are subject to change based on various factors, including but not limited to the risks and uncertainties summarized below:

- changes in the Company’s common stock price;
- the inability to meet the Company's debt repayment obligations under the Loan and Security Agreement with Wells Fargo Bank, N.A. (the “Revised Revolving Line of Credit”) due to insufficient cash;
- the ability of the Company’s sales force to effectively market and promote the Company’s products, and the extent to which those products gain market acceptance;
- the possibility that cybersecurity breaches, data breaches, and other disruptions could compromise our information or result in the unauthorized disclosure of confidential information;
- the existence and timing of any product approvals or changes;

the rate and size of expenditures incurred on the Company's clinical, manufacturing, sales, marketing and product development efforts;

the Company's ability to obtain and retain personnel;

the availability of key components, materials and contract services, which depends on the Company's ability to forecast sales, among other things;

investigations of the Company's business and business-related activities by regulatory or other governmental authorities;

variations in timing and quantity of product orders;

temporary manufacturing interruptions or disruptions;

the timing and success of new product and new market introductions, as well as delays in obtaining domestic or foreign regulatory approvals for such introductions;

increased competition, patent expirations or new technologies or treatments;

impact of the FDA communication letter regarding "vaginal rejuvenation" procedures using energy-based devices on sales of the Company's products;

product recalls or safety alerts;

litigation, including product liability, patent, employment, securities class action, stockholder derivative, general commercial and other lawsuits;

continued volatility in the global market and worldwide economic conditions, including, but not limited to, the impact of events such as Brexit;

changes in tax laws, including the new U.S. tax reform, and changes due to Brexit, or exposure to additional income tax liabilities;

the impact of the new European Union privacy regulations (the General Data Protection Regulation) on the Company's resources - the failure to comply could result in fines;

The impact of tariffs on sales of the Company's products and purchases from suppliers.

the financial health of the Company's customers and their ability to purchase the Company's products in the current economic environment; and

other unusual or non-operating expenses, such as expenses related to mergers or acquisitions, may cause operating result variations.

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**Introduction**

The Management's Discussion and Analysis, or MD&A, is organized as follows:

**Executive Summary.** This section provides a general description and history of the Company's business, a brief discussion of the Company's product lines and the opportunities, trends, challenges and risks we focus on in the operation of the Company's business.

**Critical Accounting Policies and Estimates.** This section describes the key accounting policies that are affected by critical accounting estimates.

**Results of Operations.** This section provides the Company's analysis and outlook for the significant line items on the Company's Condensed Consolidated Statements of Operations.

**Liquidity and Capital Resources.** This section provides an analysis of the Company's liquidity and cash flows, as well as a discussion of the Company's commitments that existed as of September 30, 2018.

**Executive Summary**

**Company Description**

We are a leading medical device company specializing in the research, development, manufacture, marketing and servicing of laser and energy based aesthetics systems for practitioners worldwide. In addition to internal development of products, we distribute third party sourced products under the Company's own brand names. We offer easy-to-use products which enable physicians and other qualified practitioners to perform safe and effective aesthetic procedures, including treatment for body contouring, skin resurfacing and rejuvenation, tattoo removal, removal of benign pigmented lesions, vascular conditions, hair removal, toenail fungus and vaginal health. The Company's platforms are designed to be easily upgraded to add additional applications and hand pieces, which provide flexibility for the Company's customers as they expand their practices. In addition to systems and upgrade revenue, we generate revenue from the sale of post warranty service contracts, providing services for products that are out of warranty, the sale of hand piece refills, and distributing third-party manufactured skincare products.

The Company's ongoing research and development activities primarily focus on developing new products, as well as improving and enhancing the Company's portfolio of existing products. The Company also explores ways to expand the Company's product offerings through alternative arrangements with other companies, such as distribution arrangements. The Company introduced *Juliet*, a product for women's health, in December 2017, *Secret RF*, a fractional RF microneedling device for skin rejuvenation, in January 2018, *enlighten SR* in April 2018, and *truSculpt iD* in July 2018.

The Company's corporate headquarters and U.S. operations are located in Brisbane, California, where the Company conducts manufacturing, warehousing, research and development, regulatory, sales and marketing, service, and administrative activities. The Company markets, sells and services the Company's products through direct sales and service employees in North America (including Canada), Australia, Austria, Belgium, France, Germany, Hong Kong, Japan, Spain, Switzerland and the United Kingdom. Sales and Services outside of these direct markets are made through a worldwide distributor network in over 40 countries.

### *Products and Services*

The Company derives revenue from the sale of Products and Services. Product revenue includes revenue from the sale of systems, hand pieces and upgrade of systems (collectively "Systems" revenue), replacement hand pieces, *truSculpt iD* cycle refills, as well as single use disposable tips applicable to *Juliet*, *Secret RF* ("Consumables" revenue), and the sale of skincare products ("Skincare" revenue). A system consists of a console that incorporates a universal graphic user interface, a laser and (or) other energy based module, control system software and high voltage electronics, as well as one or more hand pieces. However, depending on the application, the laser or other energy based module is sometimes contained in the hand piece such as with the Company's *Pearl and Pearl Fractional* applications instead of within the console.

The Company offers customers the ability to select the system that best fits their practice at the time of purchase and then to cost-effectively add applications to their system as their practice grows. This provides customers the flexibility to upgrade their systems whenever they choose and provides us with a source of additional Systems revenue.

Skincare revenue relates to the distribution of ZO's skincare products in Japan.

The Company's primary system platforms include: *excel*, *enlighten*, *Juliet*, *Secret RF*, *truSculpt* and *xeo*.

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Service includes prepaid service contracts, training services, *enlighten* installation, direct billings for detachable hand piece replacements and revenue for parts, customer marketing support and labor on out-of-warranty products.

***Significant Business Trends***

The Company believes that the ability to grow revenue will be primarily dependent on the following:

continuing to expand the Company's product offerings, both through internal development and sourcing from other vendors;  
ongoing investment in the Company's global sales and marketing infrastructure;  
use of clinical results to support new aesthetic products and applications;  
enhanced luminary development and reference selling efforts (to develop a location where Company's products can be displayed and used to assist in selling efforts);  
customer demand for the Company's products;  
weakening against the U.S. dollar of key international currencies in which we transact (e.g. Australian Dollar, Japanese Yen, Euro, Swiss Franc and British Pound);  
consumer demand for the application of the Company's products;  
marketing to physicians in the core dermatology and plastic surgeon specialties, as well as outside those specialties;  
and  
generating recurring revenue from the Company's growing installed base of customers through the sale of system upgrades, services, hand piece refills, skincare products and replacement tips for *Juliet* and *Secret RF* products.

For a detailed discussion of the significant business trends impacting the Company's business, please see the section titled "Results of Operations" below.

***Factors that May Impact Future Performance***

The Company's industry is impacted by numerous competitive, regulatory and other significant factors. The Company's industry is highly competitive and the Company's future performance depends on the Company's ability to compete successfully. Additionally, the Company's future performance is dependent upon the ability to continue to expand the Company's product offerings with innovative technologies, obtain regulatory clearances for the Company's products, protect the proprietary technology of the products and manufacturing processes, manufacture the products cost-effectively, and successfully market and distribute the products in a profitable manner. If the Company fails to execute on the aforementioned initiatives, the Company's business would be adversely affected.

On July 30, 2018, the FDA issued a public statement and sent letters to a number of companies in the medical aesthetics industry expressing concerns regarding “vaginal rejuvenation” procedures using energy-based devices. The Company was not named in the announcement, and the Company has not received a letter from the agency, however the Company’s Juliet device is promoted and used by physicians in procedures that are the subject of the FDA’s public warning. The Company is not aware of any adverse events resulting from the use of *Juliet* anywhere in the world, and is confident in *Juliet*’s development and promotion based on science and clinical evidence.

Notwithstanding, the Company saw a significant slowdown in the sales of Juliet in the third quarter of 2018, particularly in the last month of the quarter, when the Company does the bulk of its sales. The Company believes this relates to the safety letter, given the timing.

The Company supports any action that helps ensure patient safety going forward. The Company has a robust, multi-functional process that reviews its promotional claims and materials to ensure they are truthful, not misleading, fair and balanced, and supported by sound scientific evidence.

A detailed discussion of these and other factors that could impact the Company’s future performance are provided in (1) Part I, Item 1A “Risk Factors” and elsewhere in this Form 10-Q, (2) the Company’s Annual Report on Form 10-K for the year ended December 31, 2017, (3) the Company’s reports and registration statements filed and furnished from time to time with the SEC, and (4) other announcements the Company makes from time to time.

### **Critical accounting policies, significant judgments and use of estimates**

The Company's management discussion and analysis of financial condition and results of operations are based upon the Company’s unaudited condensed consolidated financial statements. For the three and nine months ended September 30, 2018, the Company’s income tax benefit was \$174,000 and \$3,505,000, respectively, compared to income tax expense of \$225,000 and \$166,000, respectively, for the same periods in 2017. In the nine months ended September 30, 2018, the Company calculated the provision for income taxes for interim reporting periods by applying an estimate of the "annual effective tax rate" for the full year to ordinary income or loss for the reporting period. The Company’s income tax benefit for the nine months ended September 30, 2018 reflects a projected income tax benefit for U.S. and non-U.S. operations resulting in an annual effective tax rate applied to the year-to-date ordinary loss. The income tax benefit includes excess tax benefits generated by stock deductions exercised or vested in the nine months ended September 30, 2018.

For the Company’s income tax provision in the nine months ended September 30, 2017, the tax benefit was primarily related to projected U.S. alternative minimum taxes and income taxes from non-U.S. operations. The income tax benefit resulted from applying the annual effective tax rate by the year-to-date ordinary loss. The projected income tax reflected utilization of net operating loss carryforwards. However, the tax effect of such utilization was offset by a change in valuation allowance for the nine months ended September 30, 2017 condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United



States of America, (“U.S. GAAP”). The preparation of these condensed consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities and expenses. On an ongoing basis, we evaluate the Company’s critical accounting policies and estimates. The Company based the estimates on historical experience and on various other assumptions that the Company believes to be reasonable in the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions. The Company’s significant accounting policies are more fully described in Note 1 of the accompanying unaudited condensed consolidated financial statements and in Note 2 to the Company’s audited consolidated financial statements contained in the Annual Report on Form 10-K filed on March 26, 2018 with the SEC. With the exception of the change in revenue recognition as a result of the adoption of ASC Topic 606, (see Notes 2 and 7) there have been no new or material changes to the critical accounting policies and estimates discussed in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, that are of significance, or potential significance to the Company.

Table of Contents**Results of Operations**

The following table sets forth selected consolidated financial data for the periods indicated, expressed as a percentage of total revenue, net. Percentages in this table and throughout the Company's discussion and analysis of financial condition and results of operations may reflect rounding adjustments.

|  | <b>Three Months<br/>Ended<br/>September 30,<br/>2018</b> |       | <b>Nine Months<br/>Ended<br/>September 30,<br/>2017</b> |      |
|--|--|-------|---|------|
| Net revenue                              | 100%   | 100%  | 100%  | 100% |
| Cost of revenue                          | 46%  | 42%   | 47%   | 43%  |
| Gross margin                             | 54%  | 58%   | 53%   | 57%  |
| <b>Operating expenses:</b>               |  |       |   |      |
| Sales and marketing                      | 36%  | 34%   | 37%   | 35%  |
| Research and development                 | 8%   | 9%    | 9%  | 9%   |
| General and administrative               | 13%  | 9%    | 13%   | 10%  |
| Lease termination income                 | 0%   | (10)% | 0%  | (4)% |
| Total operating expenses                 | 57%  | 42%   | 59%   | 50%  |
| Income (loss) from operations            | (3)%   | 16%   | (7)%  | 6%   |
| Interest and other income (expense), net | —  | 1%    | —   | 1%   |
| Income (loss) before income taxes        | (3)%   | 17%   | (7)%  | 7%   |
| Provision (benefit) for income taxes     | —  | 1%    | (3)%  | —    |
| Net income (loss)                        | (3)%   | 16%   | (4)%  | 7%   |

**Revenue**

The timing of the Company's revenue is significantly affected by the mix of system products, installation, training, consumables and extended contract services. The revenue generated in any given period is also impacted by whether the revenue is recognized over time or at a point in time, upon completion of delivery. For an additional description on revenue, see Note 2 in the notes to consolidated financial statements on the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017 and Notes 2 and 7 in the accompanying unaudited condensed consolidated financial statements.

As of September 30, 2018, approximately 9% of the Company's revenue is recognized over time, and the remainder of the revenue is recognized upon completion of delivery. Revenue recognized over time relates to revenue from the Company's extended service contracts and customer marketing support. Revenue recognized upon delivery is

primarily generated by the sales of systems, consumables and skincare.

During the three and nine months ended September 30, 2018 the Company recognized revenue based on the ASU No.2014-09, "Revenue from Contracts with Customers (Topic 606)," but revenue for the three and nine months ended September 30, 2017 was recognized based on Topic 605. Therefore, the periods are not directly comparable. For additional information on the impact of the new accounting standard on the Company's revenue, see Notes 2 and 7 in the accompanying unaudited condensed consolidated financial statements.

Table of Contents**Total Net Revenue**

| (Dollars in thousands)                                | Three Months Ended<br>September 30, |             |          | Nine Months Ended<br>September 30, |             |           |
|---|-------------------------------------|-------------|----------|------------------------------------|-------------|-----------|
|   | 2018                                | %<br>Change | 2017     | 2018                               | %<br>Change | 2017      |
| <b>Revenue mix by geography:</b>                      |                                     |             |          |                                    |             |           |
| United States   | \$24,329                            | 5%          | \$23,275 | \$73,597                           | 15%         | \$64,058  |
| International   | 16,244                              | 9%          | 14,898   | 43,654                             | 10%         | 39,803    |
| Consolidated total revenue                            | \$40,573                            | 6%          | \$38,173 | \$117,251                          | 13%         | \$103,861 |
| <i>United States as a percentage of total revenue</i> | 60                                  | %           | 61%      | 63%                                |             | 62%       |
| <i>International as a percentage of total revenue</i> | 40                                  | %           | 39%      | 37%                                |             | 38%       |
| <b>Revenue mix by product category:</b>               |                                     |             |          |                                    |             |           |
| Systems   |                                     |             |          |                                    |             |           |
| - North America                                       | \$22,628                            | 3%          | \$21,869 | \$67,458                           | 14%         | \$58,955  |
| - Rest of World                                       | 10,569                              | 6%          | 9,993    | 28,269                             | 9%          | 26,014    |
| <i>Total Systems</i>                                  | 33,197                              | 4%          | 31,862   | 95,727                             | 13%         | 84,969    |
| Consumables   | 1,055                               | 77%         | 595      | 2,881                              | 65%         | 1,743     |
| Skincare  | 1,423                               | 38%         | 1,029    | 3,981                              | 34%         | 2,976     |
| <i>Total Products</i>                                 | 35,675                              | 7%          | 33,486   | 102,589                            | 14%         | 89,688    |
| Service   | 4,898                               | 5%          | 4,687    | 14,662                             | 3%          | 14,173    |
| <i>Total Net Revenue</i>                              | \$40,573                            | 6%          | \$38,173 | \$117,251                          | 13%         | \$103,861 |

**Total Net Revenue**

The Company's revenue increased by 6% and 13% respectively, for the three and nine months periods ended September 30, 2018, compared to the same periods in 2017, due primarily to increased system revenues.

**Revenue by Geography**

The Company's U.S. revenue increased by \$1.0 million, or 5%, and \$9.5 million, or 15%, for the three and nine months ended September 30, 2018, respectively, compared to the same periods in 2017. This increase was due primarily to the introduction of *Secret RF* and *Juliet* during January 2018, and *truSculpt iD* in July 2018.

The Company's international revenue increased \$1.3 million, or 9%, and \$3.9 million, or 10%, for the three and nine months ended September 30, 2018, compared to the same periods in 2017. The increase was due to growth in the Company's business in Europe, the Middle East and Asia including Japan.

### ***Revenue by Product Type***

#### **Systems Revenue**

Systems revenue in North America increased by \$0.8 million, or 3%, and \$8.5 million, or 14%, for the three and nine months ended September 30, 2018, respectively, compared to the same periods in 2017, due to sales in the U.S. and the introduction of *Secret RF* and *Juliet* during January 2018, and *truSculpt iD* in July 2018. The Rest of the World systems revenue increased by \$0.6 million or 6%, and \$2.3 million, or 9%, for the three and nine months ended September 30, 2018, respectively, compared to the same periods in 2017. The increase in Rest of the World revenue was primarily a result of an increase in the Company's direct business in Asia, including Japan, as well as increases in the Company's distributor business in the Middle East and Europe, partially offset by decreases in the Company's direct business in Australia and Europe.

Table of ContentsConsumables Revenue

Consumables revenue increased by \$0.5 million, or 77%, and \$1.1 million, or 65% for the three and nine months ended September 30, 2018, respectively, compared to the same periods in 2017. The increase in consumables revenue was due to the introduction of *Secret RF* and *Juliet* during January 2018, and *truSculpt iD* in July 2018, each of which have consumable elements.

Skincare Revenue

The Company's revenue from Skincare products in Japan increased by \$0.4 million, or 38%, and \$1.0 million, or 34%, for the three and nine months ended September 30, 2018, respectively, compared to the same periods in 2017. This increase was due primarily to increased marketing and promotional activities.

Service Revenue

The Company's Service revenue increased by \$211,000, or 5%, and \$489,000, or 3%, for the three and nine months ended September 30, 2018, respectively, compared to the same periods in 2017. This increase was due primarily to increased sales of system parts to the Company's network of international distributors.

Gross Profit

| (Dollars in thousands)                      | Three Months Ended<br>September 30, |             |          | Nine Months Ended<br>September 30, |             |          |
|---|-------------------------------------|-------------|----------|------------------------------------|-------------|----------|
|   | 2018                                | %<br>Change | 2017     | 2018                               | %<br>Change | 2017     |
| <b>Gross profit</b>                         | \$21,885                            | (2)%        | \$22,210 | \$61,596                           | 5%          | \$58,777 |
| <i>As a percentage of total net revenue</i> | 54%                                 |             | 58%      | 53%                                |             | 57%      |

The Company's cost of revenue consists primarily of material, personnel expenses, product warranty costs, and manufacturing overhead expenses. The Company also continues to make investments in its international direct service support, as well as operational improvement activities.

Gross margins in the three and nine months ended September 30, 2018 declined 4 percentage points, compared to the same period in 2017. The reduced gross margins during the three and the nine months ended September 30, 2018 were due primarily to:

Slightly lower average system pricing across the legacy portfolio. The Company experienced continued pricing pressure on the average selling price of the Company's *enlighten* system due to ongoing sales programs; Product revenue generated from distributors, which increased by 10% and 11% respectively for the three and nine months ended September 30, 2018, compared to the same period in 2017; offset by Consumables revenue, which is generated by procedural activity from the Company's *Secret RF*, *Juliet systems* and *truSculpt* systems increased 65%, compared to the same period in 2017; and Higher margins generated from the Company's *truSculpt iD* system which was launched in North America in July 2018 and in EMEA in September 2018.

### ***Sales and Marketing***

| (Dollars in thousands)                      | Three Months Ended<br>September 30, |             |          | Nine Months Ended<br>September 30, |             |          |
|---|-------------------------------------|-------------|----------|------------------------------------|-------------|----------|
|   | 2018                                | %<br>Change | 2017     | 2018                               | %<br>Change | 2017     |
| <b>Sales and marketing</b>                  | \$14,479                            | 10%         | \$13,148 | \$43,102                           | 17%         | \$36,708 |
| <i>As a percentage of total net revenue</i> | 36%                                 |             | 34%      | 37%                                |             | 35%      |

Sales and marketing expenses consist primarily of personnel expenses, expenses associated with customer-attended workshops and trade shows, post-marketing studies, advertising and training.

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The \$1.3 million increase in sales and marketing expenses during the three months ended September 30, 2018 compared to the same period in 2017 was due primarily to:

\$0.2 million increase in stock based compensation, due to headcount increase  
 \$0.5 million of higher promotional and product demonstration expenses, primarily in North America;  
 \$0.3 million of higher travel related expenses in North America resulting from increased headcount;  
 \$0.2 million of consulting expenses;  
 \$0.1 million of higher facility expenses due to the increase in our Brisbane headquarters rental cost.

The \$6.4 million increase in sales and marketing expenses during the nine months ended September 30, 2018 compared to the same period in 2017 was due primarily to:

\$1.9 million net increase in personnel related expenses and \$0.5 million net increase in stock based compensation, driven primarily by higher headcount and commissions in North America ;  
 \$1.9 million increase promotional and clinical training expenses;  
 \$1.3 million of higher travel related expenses in North America, resulting from increased headcount;  
 \$0.3 million of higher facility expenses due to increase in the Company's Brisbane headquarters rental cost;  
 \$0.3 million of consulting expenses; and  
 \$0.2 million increase in other administrative expense.

***Research and Development (“R&D”)***

| (Dollars in thousands)                      | Three Months Ended<br>September 30, |             |         | Nine Months Ended<br>September 30, |             |         |
|---|-------------------------------------|-------------|---------|------------------------------------|-------------|---------|
|   | 2018                                | %<br>Change | 2017    | 2018                               | %<br>Change | 2017    |
| <b>Research and development</b>             | \$3,244                             | (6)%        | \$3,467 | \$10,895                           | 16%         | \$9,393 |
| <i>As a percentage of total net revenue</i> | 8%                                  |             | 9%      | 9%                                 |             | 9%      |

R&D expenses consist primarily of personnel expenses, clinical research, regulatory and material costs. R&D expenses decreased by \$223,000 or 6%, and represented 8% of total net revenue, in the three months ended September 30, 2018, compared to 9% of total net revenue for the same period in 2017. This decrease in expense was due primarily to decrease in material cost related to ongoing research and development efforts.

R&D expenses increased by \$1.5 million or 16%, and represented 9% of total net revenue, in the nine months ended September 30, 2018, compared to 9% of total net revenue for the same period in 2017. This increase in expense was due primarily to \$0.6 million increase in professional fees and consulting expenses, \$0.4 million in rental expenses,



and \$0.5 million of increased personnel costs related to headcount increases.

*General and Administrative (“G&A”)*

| <b>(Dollars in thousands)</b>               | <b>Three Months Ended<br/>September 30,</b> |                     |             | <b>Nine Months Ended<br/>September 30,</b> |                     |             |
|---|---|---------------------|-------------|--|---------------------|-------------|
|   | <b>2018</b>                                 | <b>%<br/>Change</b> | <b>2017</b> | <b>2018</b>                                | <b>%<br/>Change</b> | <b>2017</b> |
| General and administrative                  | \$5,160                                     | 53%                 | \$3,379     | \$15,501                                   | 53%                 | \$10,143    |
| <i>As a percentage of total net revenue</i> | 13%   |                     | 9%          | 13%  |                     | 10%         |

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G&A expenses consist primarily of personnel expenses, legal, accounting, audit and tax consulting fees, as well as other general and administrative expenses. G&A expenses increased by \$1.8 million, or 53%, and represented 13% of total net revenue in the three months ended September 30, 2018, compared to 9% of total net revenue in the same period in 2017, due primarily to:

\$0.8 million of increased fees related to professional fees and consulting services, primarily related to accounting, legal and tax;

\$0.6 million of increased personnel related expenses, including \$0.4 million in stock compensation, driven by increased headcount; and

\$0.4 million of increased other administrative expense.

G&A expenses increased by \$5.3 million, or 53%, and represented 13% of total net revenue in the nine months ended September 30, 2018, compared to 10% of total net revenue in the same period in 2017, due primarily to:

\$1.8 million of increased personnel related expense and \$1.2 million of increased stock based compensation due to higher headcount;

\$1.1 million of increased fees related to professional and consulting services, primarily related to accounting and tax;

\$0.5 million of higher facility expenses due to increase in the Company's Brisbane headquarters rental cost;

\$0.4 million of increased legal fees; and

\$0.3 million increased credit card fees as a result of increased North America system revenue.

***Lease Termination Income***

In July 2017, the Company agreed to terminate the building lease for a new facility in Fremont, California, which was entered into in May 2017. In conjunction with this lease termination, the Company received a lump sum termination payment of \$4.0 million from the landlord.

***Interest and Other Income (expense), Net***

Interest and other income, net, consists of the following:

| (Dollars in thousands) | Three Months Ended September 30, |          | Nine Months Ended September 30, |          | 2017 |
|------------------------|----------------------------------|----------|---------------------------------|----------|------|
|                        | 2018                             | % Change | 2018                            | % Change |      |

|   |         |        |        |        |        |        |
|---|---------|--------|--------|--------|--------|--------|
| <b>Total interest and other income (expense), net</b> | \$ (49) | (125)% | \$ 197 | \$(80) | (111)% | \$ 746 |
| As a percentage of total net revenue                  | 0 %     |        | 1 %    | 0 %    |        | 1 %    |

Interest and other income, net, decreased \$246,000 or (125)% and \$826,000 or (111)%, respectively, in the three and nine months ended September 30, 2018, compared to the same period in 2017. This decrease was due primarily to interest expense for multi-year post-warranty service contracts for customers who make payment more than one year in advance of receiving the service under the new revenue standard, which is new in 2018,

an increase in net foreign exchange losses as well as a decrease in interest income from the Company's marketable investments resulting from a decrease in the investment balance.

### *Provision for Income Taxes*

| (Dollars in thousands)                      | Three Months Ended<br>September 30, |             |          | Nine Months Ended<br>September 30, |             |          |
|---|-------------------------------------|-------------|----------|------------------------------------|-------------|----------|
|   | 2018                                | %<br>Change | 2017     | 2018                               | %<br>Change | 2017     |
| <b>Income (loss) before income taxes</b>    | \$ (1,047)                          | (116)%      | \$ 6,413 | \$ (7,982)                         | (210)%      | \$ 7,279 |
| <b>Provision (benefit) for income taxes</b> | (174)                               | (177)%      | 225      | (3,505)                            | (2,211)%    | 166      |

For the three and nine months ended September 30, 2018, the Company's income tax benefits were \$174,000 and \$3,505,000, compared to income tax expense of \$225,000 and \$166,000 in the same periods in 2017. In the three and nine months ended September 30, 2018, the Company calculated the provision for income taxes for interim reporting periods by applying an estimate of the "annual effective tax rate" for the full year to ordinary income or loss for the reporting period. The Company's income tax benefit for the three and nine months ended September 30, 2018 reflect a projected income tax benefit for U.S. and non-U.S. operations resulting in an annual effective tax rate applied to the year-to-date ordinary loss. The income tax benefit includes excess tax benefits generated by stock deductions exercised or vested of approximately \$0.3 million and \$2.8 million in the three and nine months ended September 30, 2018, respectively.

The income tax provision (benefit) for the three and nine months ended September 30, 2017 related primarily to U.S. alternative minimum taxes as the Company was able to utilize the net operating losses brought forward against the Company's projected income for fiscal year 2017. In addition, the Company recorded discretely the net tax benefit of excess equity compensation costs ("windfalls") of approximately \$50,000 and \$160,000 in the three and nine months ended September 30, 2017, respectively.

Table of Contents**Liquidity and Capital Resources**

Liquidity is the measurement of the Company's ability to meet potential cash requirements, fund the planned expansion of the Company's operations and acquire businesses. The Company's sources of cash include operations, a revolving line of credit, sales and maturity of marketable investments, stock option exercises, and employee stock purchases. The Company actively manages the cash usage and investment of liquid cash to ensure the maintenance of sufficient funds to meet the Company's daily needs. The majority of the Company's cash and investments are held in U.S. banks and the Company's foreign subsidiaries maintain a limited amount of cash in their local banks to cover their short-term operating expenses.

At September 30, 2018 and December 31, 2017, the Company had \$42.4 million and \$45.1 million of working capital, respectively, and the Company's cash and cash equivalents and marketable investments totaled \$26.9 million and \$35.9 million as of September 30, 2018 and December 31, 2017 respectively. The Company's combined cash and cash equivalents and marketable investments balance decreased by \$9.0 million for the nine months ended September 30, 2018 principally due to the settlement of accounts payable, accrued liabilities, increased inventory purchases related to the increasing demand of the Company's products, and an increase in investments in sales, service and other management headcount to facilitate continued revenue expansion. The following table summarizes the Company's cash and cash equivalents and marketable investments:

**Cash, Cash Equivalents and Marketable Investments**

The following table summarizes our cash, cash equivalents, marketable investments and restricted investments:

| (Dollars in thousands)           | <b>September<br/>30,<br/>2018</b> | <b>December<br/>31,<br/>2017</b> | <b>Change</b>    |
|----------------------------------|-----------------------------------|----------------------------------|------------------|
| <b>Cash and cash equivalents</b> | \$ 21,866                         | \$ 14,184                        | \$7,682          |
| <b>Marketable investments</b>    | 5,018                             | 21,728                           | (16,710)         |
| <b>Total</b>                     | <b>\$ 26,884</b>                  | <b>\$ 35,912</b>                 | <b>\$(9,028)</b> |

**Cash Flows**

**Nine Months  
Ended September**

| (Dollars in thousands)                           | <b>30,</b>     |                |
|--|----------------|----------------|
|  | <b>2018</b>    | <b>2017</b>    |
| <b>Net cash flow provided by (used in):</b>      |                |                |
| <b>Operating activities</b>                      | \$(8,119)      | \$7,605        |
| <b>Investing activities</b>                      | 15,531         | 4,220          |
| <b>Financing activities</b>                      | 270            | (10,816)       |
| <b>Net increase in cash and cash equivalents</b> | <b>\$7,682</b> | <b>\$1,009</b> |

### *Cash Flows from Operating Activities*

Net cash used in operating activities was \$8.1 million in the nine months ended September 30, 2018, which was due primarily to:

- \$4.4 million net loss as adjusted for non-cash related items consisting primarily of stock-based compensation expense of \$5.5 million, income tax benefit of \$3.6 million, \$0.9 million provision for doubtful accounts receivable, and \$2.1 million depreciation and amortization expenses;
- \$6.3 million generated from an increase in accounts payable due primarily to increased inventory related purchases;
- \$4.2 million cash used to decrease accrued liabilities;
- \$3.1 million cash used to increase pre-paid expenses and other long term assets;
- \$5.5 million used as a result of increased accounts receivables; and
- \$2.5 million used to increase inventories.

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Net cash provided by operating activities was \$7.6 million in the nine months ended September 30, 2017, which was due primarily to:

\$11.4 million generated due to net income of \$7.1 million increased by non-cash related items consisting primarily of lease termination income of \$4.0 million, stock-based compensation expense of \$3.6 million and depreciation and amortization expenses of \$750,000;

\$3.2 million generated from an increase in accounts payable due primarily to increased material purchases;

\$4.8 million generated from an increase in accrued liabilities due primarily to higher personnel and warranty costs; and

\$0.7 million generated from an increase in deferred revenue; partially offset by

\$8.8 million used to increase inventories;

\$3.0 million used as a result of increased accounts receivables; and

\$0.6 million used to increase pre-paid expenses.

***Cash Flows from Investing Activities***

Net cash provided by investing activities was \$15.5 million in the nine months ended September 30, 2018, which was attributable primarily to:

\$21.1 million in net proceeds from the sales and maturities of marketable investments; partially offset by

\$4.4 million of cash used to purchase marketable investments; and

\$1.2 million of cash used to purchase property, equipment and software.

Net cash provided by investing activities was \$4.2 million in the nine months ended September 30, 2017, which was attributable primarily to:

\$48.8 million in net proceeds from the sales and maturities of marketable investments; partially offset by

\$44.2 million of cash used to purchase marketable investments; and

\$0.4 million of cash used to purchase property, equipment and software.

***Cash Flows from Financing Activities***

Net cash provided by financing activities was \$270,000 in the nine months ended September 30, 2018, which was primarily due to:

\$3.6 million proceeds from exercise of stock options and employee stock purchase plan, offset by \$3.0 million of cash used for taxes paid related to net share settlement of equity awards; and \$0.4 million of cash used to pay capital lease obligations.

Net cash used in financing activities was \$10.8 million in the nine months ended September, 2017, which was primarily due to:

\$13.8 million used to repurchase common stock;  
\$1.3 million of cash used for taxes paid related to net share settlement of equity awards;  
\$0.3 million used to pay down our capital lease obligations; partially offset by  
\$4.6 million proceeds from exercise of stock options and employee stock purchase plan.

### ***Adequacy of Cash Resources to Meet Future Needs***

The Company had cash, cash equivalents, and marketable investments of \$26.9 million as of September 30, 2018. For the first nine months of 2018, the Company's principal source of liquidity is cash from maturity and sales of marketable investments and cash generated from the issuance of common stock through exercise of stock options and the Company's employee stock purchasing program. The Company believes that the existing cash resources are sufficient to meet the Company's anticipated cash needs for working capital and capital expenditures for at least the next several years.

### ***Loan and Security Agreement***

On May 30, 2018, the Company and Wells Fargo Bank, N.A. ("Wells Fargo") entered into a Loan and Security Agreement (the "Original Revolving Line of Credit") in the original principal amount of \$25 million. The Original Revolving Line of Credit terminates on May 30, 2021. As of September 30, 2018, there were no borrowings under the Original Revolving Line of Credit.

### ***Covenants***

The Original Revolving Line of Credit contained financial and other covenants as well as the maintenance of a leverage ratio not to exceed 2.5 to 1.0 and a TTM adjusted EBITDA of not less than \$10 million. A violation of any of the covenants could result in a default under the Original Revolving Line of Credit that would permit the lenders to restrict the Company's ability to further access the revolving line of credit for loans and letters of credit and require the immediate repayment of any outstanding loans under the Loan and Security Agreement.

During the third quarter of 2018 the Company determined that the Company was in violation of certain financial covenants in the Original Revolving Line of Credit. Upon receipt of this notice, the Company entered into discussions with Wells Fargo to amend and revise certain terms of the Original Revolving Line of Credit. Following the end of our third quarter, on or about November 2, 2018, the Company entered into a First Amendment and Waiver to the Loan and Security Agreement with Wells Fargo (the “Revised Revolving Line of Credit”).

The Revised Revolving Line of Credit provides for an original principal amount of \$15 million, with the ability to request an additional \$10 million, and a waiver of any existing defaults under the Original Revolving Line of Credit as long as the Company is in compliance with the terms of the Revised Revolving Line of Credit.

Similar to the Original Revolving Line of Credit, the Revised Revolving Line of Credit contains revised financial and other covenants as well as the maintenance of a leverage ratio not to exceed 2.0 to 1.0 and a graduated scale of TTM adjusted EBITDA of not less than \$1 million as of the last day of the 2018 third fiscal quarter; \$2.5 million as of the last day of the 2018 fourth fiscal quarter; \$4 million as of the last day of the 2019 first and second fiscal quarters; \$6.5 million as of the last day of the 2019 third fiscal quarter; and \$10 million as of the last day of each fiscal quarter thereafter.

The Company must maintain a minimum cash balance of unrestricted cash equal to at least \$15 million, \$13 million of which shall be maintained at Wells Fargo. As of the last day of each calendar quarter, the Company must maintain a balance of unrestricted cash equal to at least \$20 million. This minimum cash balance requirement shall not apply if and when the Company achieves \$15 million of TTM Adjusted EBITDA.

A violation of any of the covenants could result in a default under the Revised Revolving Line of Credit that would permit the lenders to restrict the Company’s ability to further access the revolving line of credit for loans and letters of credit and require the immediate repayment of any outstanding loans under the Revised Revolving Line of Credit.

As of the date of this filing, there were no borrowings under either the Revised Revolving Line of Credit, or the Original Revolving Line of Credit, and the Company is in compliance with all financial covenants of the Revised Revolving Line of Credit.



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*Commitments and Contingencies*

During the nine months ended September 30, 2018, there were no material changes to the Company's commitments and contingencies described under Management's Discussion and Analysis of Financial Condition and Results of Operations in the Annual Report on Form 10-K for the year ended December 31, 2017, filed with the SEC on March 26, 2018.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

A summary of the key market risks facing the Company is disclosed below. For a detailed discussion, please see the Company's Annual Report on Form 10-K for the year ended December 31, 2017, filed with the SEC on March 26, 2018.

*Interest Rate Fluctuations*

The Company holds cash equivalents as well as short-term and long-term fixed income securities. The Company's investment portfolio includes fixed and floating rate securities. Changes in interest rates could impact the Company's anticipated interest income. Fixed rate securities may have their fair market value adversely impacted due to fluctuations in interest rates, while floating rate securities may produce less income than expected if interest rates fall. Due in part to these factors, the Company's future investment income may fall short of expectations due to changes in interest rates or we may suffer losses in principal if forced to sell securities which have declined in market value due to changes in interest rates. The primary objective of the Company's investment activities is to preserve principal while at the same time maximizing yields without significantly increasing risk. To achieve this objective, we invest in debt instruments of the U.S. Government and its agencies and municipal bonds, high grade corporate bonds, commercial paper, CDs and money markets, and, by policy, restrict the Company's exposure to any single type of investment or issuer by imposing concentration limits. To minimize the exposure due to adverse shifts in interest rates, we maintain investments at a weighted average maturity of generally less than eighteen months.

As of September 30, 2018, the Company had not drawn on the Revolving Line of Credit. Overall interest rate sensitivity is primarily influenced by any amount borrowed on the line of credit and the prevailing interest rate on the line of credit facility. The effective interest rate on the line of credit facility is based on a floating per annum rate equal to the LIBOR rate. The LIBOR rate was 2.09% as of September 30, 2018, and accordingly the Company may incur additional expenses if the Company has an outstanding balance on the line of credit and the LIBOR rate increases in future periods.

***Inflation***

The Company does not believe that inflation has had a material effect on the Company's business, financial condition, or results of operations. If the Company's costs were to become subject to significant inflationary pressures, the Company may not be able to fully offset such higher costs through price increases. The Company's inability or failure to do so could harm the Company's business, financial condition, and results of operations.

***Foreign Exchange Fluctuations***

The Company generates revenue in Japanese Yen, Euros, Australian Dollars, Canadian Dollars, British Pounds and Swiss Francs. Additionally, a portion of the Company's operating expenses and assets and liabilities are denominated in each of these currencies. Therefore, fluctuations in these currencies against the U.S. dollar could materially and adversely affect the Company's results of operations upon translation of the Company's revenue denominated in these currencies, as well as the remeasurement of the Company's international subsidiaries' financial statements into U.S. dollars.

The Company has historically not engaged in hedging activities relating to the Company's foreign currency denominated transactions, given the Company has a natural hedge resulting from the Company's foreign cash receipts being utilized to fund the respective local currency expenses.

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**ITEM 4. CONTROLS AND PROCEDURES**

*Evaluation of Disclosure Controls and Procedures*

An evaluation as of September 30, 2018 was carried out under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness of the Company's "disclosure controls and procedures." Rule 13a-15(e) under the Exchange Act defines "disclosure controls and procedures" as controls and other procedures of a company that are designed to ensure that the information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the company's management, including its CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure. Based upon that evaluation, the Company's CEO and CFO concluded that the Company's disclosure controls and procedures were effective at September 30, 2018.

Attached as exhibits to this Quarterly Report are certifications of the Company's CEO and CFO, which are required in accordance with Rule 13a-14 of the Exchange Act. This Controls and Procedures section includes the information concerning the controls evaluation referred to in the certifications, and it should be read in conjunction with the certifications for a more complete understanding of the topics presented.

*Changes in Internal Control over Financial Reporting*

There were no changes in the Company's internal control over financial reporting that occurred the Company's most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

*Limitations on the Effectiveness of Controls*

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within a company have been detected. Accordingly, the Company's disclosure controls and procedures are designed to provide reasonable, not absolute, assurance that the objectives of the Company's disclosure control system are met. As set forth above, the Company's Chief Executive Officer and Chief Financial Officer have concluded, based on their evaluation as of the end of the

period covered by this report, that the Company's disclosure controls and procedures were effective to provide reasonable assurance that the objectives of the Company's disclosure control system were met.

## **PART II. OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

From time to time, the Company may be involved in legal and administrative proceedings and claims of various types. For a description of the Company's material pending legal and regulatory proceedings and settlements refer to Note 12 to the Company's consolidated financial statements entitled "Litigation and Related Matters," in the Annual Report on Form 10-K for the year ended December 31, 2017, filed with the SEC on March 26, 2018.

### **ITEM 1A. RISK FACTORS**

The Company's business faces many risks. Any of the risks referenced in this Form 10-Q or the Company's other SEC filings could have a material impact on the Company's business and consolidated financial position or results of operations.

On July 30, 2018, the FDA issued a public statement and sent letters to a number of companies in the medical aesthetics industry expressing concerns regarding "vaginal rejuvenation" procedures using energy-based devices. The Company was not named in the announcement, and the Company has not received a letter from the agency, however the Company's Juliet device is promoted and used by physicians in procedures that are the subject of the FDA's public warning. Additional risks and uncertainties not presently known to the Company or that the Company currently believes to be immaterial may also impair the Company's business operations.

For detailed discussion of risk factors that should be understood by any investor contemplating investment in the Company's stock, please refer to Part I, Item 1A, "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2017, filed with the SEC on March 26, 2018 and elsewhere in this Form 10-Q.

### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

None.

**ITEM 5. OTHER INFORMATION**

None.

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**ITEM 6. EXHIBITS**

**Exhibit No. Description**

|         |  |
|---------|--|
| 3.1     | <u>Amended and Restated Certificate of Incorporation of the Registrant (filed as Exhibit 3.5 to our Quarterly Report on Form 10-Q filed on November 7, 2017 and incorporated herein by reference)</u>  |
| 3.2     | <u>Bylaws of the Registrant (filed as Exhibit 3.4 to our Current Report on Form 8-K filed on January 8, 2015 and incorporated herein by reference)</u>   |
| 4.1     | <u>Specimen Common Stock certificate of the Registrant (filed as Exhibit 4.1 to our Annual Report on Form 10-K filed on March 25, 2005 and incorporated herein by reference)</u>   |
| 10.18   | <u>Loan and Security Agreement in the original principal amount of \$25,000,000 by Cutera, Inc. in favor of Wells Fargo Bank, N.A. effective May 30, 2018 (filed as Exhibit 10.1 to our Current Report on Form 8-K filed on June 5, 2018 and incorporated herein by reference)</u> |
| 31.1    | <u>Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>  |
| 31.2    | <u>Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>  |
| 32.1    | <u>Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>   |
| 101.INS | XBRL Instance Document   |
| 101.SCH | XBRL Taxonomy Extension Schema Document  |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document  |
| 101.DEF | XBRL Taxonomy Extension Definition Document  |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document  |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document   |

**SIGNATURE**

Pursuant to the requirements of Section 13 or 15(d) of The Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Brisbane, State of California, on the 6th day of November, 2018.

**CUTERA, INC.**

*/s/ SANDRA A. GARDINER*

**Sandra A. Gardiner**

**Consultant Chief Financial Officer**

**(Principal Financial and Accounting Officer)**

