GLU MOBILE INC
Form 10-Q
August 09, 2016
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

(Mark One)

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

For the Quarterly Period Ended June 30, 2016

OR

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

For the Transition Period from to

Commission File Number 001-33368

Glu Mobile Inc.

(Exact name of the Registrant as Specified in its Charter)

Delaware	91-2143667
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

500 Howard Street, Suite 300

San Francisco, California 94105

(Address of Principal Executive Offices, including Zip Code)

(415) 800-6100

(Registrant's Telephone number, including Area Code)

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

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

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

Large accelerated filer		Accelerated filer
Non-accelerated filer	(Do not check if a smaller reporting company)	Smaller reporting company

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

Shares of Glu Mobile Inc. common stock, $0.0001 par value per share, outstanding as of August 1, 2016: 132,997,621.

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GLU MOBILE INC.

FORM 10-Q

Quarterly Period Ended June 30, 2016

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

GLU MOBILE INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(in thousands, except per share data)

	June 30, 2016	December 31, 2015
ASSETS		
Current assets:		
Cash and cash equivalents	$ 158,037	$ 180,542
Accounts receivable, net	14,340	17,956
Prepaid royalties (including prepaid royalties to a related party of $2,007 and $7,949 as of June 30, 2016 and December 31, 2015, respectively)	18,403	23,715
Prepaid expenses and other assets	18,243	14,841
Total current assets	209,023	237,054
Property and equipment, net	4,777	5,447
Restricted cash	1,162	1,498
Long-term prepaid royalties (including long-term prepaid royalties to a related party of $7,993 and $2,051 as of June 30, 2016 and December 31, 2015, respectively)	57,552	46,944
Other long-term assets	3,889	1,386
Intangible assets, net (including intangible assets acquired from a related party of $5,000 and $5,000 as of June 30, 2016 and December 31, 2015, respectively)	18,106	22,767
Goodwill	87,860	87,890
Total assets	$ 382,369	$ 402,986
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 9,165	$ 9,386
Accrued liabilities	1,589	1,654
Accrued compensation	7,998	7,100
Accrued royalties (including accrued royalties to a related party of $2,007 and $10,449 as of June 30, 2016 and December 31, 2015, respectively)	8,442	21,032

Accrued restructuring	970	342
Deferred revenue	33,238	31,112
Total current liabilities	61,402	70,626
Long-term accrued royalties (including long-term accrued royalties to a related party of $7,993 and $2,051 as of June 30, 2016 and December 31, 2015, respectively)	33,309	24,347
Other long-term liabilities	1,357	1,585
Total liabilities	96,068	96,558
Commitments and contingencies (Note 7)		
Stockholders’ equity:		
Preferred stock, $0.0001 par value; 5,000 shares authorized at June 30, 2016 and December 31, 2015; no shares issued and outstanding at June 30, 2016 and December 31, 2015	—	—
Common stock, $0.0001 par value; 250,000 shares authorized at June 30, 2016 and December 31, 2015; 132,722 and 131,580 shares issued and outstanding at June 30, 2016 and December 31, 2015	13	13
Additional paid-in capital	564,733	557,748
Accumulated other comprehensive loss	(699)	(85)
Accumulated deficit	(277,746)	(251,248)
Total stockholders’ equity	286,301	306,428
Total liabilities and stockholders’ equity	$ 382,369	$ 402,986

The accompanying Notes are an integral part of these Unaudited Condensed Consolidated Financial Statements.

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GLU MOBILE INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

(in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Revenue	$ 48,363	$ 56,150	$ 102,892	$ 125,620
Cost of revenue:				
Platform commissions, royalties and other	18,639	21,320	39,002	47,630
Amortization of intangible assets	2,336	2,434	4,660	4,868
Total cost of revenue	20,975	23,754	43,662	52,498
Gross profit	27,388	32,396	59,230	73,122
Operating expenses:				
Research and development	20,721	18,308	41,033	36,551
Sales and marketing	10,935	12,771	23,559	25,209
General and administrative	7,096	7,429	15,081	14,835
Amortization of intangible assets	—	32	—	159
Restructuring charge	2,116	—	2,221	—
Total operating expenses	40,868	38,540	81,894	76,754
Loss from operations	(13,480)	(6,144)	(22,664)	(3,632)
Interest and other expense, net:				
Interest income	25	12	45	18
Other expense	(4,478)	(186)	(4,030)	(476)
Interest and other expense, net	(4,453)	(174)	(3,985)	(458)
Loss before income taxes	(17,933)	(6,318)	(26,649)	(4,090)
Income tax benefit/(provision)	(16)	809	151	(295)
Net loss	$ (17,949)	$ (5,509)	$ (26,498)	$ (4,385)
Net loss per share - basic and diluted	$ (0.14)	$ (0.05)	$ (0.20)	$ (0.04)
Weighted average common shares outstanding - basic and diluted	131,198	116,169	130,185	110,019

The accompanying Notes are an integral part of these Unaudited Condensed Consolidated Financial Statements.

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GLU MOBILE INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(Unaudited)

(in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Net loss	$ (17,949)	$ (5,509)	$ (26,498)	$ (4,385)
Other comprehensive income/(loss):				
Foreign currency translation adjustments	(420)	298	(614)	19
Other comprehensive income/(loss):	(420)	298	(614)	19
Comprehensive loss	$ (18,369)	$ (5,211)	$ (27,112)	$ (4,366)

The accompanying Notes are an integral part of these Unaudited Condensed Consolidated Financial Statements.

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GLU MOBILE INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(in thousands)

	Six Months Ended June 30,	
	2016	2015
Cash flows from operating activities:		
Net loss	$ (26,498)	$ (4,385)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	1,376	1,438
Amortization of intangible assets	4,660	5,027
Change in fair value of long-term investments	1,820	—
Non-cash foreign currency translation (gain)/loss	(330)	416
Stock-based compensation	6,506	5,161
Non-cash warrant (benefit)/expense	(23)	228
Impairment of prepaid royalties and guarantees	148	89
Impairment of investments	2,540	—
Changes in allowance for doubtful accounts	(120)	—
Changes in operating assets and liabilities, net of effect of acquisitions:		
Accounts receivable	3,587	7,058
Prepaid royalties	(4,711)	(10,647)
Prepaid expenses and other assets	(400)	783
Accounts payable and other accrued liabilities	(40)	(266)
Accrued liabilities	(63)	(143)
Accrued compensation	902	(783)
Accrued royalties and license fees	(1,859)	(4,022)
Deferred revenue	2,130	(6,106)
Accrued restructuring	628	—
Other long-term liabilities	(63)	(134)
Net cash used in operating activities	(9,810)	(6,286)
Cash flows from investing activities:		
Purchase of property and equipment	(906)	(1,005)
Net cash paid for acquisitions	—	(1,634)
Decrease in restricted cash	336	—
Investments in Plain Vanilla Corp and Dairy Free Games, Inc. (Note 6)	(9,500)	(250)
Purchase of intangible assets (including purchase of intangible assets from a related party of $2,500 and $0 as of June 30, 2016 and June 30, 2015, respectively)	(2,500)	—
Net cash used in investing activities	(12,570)	(2,889)

Cash flows from financing activities:		
Proceeds from exercise of stock options and purchases under the ESPP	1,029	4,311
Taxes paid related to net share settlement of equity awards	(1,301)	(1,867)
Excess tax benefit from stock awards	—	77
Proceeds from exercise of stock warrants and issuance of common stock	255	375
Proceeds from private offering, net of issuance costs	—	125,174
Net cash provided by/(used in) financing activities	(17)	128,070
Effect of exchange rate changes on cash	(108)	(157)
Net increase/(decrease) in cash and cash equivalents	(22,505)	118,738
Cash and cash equivalents at beginning of period	180,542	70,912
Cash and cash equivalents at end of period	$ 158,037	$ 189,650

The accompanying Notes are an integral part of these Unaudited Condensed Consolidated Financial Statements.

GLU MOBILE INC.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except per share data)

Note 1 — The Company, Basis of Presentation and Summary of Significant Accounting Policies

Glu Mobile Inc. (the "Company" or "Glu") was incorporated in Nevada in May 2001 and reincorporated in the state of Delaware in March 2007. The Company develops, publishes, and markets a portfolio of games designed to appeal to a broad cross section of the users of smartphones and tablet devices who download and make purchases within its games through direct-to-consumer digital storefronts, such as the Apple App Store, Google Play Store, Amazon Appstore and others ("Digital Storefronts"). The Company creates games based on its own original brands, as well as games based on celebrities and other well-known brands and properties.

Principles of Consolidation and Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") regarding interim financial reporting. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles in the United States ("U.S. GAAP") for complete financial statements and should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2015 filed with the SEC on March 4, 2016. In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments, consisting only of normal recurring adjustments, which the Company believes are necessary for a fair statement of the Company's financial position as of June 30, 2016 and its unaudited condensed consolidated results of operations for the three and six months ended June 30, 2016 and 2015, respectively. These unaudited condensed consolidated financial statements are not necessarily indicative of the results to be expected for the entire year. The unaudited condensed consolidated balance sheet presented as of December 31, 2015 has been derived from the audited consolidated financial statements as of that date, and the unaudited condensed consolidated balance sheet presented as of June 30, 2016 has been derived from the unaudited condensed consolidated financial statements as of that date.

The unaudited condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated.

Variable Interest Entities

The Company has interests in other entities that are variable interest entities (“VIEs”). Determining whether to consolidate a VIE requires judgment in assessing (i) whether an entity is a VIE and (ii) if the Company is the entity’s primary beneficiary and thus required to consolidate the entity. To determine if the Company is the primary beneficiary of a VIE, the Company evaluates whether it has (i) the power to direct the activities that most significantly impact the VIE’s economic performance and (ii) the obligation to absorb losses or the right to receive benefits of the VIE that could potentially be significant to the VIE. The Company’s evaluation includes identification of significant activities and an assessment of its ability to direct those activities based on governance provisions and other applicable agreements and circumstances. The Company’s assessment of whether it is the primary beneficiary of its VIEs requires significant assumptions and judgment.

Investments

The Company’s investments consist of equity investments and investments in financial instruments of unconsolidated entities. The Company monitors its investments for impairment and makes appropriate reductions in carrying values if it determines that an impairment charge is required based on qualitative and quantitative information. The investments are included in prepaid expenses and other assets and other long-term assets in the consolidated balance sheets.

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Concentration of Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist of cash, cash equivalents and accounts receivable.

The Company derives its accounts receivable from revenue earned from customers or through Digital Storefronts located in the United States and other locations outside of the United States. The Company performs ongoing credit evaluations of its customers' and the Digital Storefronts' financial condition and requires no collateral from its customers or the Digital Storefronts. The Company bases its allowance for doubtful accounts on management's best estimate of the amount of probable credit losses in the Company's existing accounts receivable. The Company reviews past due balances over a specified amount individually for collectability on a monthly basis. It reviews all other balances quarterly. The Company charges off accounts receivable balances against the allowance when it determines that the amount will not be recovered.

The following table summarizes the revenue from customers or aggregate purchases through Digital Storefronts that accounted for more than 10% of the Company's revenue for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Apple	54.8 %	52.6 %	52.9 %	53.2 %
Google	26.1 %	25.9 %	26.8 %	26.7 %

At June 30, 2016, Apple Inc. ("Apple") accounted for 40.2%, Google Inc. ("Google") accounted for 21.1%, and Jirbo Inc. (dba AdColony) ("AdColony") accounted for 19.5% of the Company's total accounts receivable. At December 31, 2015, Apple accounted for 31.4%, AdColony accounted for 26.2%, and Google accounted for 19.2% of total accounts receivable. No other customer or Digital Storefront represented more than 10% of the Company's total accounts receivable as of these dates.

Recent Accounting Pronouncements

In March 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-09, Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. ASU 2016-19 simplifies some aspects of the accounting for share-based payment award transactions, including: (a) income tax consequences, (b) classification of awards as either equity or liabilities, and (c) classification on the statement of cash flows. Early adoption is permitted. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. The Company is currently evaluating the effect that the updated standard will have on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases. The new guidance requires lessees 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. The guidance is effective for annual and interim periods beginning after December 31, 2018. The updated standard mandates a modified retrospective transition method with early adoption permitted. The Company is currently evaluating the effect that the updated standard will have on its consolidated financial statements.

In January 2016, the FASB issued ASU 2016-01, Financial Instruments — Overall - Recognition and Measurement of Financial Assets and Financial Liabilities. The new guidance requires entities to measure equity investments that do not result in consolidation and are not accounted for under the equity method at fair value and recognize any changes in fair value in net income unless the investments qualify for a practicability exception. The updated standard is effective for interim and annual reporting periods beginning after December 15, 2017. The Company is currently evaluating the effect that the updated standard will have on its consolidated financial statements.

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In November 2015, the FASB issued ASU 2015-17, Balance Sheet Classification of Deferred Taxes. The new guidance requires that deferred tax assets and liabilities be classified as noncurrent in a classified statement of financial position. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. Early adoption is permitted. The Company early adopted this guidance on a prospective basis as of December 31, 2015. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements

In September 2015, the FASB issued ASU 2015-16, Simplifying the Accounting for Measurement-Period Adjustments. The new guidance requires that adjustments made to provisional amounts recognized in a business combination be recorded in the period such adjustments are determined, rather than retrospectively adjusting previously reported amounts. The new standard has been effective for fiscal years, and interim periods within those fiscal years, since December 15, 2015. The adoption of this standard did not have a material impact on the Company's financial statements.

In April 2015, the FASB issued ASU 2015-05, Intangibles-Goodwill and Other-Internal-Use Software. The standard amended the existing accounting standards for intangible assets and provides explicit guidance to customers in determining the accounting for fees paid in a cloud computing arrangement, wherein the arrangements that do not convey a software license to the customer are accounted for as service contracts. The pronouncement has been effective for reporting periods beginning after December 15, 2015. The adoption of this standard did not have a material impact on the Company's consolidated financial statements.

In February 2015, the FASB issued ASU 2015-02, Amendments to the Consolidation Analysis. ASU 2015-02 changes the guidance with respect to the analysis that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. The new standard has been effective for all annual periods, and interim periods within those annual periods, beginning after December 15, 2015. The adoption of this standard did not have a material impact on the Company's consolidated financial statements.

In August 2014, the FASB issued ASU 2014-15, Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern. The new standard provides guidance around management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosure.

The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. Early adoption is permitted. The adoption of this standard is not expected to have a material impact on the Company's consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers. Under this guidance, revenue is recognized when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received for those goods or services. The updated standard will replace most existing revenue recognition guidance under U.S. GAAP when it becomes effective and permits the use of either the retrospective or cumulative effect transition method with early adoption permitted. The updated standard will be effective for the Company beginning January 1, 2018. The Company has not yet selected a transition method and is currently evaluating the effect that the updated standard will have on its consolidated financial statements.

There have been three new ASUs issued amending certain aspects of ASU 2014-09. ASU 2016-08, Principal versus Agent Considerations (Reporting Revenue Gross Versus Net), was issued in March 2016 to clarify certain aspects of the principal versus agent guidance in ASU 2014-09. In addition, ASU 2016-10, Identifying Performance Obligations and Licensing, was issued in April 2016 and amends other sections of ASU 2014-09, including clarifying guidance related to identifying performance obligations and licensing implementation. Finally, ASU 2016-12, Revenue from Contracts with Customers - Narrow Scope Improvements and Practical Expedients, provides amendments and practical expedients to the guidance in ASU 2014-09 in the areas of assessing collectability, presentation of sales taxes received from customers, non-cash consideration, contract modification and clarification of using the full retrospective approach to adopt ASU 2014-09. With its evaluation of the impact of ASU 2014-09, the Company will also consider the impact related to the updated guidance provided by these three new ASUs.

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Note 2 — Net Loss Per Share

The Company computes basic net loss per share by dividing its net loss for the period by the weighted average number of common shares outstanding during the period less the weighted average common shares subject to restrictions imposed by the Company.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Net loss	$ (17,949)	$ (5,509)	$ (26,498)	$ (4,385)
Shares used to compute net loss per share:				
Weighted average common shares outstanding	132,517	119,808	132,194	113,658
Weighted average common shares subject to restrictions	(1,319)	(3,639)	(2,009)	(3,639)
Weighted average shares used to compute basic and diluted net loss per share	131,198	116,169	130,185	110,019
Net loss per share - basic and diluted	$ (0.14)	$ (0.05)	$ (0.20)	$ (0.04)

The following weighted average options to purchase common stock, warrants to purchase common stock, unvested shares of common stock subject to restrictions, and restricted stock units (“RSUs”) have been excluded from the computation of net loss per share of common stock for the periods presented because including them would have had an anti-dilutive effect:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Warrants to purchase common stock	4,267	3,589	4,267	3,601
Unvested common shares subject to restrictions	1,319	3,639	2,009	3,639
Options to purchase common stock	7,155	6,717	7,104	6,932
RSUs	7,858	5,408	7,430	5,110
	20,599	19,353	20,810	19,282

Note 3 — Fair Value Measurements

Fair Value Measurements

The Company accounts for fair value in accordance with Accounting Standards Codification ("ASC") 820, Fair Value Measurements and Disclosures ("ASC 820"). Fair value is defined under ASC 820 as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The inputs to the valuation techniques used to measure fair value are classified into the following categories:

Level 1 — Quoted prices in active markets for identical assets or liabilities.

Level 2 — Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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As of June 30, 2016, the Company’s financial assets and financial liabilities are presented below at fair value and were classified within the fair value hierarchy as follows (in thousands):

	Level 1	Level 2	Level 3	June 30, 2016
Financial Assets				
Cash and cash equivalents	$ 158,037	$ —	$ —	$ 158,037
Restricted cash	1,162	—	—	1,162
Convertible promissory note investment in Plain Vanilla Corp.	—	—	3,280	3,280
Call option to acquire Plain Vanilla Corp. (1)	—	—	60	60
Total Financial Assets	$ 159,199	$ —	$ 3,340	$ 162,539

(1) This asset is carried on the consolidated balance sheet on a historical cost basis and evaluated for impairment under ASC 325-20 (see “Note 6 - Investments")

As of December 31, 2015, the Company’s financial assets and financial liabilities are presented below at fair value and were classified within the fair value hierarchy as follows (in thousands):

	Level 1	Level 2	Level 3	December 31, 2015
Financial Assets				
Cash and cash equivalents	$ 180,542	$ —	$ —	$ 180,542
Restricted cash	1,498	—	—	1,498
Total Financial Assets	$ 182,040	$ —	$ —	$ 182,040

The Company’s cash and cash equivalents, which were held in operating bank accounts, are classified within Level 1 of the fair value hierarchy because they are valued using quoted market prices, broker or dealer quotations or alternative pricing sources with reasonable levels of price transparency. In addition, the Company’s restricted cash is classified within Level 1 of the fair value hierarchy. The carrying value of accounts receivable and payables approximates fair value due to the short time to expected payment or receipt of cash.

The Company engaged third party valuation experts to aid management in its analysis of the fair value of the promissory notes issued to the Company in each of January 2016 and May 2016 by, and the Company’s option to acquire all of the outstanding equity (“call option”) of, Plain Vanilla Corp. (“Plain Vanilla”). See “Note 6 – Investments” below for further information on the promissory notes and call option.

The fair value of the promissory notes was estimated using a probability weighted assessment of the expected cash flows discounted to their present value. The discount rate of 88.1% used in the analysis reflects the early stage nature of the entity and the overall gaming industry indices. The assumptions used in the expected cash flows model are Level 3 inputs as defined above. The fair value of the call option was estimated using the probability weighted Black-Scholes valuation model. The Black-Scholes valuation model requires inputs such as the expected term of the call option, expected volatility and risk-free interest rate. Certain of these inputs are subjective and require significant analysis and judgment to develop. The weighted average assumptions used by the Company are Level 3 inputs as defined above and are noted in the following table:

	Three Months Ended June 30, 2016		Six Months Ended June 30, 2016	
Dividend yield	—	%	—	%
Risk-free interest rate	0.40	%	0.44	%
Expected volatility	80.00	%	62.5	%
Expected term (in years)	0.75		0.85	

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The following table presents the changes in fair value of the Plain Vanilla promissory notes and the call option:

	Six months ended June 30, 2016				
	Asset at the beginning of the period	Additions	Impairment of cost method investment	Increase/ (decrease) in fair value	Asset at the end of the period
Convertible promissory note investment in Plain Vanilla Corp.	$ —	$ 5,100	$ —	$ (1,820)	$ 3,280
Call option to acquire Plain Vanilla Corp. (1)	$ —	$ 2,400	$ (2,340)	—	$ 60

(1) This asset is carried on the consolidated balance sheet on a historical cost basis and evaluated for impairment under ASC 325-20 (see “Note 6 - Investments").

Note 4 — Balance Sheet Components

Accounts Receivable

	June 30, 2016	December 31, 2015
Accounts receivable	$ 15,176	$ 18,672
Less: Allowance for doubtful accounts	(836)	(716)
	$ 14,340	$ 17,956

Accounts receivable includes amounts billed and unbilled as of the respective balance sheet dates, but net of platform commissions paid to the Digital Storefronts. The Company had no significant bad debts during the three and six months ended June 30, 2016 and 2015.

Prepaid expenses and other

	June 30, 2016	December 31, 2015
Deferred platform commission fees	$ 8,540	$ 7,675

Deferred royalties	2,782	2,668
Taxes receivable	63	759
Other	6,858	3,739
	$ 18,243	$ 14,841

Property and Equipment

	June 30, 2016	December 31, 2015
Computer equipment	$ 6,511	$ 6,106
Furniture and fixtures	1,063	1,053
Software	7,663	7,408
Leasehold improvements	3,761	3,661
	18,998	18,228
Less: Accumulated depreciation and amortization	(14,221)	(12,781)
	$ 4,777	$ 5,447

Depreciation expense for the three months ended June 30, 2016 and 2015 was $720 and $732, respectively. Depreciation expense for the six months ended June 30, 2016 and 2015 was $1,376 and $1,438, respectively.

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Other Long-Term Liabilities

	June 30, 2016	December 31, 2015
Deferred rent	$ 507	$ 692
Uncertain tax position obligations	690	567
Other	160	326
	$ 1,357	$ 1,585

Note 5 — Goodwill and Intangible Assets

Intangible Assets

The Company's intangible assets were acquired primarily in various acquisitions as well as in connection with the purchase of certain trademarks, brand assets and licensed content. The carrying amounts and accumulated amortization expense of the acquired intangible assets, including the impact of foreign currency exchange translation, at June 30, 2016 and December 31, 2015 were as follows:

		June 30, 2016			December 31, 2015		
	Estimated Useful Life	Gross Carrying Value (Including Impact of Foreign Exchange)	Accumulated Amortization Expense (Including Impact of Foreign Exchange)	Net Carrying Value (Including Impact of Foreign Exchange)	Gross Carrying Value (Including Impact of Foreign Exchange)	Accumulated Amortization Expense (Including Impact of Foreign Exchange)	Net Carrying Value (Including Impact of Foreign Exchange)
Intangible assets amortized to cost of revenue:							
Titles, content and technology	3 yrs	$ 34,512	$ (26,482)	$ 8,030	$ 34,750	$ (22,954)	$ 11,796
Catalogs	1 yr	1,042	(1,042)	—	1,152	(1,152)	—

ProvisionX Technology	6 yrs	172	(172)	—	190	(190)	—
Carrier contract and related relationships	5 yrs	23,860	(20,759)	3,101	24,200	(20,597)	3,603
Licensed content	2.5 -5 yrs	7,793	(2,793)	5,000	7,866	(2,866)	5,000
Service provider license	9 yrs	222	(211)	11	454	(406)	48
Trademarks	7 yrs	5,210	(3,246)	1,964	5,217	(2,897)	2,320
		72,811	(54,705)	18,106	73,829	(51,062)	22,767
Other intangible assets amortized to operating expenses:							
Emux Technology	6 yrs	1,111	(1,111)	—	1,228	(1,228)	—
Non-compete agreements	4 yrs	5,339	(5,339)	—	5,391	(5,391)	—
		6,450	(6,450)	—	6,619	(6,619)	—
Total intangibles assets		$ 79,261	$ (61,155)	$ 18,106	$ 80,448	$ (57,681)	$ 22,767

Acquisition-related intangibles included in the above table are finite-lived and are being amortized on a straight-line basis over their estimated lives, which approximates the pattern in which the economic benefits of the intangible assets are realized. The Company has included amortization of acquired intangible assets directly attributable to revenue-generating activities in cost of revenue and amortization of acquired intangible assets not directly attributable to revenue-generating activities in operating expenses.

During the three months ended June 30, 2016 and 2015, the Company recorded amortization expense in the amounts of $2,336 and $2,434, respectively, in cost of revenue. During the six months ended June 30, 2016 and 2015, the Company recorded amortization expense in the amounts of $4,660 and $4,868 respectively, in cost of revenue. During the three months ended June 30, 2016 and 2015, the Company recorded amortization expense in the amounts of $0 and $32, respectively, in operating expenses. During the six months ended June 30, 2016 and 2015, the Company recorded amortization expense in the amounts of $0 and $159, respectively, in operating expenses.

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As of June 30, 2016, total expected future amortization related to intangible assets was as follows:

Year Ending December 31,	Amortization to Be Included in Cost of Revenue
2016	$ 5,435
2017	8,076
2018	3,814
2019	781
2020 and thereafter	—
	$ 18,106

Goodwill

Goodwill for the periods indicated was as follows:

	June 30, 2016	December 31, 2015
Goodwill	$ 161,001	$ 161,075
Accumulated impairment losses	(73,111)	(73,111)
Balance as of January 1	87,890	87,964
Goodwill acquired during the year	—	—
Effects of foreign currency exchange	(30)	(74)
Balance as of period ended:	87,860	87,890
Goodwill	160,971	161,001
Accumulated impairment losses	(73,111)	(73,111)
Balance as of period ended	$ 87,860	$ 87,890

In accordance with ASC 350, Intangibles – Goodwill and Other – Internal-Use Software, ("ASC 350"), the Company's goodwill is not amortized but is tested for impairment on an annual basis or whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable. The Company performs its annual impairment review of its goodwill balance as of September 30 or more frequently if triggering events occur.

The Company evaluates qualitative factors and overall financial performance to determine whether it is necessary to perform the first step of the two-step goodwill test. This step is referred to as “Step 0.” Step 0 involves, among other qualitative factors, weighing the relative impact of factors that are specific to the reporting unit as well as industry and macroeconomic factors. After assessing those various factors, if it is determined that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, then the entity will need to proceed to the first step of the goodwill impairment test. ASC 350 requires a multiple-step approach to testing goodwill for impairment for each reporting unit annually, or whenever events or changes in circumstances indicate the fair value of a reporting unit is below its carrying amount. The first step measures for impairment by applying the fair value-based tests at the reporting unit level. The second step (if necessary) measures the amount of impairment by applying the fair value-based tests to individual assets and liabilities within each reporting unit. The fair value of the reporting units is estimated using a combination of the market approach, which utilizes comparable companies’ data, and/or the income approach, which uses discounted cash flows.

Any material impairment of prepaid royalty and license fee assets in the future periods may require the Company to perform a goodwill impairment assessment. Such assessment could result in impairments to the Company’s goodwill, which could adversely impact the Company’s results of operations.

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Note 6 — Investments

In January 2016, the Company announced an investment of up to $7,500 in promissory notes convertible into a minority equity stake in Plain Vanilla. $5,000 was paid in January 2016 and the remaining $2,500 was paid in May 2016. As part of the investment, the Company also received a call option to acquire all outstanding equity of Plain Vanilla for 15 months from the closing of the initial investment, unless earlier terminated by the Company, at a pre-agreed price. Plain Vanilla is the Icelandic developer of the mobile game QuizUp, and is financed primarily through equity investments.

In January 2016, the Company acquired a minority equity stake and entered into a commercial agreement with Dairy Free Games, Inc. ("Dairy Free"). As part of the arrangement, the Company invested $2,000 in Dairy Free's Series A preferred stock. The Company also agreed to provide up to $1,000 of recoupable and non-refundable development funding for a mobile game under development by Dairy Free. The development funding is payable in installments upon Dairy Free achieving certain milestones. Dairy Free is the developer of mobile video games and is financed primarily through equity investments.

Plain Vanilla and Dairy Free are VIEs; however, the Company has determined that it is not the primary beneficiary of these VIEs since the Company currently does not have the power to direct the activities of the VIEs that most significantly impact their economic performance. The Company made this determination based on the following factors: (i) the development stage of the VIEs' products; (ii) the Company's inability to exercise control or decision making power over the VIEs, based on the Company's ownership percentage and voting rights, as well as its lack of involvement in day-to-day operations and management decisions; and (iii) the fact that the call option to acquire Plain Vanilla is currently significantly out of the money.

The Company has not accounted for these investments under ASC 323, Investments – Equity Method and Joint Ventures, as the convertible promissory notes issued by Plain Vanilla and the preferred stock of Dairy Free have risk and rewards characteristics that are not substantially similar to the common stock of these entities.

For Plain Vanilla, the Company has elected the fair value option to account for its investment in the promissory notes. The call option was recorded at cost. As of the investment dates, the fair values of the promissory notes and the call option were determined to be $5,100 and $2,400, respectively. As of June 30, 2016, the Company computed the fair value of the promissory notes to be $3,280 and the fair value of the call option to be $60. Due to the decrease in the fair market value of the promissory notes, the Company recorded a charge of $2,120 and $1,820 in other expense for the three and six months ended June 30, 2016, respectively. Due to a decline in the forecasted revenue and future cash flow outlook of Plain Vanilla, the fair value of the call option as of June 30, 2016 was estimated to be lower than its carrying value, which resulted in the Company recording an impairment charge of $2,340 in other expense for each of the three and six months ended June 30, 2016. The call option and the promissory notes were recorded in prepaid expenses and other assets as of June 30, 2016.

For Dairy Free, the preferred stock investment was recorded at cost. As of the investment date and as of June 30, 2016, the preferred stock investment was recorded at $2,000 in other long-term assets. The development funding will be recognized as research and development expense as the development activities are performed. For the three and six months ended June 30, 2016, the Company recorded $340 and $600, respectively, in research and development expense related to this arrangement.

The Company is not obligated to provide any explicit or implicit financial or other support to Plain Vanilla and Dairy Free other than what was contractually agreed to in the respective investment agreements. The Company has no exposure to loss beyond its investments in Plain Vanilla and Dairy Free.

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Note 7 — Commitments and Contingencies

Leases

The Company leases office space under non-cancelable operating facility leases with various expiration dates through April 2021. Rent expense for the three months ended June 30, 2016 and 2015 was $1,291 and $1,147, respectively. Rent expense for the six months ended June 30, 2016 and 2015 was $2,532 and $2,149, respectively. The terms of the facility leases provide for rental payments on a graduated scale. The Company recognizes rent expense on a straight-line basis over the lease period, and has accrued for rent expense incurred but not paid. The deferred rent balance was $700 and $749 at June 30, 2016 and December 31, 2015, respectively, of which $507 and $692 was included within other long-term liabilities at June 30, 2016 and December 31, 2015, respectively.

As of June 30, 2016, future minimum lease payments under non-cancelable operating leases were as follows:

Year Ending December 31,	Minimum Operating Lease Payments
2016	$ 2,529
2017	4,727
2018	3,042
2019	2,639
2020 and thereafter	1,853
	$ 14,790

Minimum Guaranteed Royalties and Developer Commitments

The Company has entered into license and publishing agreements with various celebrities, Hollywood studios, athletes, sports organizations, and other well-known brands and properties to develop and publish games for mobile devices. Pursuant to some of these agreements, the Company is required to make minimum guaranteed royalty payments regardless of revenue generated by the applicable game, which may not be dependent on any deliverables. The significant majority of these minimum guaranteed royalty payments are recoupable against future royalty obligations that would otherwise become payable, or in certain circumstances, where not recoupable, are capitalized and amortized over the lesser of (i) the estimated life of the title incorporating licensed content or (ii) the term of the license agreement.

At June 30, 2016, future unpaid minimum guaranteed royalty commitments were as follows:

Year Ending December 31,	Future Minimum Guarantee Commitments	Future Minimum Developer Commitments
2016	$ 33,607	$ 1,760
2017	3,367	350
2018	26	—
	$ 37,000	$ 2,110

The amounts represented in the table above reflect our minimum cash obligations for the respective calendar years, but do not necessarily represent the periods in which they will be expensed in the Company's Consolidated Financial Statements.

Future developer commitments as of June 30, 2016 were $2,110. These developer commitments reflect the Company's minimum cash obligations to external software developers ("third-party developers") to design and develop its software applications but do not necessarily represent the periods in which they will be expensed. The Company advances funds to these third-party developers, in installments, payable upon the completion of specified development milestones, and expenses third-party developer commitments as services are provided.

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Licensor commitments include $36,817 of commitments due to licensors that have been recorded in current and long-term liabilities and a corresponding amount in current and long-term assets because payment is not contingent upon performance by the licensor. The classification of commitments between long-term and short-term is determined based on the timing of recoupment of earned royalties calculated on projected revenue for the licensed intellectual property games.

The Company may be required to take impairments in future periods if the games it develops that have significant contractual minimum guarantee commitments and/or license fee commitments associated with them are not successful, which may be in part due to the revenue forecasts for these games being lower than what was anticipated at the time the Company entered into such agreements and for arrangements in which the Company has a limited, or singular, opportunity to develop or publish a title, such as the minimum guarantee payment made to Tencent Holdings Limited ("Tencent") for the right to publish the Company's Rival Fire title. The Company's ability to estimate the recovery of minimum guarantee and license fee commitments is based on management's ability to forecast future revenue, which is heavily dependent upon the market adoption of the applicable games.

Income Taxes

As of June 30, 2016, unrecognized tax benefits and potential interest and penalties are classified within "other long-term liabilities" on the Company's unaudited condensed consolidated balance sheets. As of June 30, 2016, the settlement of $690 of the Company's income tax liabilities could not be determined; however, the liabilities are not expected to become due within the next 12 months.

Contingencies

From time to time, the Company is subject to various claims, complaints and legal actions in the normal course of business. The Company assesses its potential liability by analyzing specific litigation and regulatory matters using available information. The Company's estimate of losses is developed in consultation with inside and outside counsel, which involves a subjective analysis of potential results and outcomes, assuming various combinations of appropriate litigation and settlement strategies. After taking all of the above factors into account, the Company determines whether an estimated loss from a contingency should be accrued by assessing whether a loss is deemed reasonably probable and the amount can be reasonably estimated. The Company further determines whether an estimated loss from a contingency should be disclosed by assessing whether a material loss is deemed reasonably possible. Such disclosure will include an estimate of the additional loss or range of loss or will state that an estimate cannot be made.

The Company does not believe it is party to any currently pending litigation, the outcome of which is reasonably possible to have a material adverse effect on its operations, financial position or liquidity. However, the ultimate outcome of any litigation is uncertain and, regardless of outcome, litigation can have an adverse impact on the Company because of defense costs, potential negative publicity, diversion of management resources and other factors.

Note 8 — Stockholders' Equity

Tencent Investment

On April 29, 2015, the Company entered into a purchase agreement with a principal stockholder, Tencent and Tencent's controlled affiliate, Red River Investment Limited ("Red River"). Pursuant to the Purchase Agreement, the Company issued to Red River in a private placement an aggregate of 21,000 shares of the Company's common stock (the "Shares") at a purchase price of $6.00 per share, for aggregate net proceeds of $125,156, after offering expenses. The Company issued 12,500 of the Shares to Red River on April 29, 2015 and issued the remaining 8,500 Shares at a second closing on June 3, 2015.

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Warrants to Purchase Common Stock

Celebrity Warrants

During 2015, the Company issued warrants to celebrity licensors, and entities affiliated with one of the celebrity licensors, to purchase up to an aggregate of 1,100 shares of the Company’s common stock, subject to adjustments for dividends, reorganizations and other common stock events (collectively, the “Celebrity Warrants”). With respect to Celebrity Warrants covering 1,000 shares, such warrants vest with respect to 50% of the underlying shares upon public announcement of the related license agreement, with the remaining shares vesting in equal monthly installments over 24 months, subject to full acceleration in the event of (i) the Company’s full recoupment of the minimum guarantee payments under the related license agreement, (ii) the termination of the license agreement due to the Company’s material breach of the agreement or (iii) a change of control of the Company. With respect to the remaining Celebrity Warrants covering 100 shares issued in 2015, such warrants vest in equal monthly installments over 60 months, with up to 25% of the shares subject to accelerated vesting in the event the celebrity licensor approves game design documentation by a certain date and the related game commercially launches by a certain date. During the three and six months ended June 30, 2016, and 2015, none of these vesting conditions were met.

Each of the Celebrity Warrants may, at the election of the holder, be either exercised for cash or net exercised on a cashless basis. As of June 30, 2016, Celebrity Warrants covering 1,600 shares of the Company’s common stock were outstanding.

The fair value of the outstanding Celebrity Warrants is estimated using the Black-Scholes valuation model. The Black-Scholes valuation model requires inputs such as the expected term of the Celebrity Warrants, expected volatility and risk-free interest rate. Certain of these inputs are subjective and require significant analysis and judgment to develop. The Company will estimate and record the fair value of these Celebrity Warrants using a Black-Scholes valuation model when the above vesting conditions have been met.

With respect to the Celebrity Warrants covering the 500 shares issued in 2014, during the three months ended June 30, 2016, the Company recorded a benefit of $32. During the three months ended June 30, 2015, the Company recorded a warrant compensation charge of $135. During the six months ended June 30, 2016, the Company recorded a benefit of $23. During the six months ended June 30, 2015, the Company recorded a warrant compensation charge of $228.

With respect to the Celebrity Warrants covering the 1,000 shares issued in 2015, the Company recorded a prepaid expense of $62 and recorded $310 under other long-term assets, in each case as of June 30, 2016. No amounts were recorded for such Celebrity Warrants as of June 30, 2015.

With respect to the Celebrity Warrants covering the 100 shares issued in 2015, no amounts were recorded for such Celebrity Warrants as of June 30, 2016.

MGM Warrants

In July 2013, the Company and MGM Interactive Inc. (“MGM”) entered into a warrant agreement that provided MGM the right to purchase up to 3,333 shares of the Company’s common stock subject to adjustments for dividends, reorganizations and other common stock events (the “MGM Warrant”). As of June 30, 2016, MGM Warrants covering 2,667 shares of the Company’s common stock were outstanding. These remaining shares vest and become exercisable based on conditions related to the Company releasing mobile games based on mutually agreed upon intellectual property licensed by MGM to the Company. During each of the three and six months ended June 30, 2016, and 2015, none of these vesting conditions were met.

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The Company estimated the fair value of the Celebrity Warrants using the Black-Scholes valuation model and the weighted average assumptions noted in the following table:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Dividend yield	— %	— %	— %	— %
Risk-free interest rate	1.49 %	1.99 %	1.50 %	1.99 %
Expected volatility	59.20%	61.05%	59.30%	61.05%
Expected term (in years)	5.51	5.17	5.30	5.27

Warrants outstanding at June 30, 2016 were as follows:

	Number of Shares Outstanding Under Warrant	Weighted Exercise Price per Share	Average Contractual Term
Warrants outstanding, December 31, 2015	4,267	$ 3.61	
Granted	-	-	
Exercised	-	-	
Warrants outstanding, June 30, 2016	4,267	$ 3.61	5.50

During the six months ended June 30, 2016 and 2015, warrant holders exercised warrants to purchase 0 and 250 shares of the Company's common stock, respectively, and the Company received gross proceeds of $0 and $375, respectively, in connection with these exercises. These exercised warrants were issued by the Company in 2010 in connection with a private placement transaction.

Note 9 — Stock Option and Other Benefit Plans

2007 Equity Incentive Plan

In 2007, the Company's Board of Directors adopted, and the Company's stockholders approved, the 2007 Equity Incentive Plan (the "2007 Plan"). The 2007 Plan permits the Company to grant stock options, RSUs, and other stock-based awards to employees, non-employee directors and consultants. The 2007 Plan was amended and restated in 2013 (the "Amended 2007 Plan") to, among other things, increase the aggregate number of shares of common stock authorized for issuance under the plan by 7,200 shares. In April 2015, the Company's Board of Directors approved, and in June 2015, the Company's stockholders approved, the Second Amended and Restated 2007 Equity Incentive Plan (the "Second Amended 2007 Plan"). The Second Amended 2007 Plan includes an increase of 13,000 shares in the aggregate number of shares of common stock authorized for issuance under the plan. It also includes a fungible share provision, pursuant to which each share that is subject to a stock-based award that is not a "full value award" (restricted stock, RSUs, or other stock-based awards where the price charged to the participant for the award is less than 100% of the fair market value) reduces the number of shares available for issuance by 1.32 shares (previously this fungible ratio was 1.39 shares under the Amended 2007 Plan).

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The Company may grant options under the 2007 Plan at prices no less than 85% of the estimated fair value of the shares on the date of grant as determined by its Board of Directors, provided, however, that (i) the exercise price of an incentive stock option ("ISO") or non-qualified stock options ("NSO") may not be less than 100% or 85%, respectively, of the estimated fair value of the underlying shares of common stock on the grant date, and (ii) the exercise price of an ISO or NSO granted to a 10% stockholder may not be less than 110% of the estimated fair value of the shares on the grant date. The fair value of the Company's common stock is determined by the last sale price of such stock on the NASDAQ Global Market on the date of determination. The stock options granted to employees generally vest with respect to 25% of the underlying shares one year from the vesting commencement date and with respect to an additional 1/48th of the underlying shares per month thereafter. Stock options granted before October 25, 2007 and after June 4, 2015 have a contractual term of ten years and stock options granted on or after October 25, 2007 and before June 4, 2015 have a contractual term of six years.

As of June 30, 2016, 7,132 shares were available for future grants under the Second Amended 2007 Plan.

2007 Employee Stock Purchase Plan

In 2007, the Company's Board of Directors adopted, and the Company's stockholders approved, the 2007 Employee Stock Purchase Plan (the "2007 Purchase Plan").

As of June 30, 2016, 1,618 shares were available for issuance under the 2007 Purchase Plan.

2008 Equity Inducement Plan

In March 2008, the Company's Board of Directors adopted the 2008 Equity Inducement Plan (the "Inducement Plan") to augment the shares available under its existing 2007 Plan. The Company has not sought stockholder approval for the Inducement Plan. As such, awards under the Inducement Plan are granted in accordance with NASDAQ Listing Rule 5635(c)(4) and only to persons not previously an employee or director of the Company, or following a bona fide period of non-employment, as an inducement material to such individuals entering into employment with the Company. The Inducement Plan initially permitted the Company to grant only nonqualified stock options, but effective November 2013, the Compensation Committee of the Company's Board amended the Inducement Plan to permit the award of RSUs under the plan. The Company may grant NSOs under the Inducement Plan at prices less than 100% of the fair value of the shares on the date of grant, at the discretion of its Board of Directors. The fair value of the Company's common stock is determined by the last sale price of such stock on the NASDAQ Global Market on the date of determination. In December 2015, the Company's Compensation Committee approved an increase in the number of authorized shares of common stock available for grant under the Inducement Plan by 1,000 shares in connection with grants made to Nick Earl upon his hiring as President of Global Studios.

As of June 30, 2016, 675 shares of common stock were reserved for future grants under the Inducement Plan.

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Share-Based Awards Available for Grant

The calculation of share-based awards available for grant under the Second Amended 2007 Plan and 2008 Equity Inducement Plan for the six months ended June 30, 2016 is as follows:

	Shares Available
Balances at December 31, 2015	9,684
Share-based awards granted (1)	(4,265)
Share-based awards canceled (2)	2,388
Balances at June 30, 2016	7,807

(1) Under the terms of the Amended 2007 Plan, RSUs granted on or after June 6, 2013 but before June 4, 2015 reduced the number of shares available for grant by 1.39 shares for each share subject to an RSU award. Under the terms of the Second Amended 2007 Plan, RSUs granted on or after June 4, 2015 reduce the number of shares available for grant by 1.32 shares for each share subject to an RSU award.

(2) Under the terms of the Amended 2007 Plan, RSUs forfeited and returned to the pool of shares available for grant that were granted on or after June 6, 2013 but before June 4, 2015 increase the pool by 1.39 shares for each share subject to an RSU that is forfeited. RSUs forfeited and returned to the pool of shares available for grant that were granted on or after June 4, 2015 increase the pool by 1.32 shares for each share subject to an RSU that is forfeited.

RSU Activity

A summary of the Company’s RSU activity for the six months ended June 30, 2016 is as follows:

	Number of Units Outstanding	Weighted Average Grant Date Fair Value	Aggregate Intrinsic Value
Awarded and unvested, December 31, 2015	7,344	$ 4.40	
Granted	2,589	$ 2.91	
Vested	(1,165)	$ 5.00	
Forfeited	(981)	$ 4.39	
Awarded and unvested, June 30, 2016	7,787	$ 3.82	
Restricted stock units vested and expected to vest, June 30, 2016	6,499	$ 3.83	$ 14,298

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Stock Option Activity

The following table summarizes the Company’s stock option activity for the six months ended June 30, 2016:

	Options Outstanding			
	Weighted Number of Shares	Weighted Average Exercise Price	Average Contractual Term (Years)	Aggregate Intrinsic Value
Balances at December 31, 2015	7,164	$ 3.73	4.05	$ 389
Options granted	848	$ 2.67		
Options canceled	(624)	$ 4.44		
Options exercised	(165)	$ 1.54		
Balances at June 30, 2016	7,223	$ 3.60	4.21	$ 169
Options vested and expected to vest at June 30, 2016	6,884	$ 3.61	4.01	$ 169
Options exercisable at June 30, 2016	4,713	$ 3.74	2.55	$ 169

The aggregate intrinsic value in the preceding table is calculated as the difference between the exercise price of the underlying awards and the quoted closing price of the Company’s common stock on The NASDAQ Global Market of $2.20 per share as of June 30, 2016 (the last trading day in the quarter). Consolidated net cash proceeds from option exercises were $254 and $3,605 for the six months ended June 30, 2016 and 2015, respectively. The Company realized $0 and $0 of income tax benefit from stock option exercises during the three and six months ended June 30, 2016, and $63 and $77 income tax benefit from stock option exercises during the three and six months ended June 30, 2015. As required, the Company presents excess tax benefits from the exercise of stock options, if any, as financing cash flows rather than operating cash flows.

Stock-Based Compensation

The cost of RSUs is determined using the fair value of the Company’s common stock based on the quoted closing price of the Company’s common stock on the date of grant. RSUs typically vest and are settled over approximately a four-year period with 25% of the shares vesting on or around the one-year anniversary of the grant date and the remaining shares vesting quarterly thereafter. Compensation cost is amortized on a straight-line basis over the requisite service period.

Under Compensation-Stock Compensation (“ASC 718”), the Company estimated the fair value of each option award on the grant date using the Black-Scholes option valuation model and the weighted average assumptions noted in the following table.

	Three Months Ended June 30, 2016	2015	Six Months Ended June 30, 2016	2015
Dividend yield	— %	— %	— %	— %
Risk-free interest rate	1.08 %	1.29 %	1.14 %	1.29 %
Expected volatility	55.3 %	55.6 %	55.7 %	55.6 %
Expected term (years)	4.00	4.00	4.00	4.00

The Company based its expected volatility on its own historical volatility and the historical volatility of a peer group of publicly traded entities. The expected term of options gave consideration to early exercises, post-vesting cancellations and the options' contractual term ranging from six to ten years. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury Constant Maturity Rate as of the date of grant. The weighted-average fair value of stock options granted during the six months ended June 30, 2016 and 2015 was $1.15 and $2.66 per share, respectively.

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The Company calculated employee stock-based compensation expense recognized for the three and six months ended June 30, 2016 and 2015 based on awards ultimately expected to vest and reduced it for estimated forfeitures. ASC 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

The following table summarizes the consolidated stock-based compensation expense by line items in the unaudited condensed consolidated statement of operations:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Research and development	$ 837	$ 836	$ 2,031	$ 1,596
Sales and marketing	191	282	483	500
General and administrative	1,933	1,914	3,992	3,065
Total stock-based compensation expense	$ 2,961	$ 3,032	$ 6,506	$ 5,161

As of June 30, 2016, the Company had $26,359 of total unrecognized compensation expense related to RSUs, net of estimated forfeitures. As of June 30, 2016, the Company had $3,007 of total unrecognized compensation expense related to stock options, net of estimated forfeitures. The unrecognized compensation expense related to RSUs will be recognized over a weighted average period of 3.00 years. The unrecognized compensation expense related to stock options will be recognized over a weighted average period of 2.61 years.

Note 10 — Income Taxes

The Company recorded an income tax expense of $16 and an income tax benefit of $151 for the three and six months ended June 30, 2016, respectively, and an income tax benefit of $809 and an income tax expense of $295 for the three and six months ended June 30, 2015, respectively. The change in income tax provision was due to changes in pre-tax income in the United States and certain foreign entities. The income tax rates vary from the Federal and State statutory rates due to the valuation allowances on the Company’s net operating losses, foreign tax rate differences and withholding taxes.

The Company estimates its annual effective tax rate at the end of each quarterly period and records the tax effect of certain discrete items, which are unusual or occur infrequently, in the interim period in which they occur. In addition, jurisdictions with a projected loss for the year or a year-to-date loss where no tax benefit can be recognized and jurisdictions where a reliable estimate of ordinary income cannot be made are excluded from the estimated annual effective tax rate. The impact of such an exclusion could result in a higher or lower effective tax rate during a particular quarter depending on the mix and timing of actual earnings versus annual projections. The Company's ability to use its net operating loss carryforwards and federal and state tax credit carryforwards to offset future taxable income and future taxes, respectively, may be subject to restrictions attributable to equity transactions that result in changes in ownership as defined by Internal Revenue Code Section 382.

The Company accounts for uncertain tax positions in accordance with ASC 740. As of June 30, 2016 and December 31, 2015, the total amount of unrecognized tax benefits was $10,077 and $9,218, respectively. As of June 30, 2016 and December 31, 2015, approximately $412 and $540, respectively, of unrecognized tax benefits, if recognized, would impact the Company's effective tax rate. The remaining balance, if recognized, would adjust the Company's deferred tax assets, each of which are subject to a valuation allowance. At June 30, 2016, the liability for uncertain tax positions decreased by approximately $135 due to the expiration of certain statutes of limitation in foreign jurisdictions in which the Company does business. As of June 30, 2016, the Company anticipated that the liability for uncertain tax positions, excluding interest and penalties, could decrease by approximately $148 within the next twelve months due to the expiration of certain statutes of limitation in foreign jurisdictions in which the Company does business.

The Company's policy is to recognize interest and penalties related to unrecognized tax benefits in income tax expense. The Company recorded an expense of $82 and $99 related to interest on uncertain tax positions during the three and six months ended June 30, 2016 and an expense of $21 and $41 related to interest on uncertain tax positions during

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the three and six months ended June 30, 2015, respectively. During the second quarter of 2016, the Company released $190 of interest and penalties on uncertain tax positions due to the expiration of certain statutes of limitation in foreign jurisdictions in which the Company does business. As of June 30, 2016 and December 31, 2015, the Company had a liability of $276 and $375, respectively, related to interest and penalties for uncertain tax positions

The Company is subject to taxation in the United States and various foreign jurisdictions. The material jurisdictions subject to examination by tax authorities are primarily the State of California, United States, United Kingdom, Canada, and China. The Company's federal tax returns are open by statute for tax years 1997 and forward and California tax returns are open by statute for tax years 2003 and forward and could be subject to examination by the tax authorities. The statute of limitations for the Company's 2014 tax returns for the various entities in the United Kingdom is expected to be closed in 2016. The Company's China income tax returns are open by statute for tax years 2011 and forward.

Note 11 — Segment Reporting

ASC 280, Segment Reporting, establishes standards for reporting information about operating segments. It defines operating segments as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision-maker, or decision-making group, in deciding how to allocate resources and in assessing performance. The Company's Chief Executive Officer, who is also the chief operating decision maker, makes decisions and manages the Company's operations as one reporting unit, rather than as three separate regional territories, which used to be considered as three reporting units. In prior years, the Company's Chief Executive Officer reviewed selected financial information on a geographic basis; however this information is included within one operating segment for purposes of allocating resources and evaluating financial performance.

Accordingly, the Company reports as a single reportable segment—"Mobile Games". For purposes of enterprise-wide disclosures, the Company attributes revenue to geographic areas based on the country in which the distributor's, advertising service provider's or carrier's principal operations are located. In the case of Digital Storefronts, revenue is attributed to the geographic location where the end-user makes the purchase. The Company generates its revenue in the following geographic regions:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
United States of America	$ 35,620	$ 37,346	$ 75,245	$ 81,686
Americas, excluding the USA	2,069	2,752	4,407	6,618
EMEA	6,191	8,131	13,545	19,863

APAC	4,483	7,921	9,695	17,453
	$ 48,363	$ 56,150	$ 102,892	$ 125,620

The Company attributes its long-lived assets, which primarily consist of property and equipment, to a country primarily based on the physical location of the assets. Property and equipment, net of accumulated depreciation and amortization, summarized by geographic location was as follows:

	June 30, 2016	December 31, 2015
Americas	$ 4,394	$ 4,938
EMEA	308	408
APAC	75	101
	$ 4,777	$ 5,447

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Note 12 — Restructuring

During 2015 and the first six months of 2016, the Company's management approved restructuring plans to improve the effectiveness and efficiency of its operating model and reduce operating expenses Company-wide. During the year ended December 31, 2015, the Company recorded $1,075 of restructuring charges related to employee termination costs in the Company's Beijing, China and Bellevue, Washington studios. During the six months ended June 30, 2016, the Company recorded $2,221 of restructuring charges related to employee termination costs in the Company's Long Beach, San Francisco, Bellevue, and Beijing, China offices, and lease termination costs for the Company's Bellevue and Beijing, China offices.

	Fiscal 2016 and 2015			
	Restructuring Workforce	Restructuring Facility	Restructuring Other	Restructuring Total
Balance as of Jan 1, 2015	$ —	$ —	$ —	$ —
Charges to operations	1,044	—	31	1,075
Non-cash charges/adjustments	—	—	—	—
Charges settled in cash	(733)	—	—	(733)
Balance as of December 31, 2015	$ 311	$ —	$ 31	$ 342
Charges to operations	1,480	694	47	2,221
Non-cash charges/adjustments	—	123	—	123
Charges settled in cash	(1,607)	(31)	(78)	(1,716)
Balance as of June 30, 2016	$ 184	$ 786	$ —	$ 970

Note 13 — Related Party Transactions

The Company and an affiliate of one of the Company's principal stockholders entered into an agreement in November 2015 pursuant to which, the Company agreed, subject to certain conditions, to pay in the aggregate, up to $15,000 in recoupable advanced royalties and non-recoupable license fees. As of June 30, 2016, the Company had paid an aggregate of $5,000 of such amount, and the remaining $10,000 is payable upon achievement of certain milestones.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with (1) the unaudited condensed consolidated financial statements and related notes contained elsewhere in this report and (2) the audited consolidated financial statements and related notes and the Management's Discussion and Analysis of Financial Condition and Results of Operations section, included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 4, 2016. The information in this discussion and elsewhere in this report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such statements are based upon current expectations that involve risks and uncertainties. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. For example, the words "may," "will," "believe," "anticipate," "plan," "expect," "intend," "could," "estimate," "continue" and expressions or variations identify forward-looking statements.

Our actual results and the timing of certain events may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such a discrepancy include, but are not limited to, those discussed elsewhere in this report, particularly in the section titled "Risk Factors" set forth in Part II, Item 1A of this report. All forward-looking statements in this report are based on information available to us as of the date hereof, and we assume no obligation to update any such forward-looking statements to reflect future events or circumstances, except as required by law.

Our Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") includes the following sections:

- An Overview that discusses at a high level our operating results and some of the trends that affect our business;
- Critical Accounting Policies and Estimates that we believe are important to understanding the assumptions and judgments underlying our financial statements;
- Recent Accounting Pronouncements;
- Results of Operations, including a more detailed discussion of our revenue and expenses; and
- Liquidity and Capital Resources, which discusses key aspects of our statements of cash flows, changes in our balance sheets and our financial commitments.

Overview

This overview provides a high-level discussion of our operating results and some of the trends that affect our business. We believe that an understanding of these trends is important to understand our financial results for the three and six months ended June 30, 2016, as well as our future prospects. This summary is not intended to be exhaustive, nor is it intended to be a substitute for the detailed discussion and analysis provided elsewhere in this report, including our unaudited condensed consolidated financial statements and accompanying notes.

Financial Results and Trends

Revenue for the three months ended June 30, 2016 was $48.4 million, a 13.9% decrease compared to the three months ended June 30, 2015, in which we reported revenue of $56.2 million. Revenue for the six months ended June 30, 2016 was $102.9 million, an 18.1% decrease compared to the six months ended June 30, 2015, in which we reported revenue of $125.6 million. The decrease was primarily related to declining revenue on a year-over-year basis from catalog titles such as Kim Kardashian: Hollywood, Deer Hunter 2014 and Contract Killer: Sniper and our inability to fully replace such declining revenue with revenue from new title launches, such as Katy Perry: Pop, Kendall and Kylie, Britney Spears: American Dream and Deer Hunter 2016, which have not generated enough revenue or retained users at

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the rates necessary to offset the declining catalog revenue. Revenue from micro-transactions (in-app purchases) decreased by $6.5 million and $21.3 million for the three and six months ended June 30, 2016, respectively, compared to the three and six months ended June 30, 2015.

We have concentrated our product development efforts towards developing games for smartphone and tablet devices. We generate the majority of our revenue from Apple's iOS platform, which accounted for 64.7% and 60.8% of our total revenue for the three months ended June 30, 2016 and 2015, respectively, and 63.0% and 60.9% of our total revenue for the six months ended June 30, 2016 and 2015, respectively. We generated the majority of this iOS-related revenue through the Apple App Store, which represented 54.8%, and 52.6% of our total revenue for the three months ended June 30, 2016 and 2015, respectively, and 52.9% and 53.2% of our total revenue for the six months ended June 30, 2016 and 2015, respectively, with the significant majority of such revenue derived from in-app purchases. In addition, we generated approximately 33.9% and 37.3% of our total revenue for the three months ended June 30, 2016 and 2015, respectively, and 35.8% and 37.2% of our total revenue for the six months ended June 30, 2016 and 2015, respectively, from the Android platform. We generated the majority of our Android-related revenue through the Google Play Store, which represented 26.1% and 25.9% of our total revenue for the three months ended June 30, 2016 and 2015, respectively, and 26.8% and 26.7% of our total revenue for the six months ended June 30, 2016 and 2015, respectively, with the significant majority of such revenue derived from in-app purchases. We generated the balance of our Android-related revenue from other platforms that distribute apps that run the Android operating system (e.g., the Amazon App Store) and through offers and advertisements in games distributed through the Google Play Store and other Android platforms.

We are dedicated to extending our leadership positions in the action, celebrity, sports, and simulation gaming genres. Our leadership in the action category remains strong with our Deer Hunter and Contract Killer franchises, and we hope to expand that leadership with our recent launch of Rival Fire, which is the title developed through our strategic partnership to bring Tencent's highly successful action game in China, WeFire, to North America, Australia, New Zealand, EMEA and South America. We established our leadership in the celebrity gaming genre with Kim Kardashian: Hollywood, and we extended that leadership with the launch of our Kendall and Kylie title in February 2016 and we hope to further extend that leadership with our upcoming games featuring several additional celebrities, including Taylor Swift and Nicki Minaj. Our sports label is headlined by our Tap Sports Baseball and Racing Rivals franchises, which we hope to maintain as the top baseball and one of the top racing franchises, respectively, on mobile in 2016, including through our successful release of Tap Sports Baseball 2016. The simulation category includes our Cooking Dash and Diner Dash franchises, including our recent successful release of Gordon Ramsay DASH in June 2016 and we intend to bolster our position in this category through the release of Ultimate Chef an invest-express resource management title.

We believe that our games consistently have high production values, are visually appealing and have engaging core gameplay. These characteristics have typically helped to drive installs and awareness of our games and resulted in highly positive consumer reviews. We also believe that we have been a consistently good partner of both Apple and Google, which has contributed to the majority of our games being featured on their storefronts when they are commercially released.

We work closely with our celebrity licensors to engage their social media audiences and build games that will resonate with their unique fan bases. Our celebrity games utilize transmedia storytelling, leveraging the celebrity's built-in social media fan base to drive installs and awareness of the game, and then attempting to surprise and delight those fans with real-world events and other game content based on the celebrity's life. Our goal is for the game content to become entwined with the celebrity's persona and social media presence, and to otherwise enhance interaction with the celebrity's fans. We also plan to build and nurture social communities in and around the games themselves, creating a new vehicle for strong, personal engagement with the celebrity's fan base. In order to capitalize on the impact of our celebrity licensors, we need to differentiate each game we release and space out our launch dates in order to avoid cannibalization of revenue from our existing games and to ensure that each game resonates with our players. While we believe our strategy has proven to be successful in certain areas, we have not experienced the level of success with Katy Perry: Pop, Kendall and Kylie and Britney Spears: American Dream that we experienced with Kim Kardashian: Hollywood, which may signal a need to evolve our celebrity gaming strategy.

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For us to continue driving installs and awareness of our games and to improve monetization and retention of our players, we must ensure that each of our games, whether in development or already live, has a strong core gameplay and a core monetization loop that incentivizes players to make in-app purchases. In addition, we must regularly update our games with compelling new content, deliver socio-competitive features like tournaments, player-versus-player gameplay and live events and build and nurture social media communities around our franchises both in-game and holistically via community features such as dedicated social channels. We have also made significant investments in our proprietary analytics and monetization infrastructure. With our enhanced analytics capabilities, we intend to devote resources towards segmenting and learning more about the players of each of our franchises and further monetizing our highest spending and most engaged players. We aim to connect our analytics and monetization infrastructure to every element of our business – from marketing to merchandising– in order to improve player retention and monetization.

We also plan to continue monitoring the successful aspects of our games to drive downloads and enhance monetization and retention, whether by optimizing advertising revenue within each title, securing additional compelling licensing arrangements, building enhanced and more complex core gameplay, adding additional social features, tournaments and events, offering subscriptions for in game durables or consumables to players or otherwise. Optimizing advertising revenue within our games requires us to continue taking advantage of positive trends in the mobile advertising space, particularly as brands continue to migrate budgets from web to mobile. Continuing to drive installs and awareness of our games through licensing efforts requires that we continue to partner with celebrities, social influencers, organizations and brands that resonate with potential players of our games. Partnering with desirable licensing partners and renewing our existing licenses require that we continue to develop successful games based on licensed content and are able to compete with other mobile gaming companies on financial and other terms in signing such partners. We also plan to continue introducing third-party licensed brands, properties and personalities into our games as additional licensed content, for cameo appearances or for limited time events in order to drive awareness and monetization.

Across the globe our industry is evidencing that hit titles generally remain higher in the top grossing charts for longer. We believe this is due to the continued specialization and investment in hit titles, and the live, social nature of certain games. Our business developments and strategy positions us to take advantage of these trends, as evidenced by the longevity of our Kim Kardashian: Hollywood and Racing Rivals titles and the continued strength of our Cooking Dash 2016 and Tap Sports Baseball 2016 titles. We plan to focus on regularly updating and otherwise supporting our most successful games in our efforts to ensure that those games monetize and retain users for even longer periods of time and to drive a larger part of our aggregate revenue from our existing titles. In particular, we intend to prioritize adding new features, systems, modes and community-enhancing features to our most successful existing game titles as opposed to launching as many new titles as we have in the past in an effort to transform our most successful titles into platforms that feature changing and evolving content, or what we refer to as evergreen titles. We believe that by focusing on creating evergreen titles we can reduce period over period declines in revenue from such titles and position ourselves to grow revenues from such titles.

Our net loss in the three months ended June 30, 2016 was $17.9 million versus a net loss of $5.5 million in the three months ended June 30, 2015. This increase in our net loss was primarily due to a decrease in revenue of $7.8 million, a net increase in interest and other expenses of $4.3 million, primarily attributable to a $2.1 million charge related to the change in fair value of our investment in promissory notes issued to us by Plain Vanilla, and a $2.3 million impairment charge related to the call option for Plain Vanilla, and an increase in operating expenses of $2.3 million. These unfavorable factors were partially offset by a decrease in cost of revenue of $2.8 million. See "—Results of Operations—Comparison of the Three Months Ended June 30, 2016 and 2015" below for further details. Our operating results were also affected by fluctuations in foreign currency exchange rates of the currencies in which we incurred meaningful operating expenses (principally the British Pound Sterling, Euro, Chinese Renminbi, Russian Ruble, and Indian Rupee), and our customers' reporting currencies, which fluctuated significantly in 2015 and the first six months of 2016.

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Our net loss in the six months ended June 30, 2016 was $26.5 million versus a net loss of $4.4 million in the six months ended June 30, 2015. This increase in our net loss was primarily due to a decrease in revenue of $22.7 million, a net increase in interest and other expenses of $3.5 million, primarily attributable to a $2.3 million impairment charge related to the call option for Plain Vanilla, and a $1.8 million increase related to the change in fair value of our investment in promissory notes issued to us by Plain Vanilla, and an increase in operating expenses of $5.1 million. These unfavorable factors were partially offset by a decrease in cost of revenue of $8.8 million. See "—Results of Operations—Comparison of the Six Months Ended June 30, 2016 and 2015" below for further details.

Our ability to achieve and sustain profitability depends not only on our ability to grow our revenue, but also on our ability to manage our operating expenses. The largest component of our recurring expenses is personnel costs, which consist of salaries, benefits and incentive compensation, including bonuses and stock-based compensation. We have conducted several restructurings since December 2015, reducing our total headcount by approximately 100 positions. We expect these restructurings to reduce our operating expenses, however, our royalty payments and sales and marketing expenses may continue to rise as we release a greater number of applications featuring third-party licensed intellectual property, as we support our existing titles and new title launches with advertising and other user acquisition efforts to drive downloads, and as we transition our strategy to focusing on and creating evergreen titles.

Cash and cash equivalents at June 30, 2016 totaled $158.0 million, a decrease of $22.5 million from the $180.5 million balance at December 31, 2015. This decrease was primarily related to $9.8 million of cash used in operations, including a $4.7 million increase in prepaid royalties associated with minimum guaranteed royalty payments made to our licensors. Additionally, $12.6 million of cash was used in investing activities, including related to our investments in Plain Vanilla Corp. ("Plain Vanilla") and Dairy Free Games, Inc. ("Dairy Free"), purchases of intangible assets, and purchases of property and equipment.

Key Operating Metrics

We manage our business by tracking various non-financial operating metrics that give us insight into user behavior in our games. The three metrics that we use most frequently are Daily Active Users ("DAU"), Monthly Active Users ("MAU"), and Average Revenue Per Daily Active User ("ARPDAU"). Our methodology for calculating DAU, MAU, and ARPDAU may differ from the methodology used by other companies to calculate similar metrics.

DAU is the number of individuals who played a particular smartphone game on a particular day. An individual who plays two different games on the same day is counted as two active users for that day when we aggregate DAU across games. In addition, an individual who plays the same game on two different devices during the same day (e.g., an iPhone and an iPad) is also counted as two active users for each such day when we average or aggregate DAU over time. Average DAU for a particular period is the average of the DAUs for each day during that period. We use DAU as a measure of player engagement with the titles that our players have downloaded.

MAU is the number of individuals who played a particular smartphone game in the month for which we are calculating the metric. An individual who plays two different games in the same month is counted as two active users for that month when we aggregate MAU across games. In addition, an individual who plays the same game on two different devices during the same month (e.g., an iPhone and an iPad) is also counted as two active users for each such month when we average or aggregate MAU over time. Average MAU for a particular period is the average of the MAUs for each month during that period. We use the ratio between DAU and MAU as a measure of player retention.

ARPDAU is total free-to-play smartphone revenue – consisting of micro-transactions, advertisements and offers – for the measurement period divided by the number of days in the measurement period divided by the DAU for the measurement period. ARPDAU reflects game monetization. Under our revenue recognition policy, we recognize this revenue over the estimated average playing period of a user, but our methodology for calculating our DAU does not align with our revenue recognition policy for micro-transactions and offers, under which we defer revenue. For example, if a title is introduced in the last month of a quarter, we defer a substantial portion of the micro-transaction and offer revenue to future months, but the entire DAU for the newly released title is included in the month of launch.

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In addition, we also analyze social followers when determining which celebrities we might wish to partner with in developing games. Our social follower's metric represents the aggregate number of individuals who follow our celebrity licensors on social media platforms (as reported by such platforms). We calculate the aggregate number of social followers of a particular celebrity by adding the total followers of such celebrity on Facebook, Twitter, Instagram, and Vevo. There is fan overlap among these social channels and among our various celebrity licensors and such aggregate numbers have not been deduplicated. We use the number of social followers as a measure of the potential reach and engagement a particular celebrity may have with players of our games.

We calculate DAU, MAU and ARPDAU for only our primary distribution platforms, such as Apple's App Store, the Google Play Store, Amazon's Appstore and the Mac App Store; we are not able to calculate these metrics across all of our distribution channels. In addition, the platforms that we include for purposes of this calculation have changed over time, and we expect that they will continue to change as our business evolves, but we do not expect that we will adjust prior metrics to take any such additions or deletions of distribution platforms into account. We believe that calculating these metrics for only our primary distribution platforms at a given period is generally representative of the metrics for all of our distribution platforms. Moreover, we rely on the data analytics software that we incorporate into our games to calculate and report the DAU, MAU and ARPDAU of our games, and we make certain adjustments to the analytics data to address inconsistencies between the information as reported and our DAU and MAU calculation methodology.

We have estimated the DAU and MAU for certain older titles because the analytics tools incorporated into those titles are incompatible with newer device operating systems (e.g., iOS 9), preventing us from collecting complete data. For these titles, we estimate DAU and MAU by extrapolating from each affected title's historical data in light of the behavior of similar titles for which complete data is available. The table below sets forth our aggregate DAU, MAU and ARPDAU for all of our then-active smartphone titles for the periods specified, followed by a qualitative discussion of the changes in these metrics. Aggregate DAU and MAU include users of both our free-to-play and premium titles, whereas aggregate ARPDAU is calculated based only on revenue from our free-to-play games. Aggregate DAU and MAU for each period presented represents the aggregate metric for the last month of the period. For example, DAU for the three months ended June 30, 2016 is aggregate daily DAU for the month of June 2016 calculated for all active smartphone free-to-play and premium titles in that month across the distribution platforms for which we calculate the metric.

	Three Months Ended			
	2016		2015	
	June 30	March 31	June 30	March 31
	(In thousands, except aggregate ARPDAU)			
Aggregate DAU	4,126	4,935	6,107	5,986
Aggregate MAU	35,830	42,391	59,565	54,605
Aggregate ARPDAU	$ 0.13	$ 0.12	$ 0.10	$ 0.13

The decrease in aggregate DAU and MAU for the three months ended June 30, 2016 as compared to the same period of the prior year was primarily related to fewer downloads of our new title launches in the first quarter of 2016 as compared to the first quarter of 2015 and lower retention of users for existing titles, particularly for our Kim Kardashian: Hollywood, Racing Rivals and Deer Hunter 2014 titles.

Our aggregate ARPDAU increased slightly for the three months ended June 30, 2016 as compared to the same period of the prior year, due to higher monetization on certain titles. Future increases in our aggregate DAU, MAU and ARPDAU will depend on our ability to retain current players, attract new paying players, launch new games and expand into new markets and distribution platforms.

We rely on a very small portion of our total users for nearly all of our revenue derived from in-app purchases. Since the launch of our first free-to-play titles in the fourth quarter of 2010, the percentage of unique paying users for our largest revenue-generating free-to-play games has typically been less than 2%, when measured as the number of unique paying users on a given day divided by the number of unique users on that day, though this percentage fluctuates, and it may be higher than 2% for certain of our games during specific, relatively short time periods, such as immediately following worldwide launch or the week following content updates, marketing campaigns or certain other events.

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Significant Transactions

Tencent Investment

On April 29, 2015, we entered into a purchase agreement with Tencent Holdings Limited (“Tencent”) and Tencent’s controlled affiliate, Red River Investment Limited (“Red River”), pursuant to which we issued to Red River an aggregate of 21,000,000 shares of our common stock at a purchase price of $6.00 per share, for aggregate net proceeds of $125.2 million, after offering expenses. We issued 12,500,000 of these shares to Red River on April 29, 2015 and issued the remaining 8,500,000 shares at a second closing on June 3, 2015. In addition, we entered into a registration rights agreement with Tencent and Red River pursuant to which we agreed to file up to two registration statements with the SEC within 45 days of a request made by Red River at any time following the six month anniversary of the initial closing and to use all reasonable efforts to have such registration statement declared effective by the SEC within 120 days after such request.

Plain Vanilla Corp. Investment

In January 2016, we announced an investment of up to $7.5 million in promissory notes convertible into a minority equity stake in Plain Vanilla of which $5.0 million was paid in January 2016 and the remaining $2.5 million was paid in May 2016. As part of the investment, we also received a call option to acquire all outstanding equity of Plain Vanilla for 15 months from the closing of the initial investment, unless earlier terminated by the Company, at a pre-agreed price. Plain Vanilla is the Icelandic developer of the mobile game QuizUp.

Critical Accounting Policies and Estimates

Due to our initial investments in Plain Vanilla and Dairy Free in January 2016, we added a significant accounting policy relating to variable interest entities in the first quarter of 2016. See “Note 1 - The Company, Basis of Presentation and Summary of Significant Accounting Policies” of our unaudited condensed consolidated financial statements in this report. There were no other significant changes in our Critical Accounting Policies and Estimates during the six months ended June 30, 2016 as compared to the Critical Accounting Policies and Estimates disclosed in Management’s Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2015 filed with the SEC on March 4, 2016.

Recent Accounting Pronouncements

Information with respect to Recent Accounting Pronouncements may be found in Note 1 of the Notes to Unaudited Condensed Consolidated Financial Statements in this report, which information is incorporated herein by reference.

Results of Operations

The following sections discuss and analyze the changes in the significant line items in our statements of operations for the comparison periods identified.

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Comparison of the Three Months Ended June 30, 2016 and 2015

Revenue

	Three Months Ended June 30,	
	2016	2015
Revenue by Type	(In thousands)	
Micro-Transactions	$ 39,854	$ 46,345
Advertisements	2,854	3,388
Offers	5,053	5,384
Other	602	1,033
Total revenue	$ 48,363	$ 56,150

Our revenue decreased $7.8 million, or 13.9%, from $56.2 million for the three months ended June 30, 2015 to $48.4 million for the three months ended June 30, 2016, which was primarily related to a $6.5 million decrease in our revenue from micro-transactions (in-app purchases), and a $1.3 million decrease in our revenue from advertisements, offers, and other revenue sources. These decreases were primarily related to a $10.5 million year-over-year decline in revenue from our Kim Kardashian: Hollywood game, as well as year-over-year declines in revenue from our Deer Hunter 2014 and Contract Killer: Sniper games of $6.5 million and $4.8 million, respectively. These decreases were partially offset by increased revenue from new title launches such as the releases of Tap Sports Baseball 2016 in March 2016, Kendall and Kylie in February 2016, Deer Hunter 2016 in September 2016, and Cooking Dash 2016 in June 2015.

We generate revenue from micro-transactions, advertisements and offers, and we sometimes change the focus of our monetization efforts among methods within a given game over the life of the title in an attempt to maximize revenue. For example, we may elect to disable advertisements within a game if we believe doing so will encourage users to play the game longer and thus increase the chance that they will make micro-transactions or complete offers, which generally result in higher revenue for us than advertisements. We rely on a very small portion of our total users for nearly all of our revenue derived from in-app purchases. Since the launch of our first free-to-play titles in the fourth quarter of 2010, the percentage of unique paying users for our largest revenue-generating free-to-play games has typically been less than 2%, when measured as the number of unique paying users on a given day divided by the number of unique users on that day, though this percentage fluctuates, and it may be higher than 2% for certain of our games during specific, relatively short time periods, such as immediately following a worldwide launch or the week following content updates, marketing campaigns or certain other events.

During the three months ended June 30, 2016, Kim Kardashian: Hollywood, Kendall and Kylie, Cooking Dash 2016, and Racing Rivals, were our top four revenue-generating games and comprised 18.0%, 15.9%, 15.3%, and 11.3%, respectively, of revenue for the period. No other game generated more than 10% of revenue during the quarter. During the three months ended June 30, 2015, Kim Kardashian: Hollywood, Deer Hunter 2014, Racing Rivals, and Contract Killer: Sniper were our top four revenue-generating games and comprised 34.2%, 14.2%, 12.9% and 11.2%, respectively, of revenue for the period. No other game generated more than 10% of revenue during the period.

International revenue (defined as revenue generated from distributors, advertising service providers and carriers whose principal operations are located outside the United States or, in the case of the digital storefronts, the revenue generated by end-user purchases made outside of the United States) decreased by $6.1 million, from $18.8 million in the three months ended June 30, 2015 to $12.7 million in the three months ended June 30, 2016. This was primarily related to a $3.5 million decrease in our APAC revenue, a $1.9 million decrease in our EMEA revenue, and a $683,000 decrease in our Americas (excluding the United States) revenue, due to a significantly lower number of new distribution contracts signed in our APAC, EMEA, and Americas (excluding the United States) regions.

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Cost of Revenue

	Three Months Ended June 30,	
	2016	2015
	(In thousands)	
Cost of revenue:		
Platform commissions, royalties and other	$ 18,639	$ 21,320
Amortization of intangible assets	2,336	2,434
Total cost of revenue	$ 20,975	$ 23,754
Revenue	$ 48,363	$ 56,150
Gross margin	56.6%	57.7%

Our cost of revenue decreased $2.8 million, or 11.7%, from $23.8 million in the three months ended June 30, 2015 to $21.0 million in the three months ended June 30, 2016. This decrease was primarily due to a $2.0 million decrease in platform commission fees due to a lower volume of revenue transactions through the digital storefronts, and a $783,000 decrease in royalties associated with a decrease in royalty-burdened revenue, primarily related to lower revenue from our Kim Kardashian: Hollywood title. Revenue attributable to games based upon original intellectual property decreased as a percentage of revenue from 45.5% in the three months ended June 30, 2015 to 39.2% in the three months ended June 30, 2016. The average royalty rate that we paid on games based on licensed intellectual property, excluding royalty impairments, was relatively flat, increasing from 16.6% in the three months ended June 30, 2015 to 17.1% in the three months ended June 30, 2016. Overall royalties, including impairment of prepaid royalties and guarantees, as a percentage of total revenue was relatively flat, increasing from 10.5% in the three months ended June 30, 2015 to 10.6% in the three months ended June 30, 2016. We expect our cost of revenue to rise in 2016 as royalty expenses increase due to a greater percentage of titles that we expect to release featuring third-party licensed brands, properties and content as opposed to titles solely utilizing our original intellectual property, including a payment of $10.0 million to an affiliate of Tencent in July 2016 upon launch of Rival Fire. Our cost of revenue may also increase in the remainder of 2016 because of possible impairments, including if we are required to impair a portion of the $10.0 million guaranteed minimum royalty and $5.0 million license fee we paid Tencent in connection with our Rival Fire title.

Research and Development Expenses

	Three Months Ended June 30,	
	2016	2015
	(In thousands)	

Research and development expenses	$ 20,721	$ 18,308
Percentage of revenue	42.8%	32.6%

Our research and development expenses increased $2.4 million or 13.2%, from $18.3 million in the three months ended June 30, 2015 to $20.7 million in the three months ended June 30, 2016. The increase in research and development costs was primarily due to a $1.6 million increase in variable compensation, a $477,000 increase in allocated charges for equipment, facilities and depreciation, and a $418,000 increase in outside services primarily related to external development. These increases were partially offset by a $199,000 decrease in recruiting and consulting fees. As a percentage of revenue, research and development expenses increased from 32.6% in the three months ended June 30, 2015 to 42.8% in the three months ended June 30, 2016.

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Sales and Marketing Expenses

	Three Months Ended June 30,	
	2016	2015
	(In thousands)	
Sales and marketing expenses	$ 10,935	$ 12,771
Percentage of revenue	22.6%	22.7%

Our sales and marketing expenses decreased approximately $1.9 million, or 14.4%, from $12.8 million in the three months ended June 30, 2015 to $10.9 million in the three months ended June 30, 2016. The decrease was primarily due to a $1.6 million decrease in marketing promotions associated with our free-to-play games. As a percentage of revenue, sales and marketing expenses decreased from 22.7% in the three months ended June 30, 2015 to 22.6% in the three months ended June 30, 2016. As we expect fewer product launches in the second half of 2016 versus the first half of 2016, we expect a slight decline in our sales and marketing expenditures during the remainder of the year.

General and Administrative Expenses

	Three Months Ended June 30,	
	2016	2015
	(In thousands)	
General and administrative expenses	$ 7,096	$ 7,429
Percentage of revenue	14.7%	13.2%

Our general and administrative expenses decreased $333,000, or 4.5%, from $7.4 million in the three months ended June 30, 2015 to $7.1 million in the three months ended June 30, 2016. The decrease in general and administrative expenses was primarily due to a $736,000 decrease in variable compensation resulting from lower attainment of employee and executive bonus targets, and a $129,000 decrease in allocated charges for facilities and depreciation. These decreases were partially offset by a $441,000 increase in salaries and benefits, as headcount increased from 85 employees at June 30, 2015 to 88 employees at June 30, 2016. As a percentage of revenue, general and administrative expenses increased from 13.2% in the three months ended June 30, 2015 to 14.6% in the three months ended June 30, 2016. We expect our general and administrative expenses to remain relatively flat in absolute dollars in the remainder of 2016.

Other Operating Expenses

We incurred a restructuring charge of $2.1 million in the three months ended June 30, 2016, primarily due to costs associated with employee termination costs in our Long Beach, San Francisco, Bellevue, and Beijing, China offices, and lease termination costs for our Bellevue and Beijing, China offices, in the second quarter of 2016. We have substantially completed payments of the employee termination costs. The lease termination costs are expected to be paid evenly over the remaining lease terms which end in September 2020 for our Bellevue office and November 2017 for our Beijing, China office. We did not incur any restructuring charges in the three months ended June 30, 2015. We expect our restructuring costs to decline in the remainder of 2016, as the majority of restructuring costs were incurred in the first half of 2016.

Interest and Other Expense, Net

Interest and other expense, increased from a net expense of $174,000 in the three months ended June 30, 2015 to a net expense of $4.5 million in the three months ended June 30, 2016. This increase in expense was primarily attributable to a $2.1 million charge related to the change in fair value of our investment in promissory notes issued to us by Plain Vanilla, and a $2.3 million impairment charge related to the call option for Plain Vanilla, which was due to a decline in Plain Vanilla’s forecasted revenue and future cash flow outlook, as compared to the same period from the prior year.

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Income Tax Benefit/(Expense)

Our income tax benefit/ (expense) changed from a tax benefit of $809,000 in the three months ended June 30, 2015 to a tax expense of $16,000 in the three months ended June 30, 2016. This change was primarily due to changes in the jurisdictions included in the anticipated effective tax rate computation and changes in pre-tax income in certain foreign entities. The provision for income taxes differs from the amount computed by applying the statutory U.S. federal rate principally due to the effect of our non-U.S. operations, non-deductible stock-based compensation expense, and change in foreign withholding taxes.

Our effective income tax rates for future periods will depend on a variety of factors, including changes in the deferred tax valuation allowance, as well as changes in our business such as intercompany transactions, any acquisitions, any changes in our international structure, any changes in the geographic location of our business functions or assets, changes in the geographic mix of our income, any changes in or termination of our agreements with tax authorities, changes in applicable accounting rules, applicable tax laws and regulations, rulings and interpretations thereof, developments in tax audit and other matters, and variations in our annual pre-tax income or loss. We incur certain tax expenses that do not decline proportionately with declines in our pre-tax consolidated income or loss. As a result, in absolute dollar terms, our tax expense will have a greater influence on our effective tax rate at lower levels of pre-tax income or loss than at higher levels. In addition, at lower levels of pre-tax income or loss, our effective tax rate will be more volatile. At June 30, 2016, we anticipated that the liability for uncertain tax positions, excluding interest and penalties, could decrease by approximately $148,000 within the next twelve months due to the expiration of certain statutes of limitation in foreign jurisdictions in which we do business.

Comparison of the Six Months Ended June 30, 2016 and 2015

Revenue

	Six Months Ended June 30,	
	2016	2015
Revenue by Type	(In thousands)	
Micro-Transactions	$ 84,371	$ 105,653
Advertisements	5,586	5,958
Offers	12,086	12,166
Other	849	1,843
Total revenue	$ 102,892	$ 125,620

Our revenue decreased $22.7 million, or 18.1%, from $125.6 million for the six months ended June 30, 2015 to $102.9 million for the six months ended June 30, 2016, which was primarily related to a $21.3 million decrease in our revenue from micro-transactions (in-app purchases), a $994,000 decrease in revenue from other sources, and a

$452,000 decrease in our revenue from advertisements and offers. These decreases were primarily related to an $22.1 million year-over-year decline in revenue from our Kim Kardashian: Hollywood game, as well as year-over-year declines in revenue from our Deer Hunter 2014, Contract Killer: Sniper, and Racing Rivals games of $13.5 million, $10.2 million, and $6.5 million, respectively. These decreases were partially offset by increased revenue from new title launches such as the releases Tap Sports Baseball 2016 in March 2016, Kendall and Kylie in February 2016, Deer Hunter 2016 in September 2016, and Cooking Dash 2016 in June 2015.

In the first six months of 2016, Kim Kardashian: Hollywood, Racing Rivals, Cooking Dash 2016, and Kendall and Kylie, were our top four revenue-generating games and comprised 21.2%, 15.6%, 12.6%, and 10.7%, respectively, of revenue for the period. No other game generated more than 10% of revenue for the period. In the first six months of 2015, Kim Kardashian: Hollywood, Racing Rivals, Deer Hunter 2014, and Contract Killer: Sniper were our top four revenue-generating games and comprised 34.9%, 15.5%, 13.9% and 10.9%, respectively, of revenue for the period. No other game generated more than 10% of revenue during the period.

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International revenue decreased by $16.3 million, from $43.9 million in the six months ended June 30, 2015 to $27.7 million in the six months ended June 30, 2016. This was primarily related to a $7.8 million decrease in our APAC revenue, a $6.3 million decrease in our EMEA revenue, and a $2.2 million decrease in our Americas (excluding the United States) revenue due to a significantly lower number of new distribution contracts signed in our APAC, EMEA, and Americas (excluding the United States) regions.

Cost of Revenue

	Six Months Ended June 30,	
	2016	2015
	(In thousands)	
Cost of revenue:		
Platform commissions, royalties and other	$ 39,002	$ 47,630
Amortization of intangible assets	4,660	4,868
Total cost of revenue	$ 43,662	$ 52,498
Revenue	$ 102,892	$ 125,620
Gross margin	57.6 %	58.2 %

Our cost of revenue decreased $8.8 million, or 16.8%, from $52.5 million in the six months ended June 30, 2015 to $43.7 million in the six months ended June 30, 2016. This decrease was primarily due to a $6.5 million decrease in platform commission fees due to a lower volume of revenue transactions through the digital storefronts, and a $2.8 million decrease in royalties associated with a decrease in royalty-burdened revenue, primarily related to lower revenue from our Kim Kardashian: Hollywood title. Revenue attributable to games based upon original intellectual property decreased as a percentage of revenue from 43.3% in the six months ended June 30, 2015 to 43.1% in the six months ended June 30, 2016. The average royalty rate that we paid on games based on licensed intellectual property, excluding royalty impairments, decreased from 18.3% in the six months ended June 30, 2015 to 17.4% in the six months ended June 30, 2016, due to a smaller portion of our royalty payments attributable to games based on or significantly incorporating third-party licensed content which are burdened by higher royalty rates. Overall royalties, including impairment of prepaid royalties and guarantees, as a percentage of total revenue decreased from 10.4% in the six months ended June 30, 2015 to 10.0% in the six months ended June 30, 2016.

Research and Development Expenses

Six Months Ended
June 30,

	2016	2015
	(In thousands)	
Research and development expenses	$ 41,033	$ 36,551
Percentage of revenue	39.9 %	29.1 %

Our research and development expenses increased $4.4 million or 12.3%, from $36.6 million in the six months ended June 30, 2015 to $41.0 million in the six months ended June 30, 2016. The increase in research and development costs was primarily due to a $1.6 million increase in salaries and benefits, a $1.1 million increase in outside services primarily related to external development, a $672,000 increase in allocated charges for equipment, facilities and depreciation, a $435,000 increase in stock compensation, and a $308,000 increase in variable compensation. As a percentage of revenue, research and development expenses increased from 29.1% in the six months ended June 30, 2015 to 39.9% in the six months ended June 30, 2016.

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Sales and Marketing Expenses

	Six Months Ended June 30, 2016	2015
	(In thousands)	
Sales and marketing expenses	$ 23,559	$ 25,209
Percentage of revenue	22.9 %	20.1 %

Our sales and marketing expenses decreased approximately $1.6 million, or 6.5%, from $25.2 million in the six months ended June 30, 2015 to $23.6 million in the six months ended June 30, 2016. The decrease was primarily due to a $1.3 million decrease in marketing promotions associated with our free-to-play games, as well as a $442,000 decrease in variable compensation resulting from lower attainment of employee and executive bonus targets in 2016. As a percentage of revenue, sales and marketing expenses increased from 20.1% in the six months ended June 30, 2015 to 22.9% in the six months ended June 30, 2016.

General and Administrative Expenses

	Six Months Ended June 30, 2016	2015
	(In thousands)	
General and administrative expenses	$ 15,081	$ 14,835
Percentage of revenue	14.7 %	11.8 %

Our general and administrative expenses increased $246,000, or 1.7%, from $14.8 million in the six months ended June 30, 2015 to $15.1 million in the six months ended June 30, 2016. The increase in general and administrative expenses was primarily due to a $926,000 increase in stock based compensation, a $749,000 increase in professional and accounting fees, and a $650,000 increase in salaries and benefits, as headcount increased from 85 employees at June 30, 2015 to 88 employees at June 30, 2016. These increases were partially offset by a $1.9 million decrease in variable compensation resulting from lower attainment of employee and executive bonus targets, and a $226,000 decrease in consulting fees. As a percentage of revenue, general and administrative expenses increased from 11.8% in the six months ended June 30, 2015 to 14.7% in the six months ended June 30, 2016.

Other Operating Expenses

We incurred a restructuring charge of $2.2 million in the six months ended June 30, 2016, primarily due to costs associated with employee termination costs in our Long Beach, San Francisco, Bellevue, and Beijing, China offices, and lease termination costs for our Bellevue and Beijing, China offices, in the second quarter of 2016. We have substantially completed payments of the employee termination costs. The lease termination costs are expected to be paid evenly over the remaining lease terms which end in September 2020 for our Bellevue office and November 2017 for our Beijing, China office. We did not incur any restructuring charges in the six months ended June 30, 2015.

Interest and Other Expense, Net

Interest and other expense, net, increased from a net expense of $458,000 in the six months ended June 30, 2015 to a net expense of $4.0 million in the six months ended June 30, 2016. This increase in expense was primarily attributable to a $2.3 million impairment charge related to the call option for Plain Vanilla, which was due to a decline in Plain Vanilla's forecasted revenue and future cash flow outlook, and a $1.8 million increase related to the change in fair value of our investment in promissory notes issued to us by Plain Vanilla, as compared to the same period from the prior year.

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Income Tax Benefit/(Expense)

Our income tax benefit/(expense) changed from a $295,000 tax expense in the six months ended June 30, 2015 to a tax benefit of $151,000 in the six months ended June 30, 2016. This change was primarily due to changes in the jurisdictions included in the anticipated effective tax rate computation and changes in pre-tax income in certain foreign entities. The provision for income taxes differs from the amount computed by applying the statutory U.S. federal rate principally due to the effect of our non-U.S. operations, non-deductible stock-based compensation expense, and change in foreign withholding taxes.

Our effective income tax rates for future periods will depend on a variety of factors, including changes in the deferred tax valuation allowance, as well as changes in our business such as intercompany transactions, any acquisitions, any changes in our international structure, any changes in the geographic location of our business functions or assets, changes in the geographic mix of our income, any changes in or termination of our agreements with tax authorities, changes in applicable accounting rules, applicable tax laws and regulations, rulings and interpretations thereof, developments in tax audit and other matters, and variations in our annual pre-tax income or loss. We incur certain tax expenses that do not decline proportionately with declines in our pre-tax consolidated income or loss. As a result, in absolute dollar terms, our tax expense will have a greater influence on our effective tax rate at lower levels of pre-tax income or loss than at higher levels. In addition, at lower levels of pre-tax income or loss, our effective tax rate will be more volatile. At June 30, 2016, we anticipated that the liability for uncertain tax positions, excluding interest and penalties, could decrease by approximately $148,000 within the next twelve months due to the expiration of certain statutes of limitation in foreign jurisdictions in which we do business.

Liquidity and Capital Resources

	Six Months Ended June 30,	
	2016	2015
	(In thousands)	
Consolidated Statement of Cash Flows Data:		
Cash flows used in operating activities	(9,810)	(6,286)
Cash flows used in investing activities	(12,570)	(2,889)
Cash flows provided by (used in) financing activities	(17)	128,070

Since our inception, we have generally incurred recurring losses and negative annual cash flows from operating activities. As of June 30, 2016, we had an accumulated deficit of $277.7 million.

Operating Activities

In the six months ended June 30, 2016, net cash used in operating activities was $9.8 million, which was primarily due to a $26.5 million net loss, a $4.7 million increase in prepaid royalties, and a $1.9 million decrease in accrued royalties. These amounts were partially offset by a $3.6 million decrease in accounts receivable, and adjustments for non-cash items, including stock-based compensation expense of $6.5 million, amortization of intangible assets of $4.7 million, impairment of the Plain Vanilla call option of $2.3 million, a $1.8 million decrease in fair value of the Plain Vanilla promissory notes, and depreciation expense of $1.4 million.

In the six months ended June 30, 2015, net cash used in operating activities was $6.3 million, which was primarily due to a $10.6 million increase in prepaid royalties, a $6.1 million decrease in deferred revenue, a $4.0 million decrease in accrued royalties, and a $783,000 decrease in accrued compensation. These amounts were partially offset by a $7.1 million decrease in accounts receivable, a $783,000 decrease in prepaid expenses and other current assets, and adjustments for non-cash items, including stock-based compensation expense of $5.2 million, amortization of intangible assets of $5.0 million, depreciation expense of $1.4 million, and a non-cash foreign currency translation loss of $416,000.

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Investing Activities

In the six months ended June 30, 2016, we used $12.6 million of cash for investing activities primarily related to investments in Plain Vanilla and Dairy Free of $9.5 million in the aggregate, purchases of intangible assets of $2.5 million, and property and equipment purchases of $906,000. These increases were partially offset by a decrease in restricted cash of $336,000.

In the six months ended June 30, 2015, we used $2.9 million of cash for investing activities primarily related to acquisition consideration paid to former Cie Games stockholders of $1.6 million, property and equipment purchases of $1.0 million, and other investments of $250,000.

Financing Activities

In the six months ended June 30, 2016, net cash used in financing activities was $17,000 due primarily to $1.3 million related to option exercises and purchases under our employee stock purchase plan. These cash inflows were offset partially offset by $1.3 million of taxes paid related to net share settlement of RSUs that vested during the first quarter of 2016.

In the six months ended June 30, 2015, net cash provided by financing activities was $128.1 million due primarily to the aggregate net proceeds of $125.2 million, after offering expenses, we received in connection with the purchase of 21,000,000 shares of our common stock by Red River, as well as $4.8 million related to option and warrant exercises and purchases under our employee stock purchase plan. These cash inflows were partially offset by $1.9 million of taxes paid related to net share settlement of RSUs vested through the second quarter of 2015.

Sufficiency of Current Cash and Cash Equivalents

Our cash and cash equivalents were $158.0 million as of June 30, 2016. Cash and cash equivalents held outside of the United States in various foreign subsidiaries were $7.0 million as of June 30, 2016, most of which were held by our United Kingdom, Chinese, India, and Russian subsidiaries. Under current tax laws and regulations, if cash and cash equivalents held outside the United States are distributed to the United States in the form of dividends or otherwise, we may be subject to additional United States income taxes and foreign withholding taxes. We have not provided deferred taxes on unremitted earnings attributable to foreign subsidiaries because these earnings are intended to be reinvested indefinitely.

As discussed in “Significant Transactions” above, on April 29, 2015, we received aggregate net proceeds of $125.2 million, after offering expenses, in connection with the purchase by Red River of 21,000,000 shares of our common stock.

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We expect to fund our operations, grow our business and satisfy our contractual obligations during the next 12 months primarily through our cash and cash equivalents. We believe our cash and cash equivalents will be sufficient to meet our anticipated cash needs for at least the next 12 months; however, our cash requirements for the next 12 months may be greater than we anticipate due to, among other reasons, revenue that is lower than we currently anticipate, greater than expected operating expenses, particularly with respect to our research and development and sales and marketing initiatives, use of cash to pay minimum guaranteed royalties, use of cash to fund our foreign operations, use of cash to repurchase our common stock pursuant to the $50.0 million stock repurchase program approved by our board of directors in January 2016, potential use of cash to exercise, at our election, our call option to acquire the outstanding equity of Plain Vanilla for a pre-arranged price, and the impact of foreign currency rate changes, unanticipated limitations or timing restrictions on our ability to access funds that are held in our non-U.S. subsidiaries or any investments or acquisitions that we may decide to pursue. We expect to continue to use cash to fund minimum guaranteed royalty payments during the remainder of 2016 as milestone payments become due on applications we publish and/or develop that incorporate third party licensed property. If the games we develop based on such licensing arrangements fail to perform in accordance with our expectations, we may not fully recoup these minimum guaranteed royalty payments, which would negatively impact our cash position.

If our cash sources are insufficient to satisfy our cash requirements, we may seek to raise additional capital. However, we may be unable to do so on terms that are favorable to us or at all.

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Contractual Obligations

The following table is a summary of our contractual obligations as of June 30, 2016:

	Payments Due by Period				
	Total	2016 (remaining six months)	2017-2018	2019-2020	Thereafter
	(In thousands)				
Operating lease obligations	$ 14,790	$ 2,529	$ 7,769	$ 4,492	$ —
Guaranteed royalties (1)	37,000	33,607	3,393	—	—
Developer commitments (2)	2,110	1,760	350	—	—
Total contractual obligations	$ 53,900	$ 37,896	$ 11,512	$ 4,492	$ —

(1) We have entered into license and publishing agreements with various celebrities and other owners of brands, properties and other content to develop and publish games and other software applications for mobile devices. These agreements typically require us to make non-refundable, but recoupable payments of minimum guaranteed royalties or license fees as up-front payments or over the term of the agreement.

(2) From time to time we enter into contracts with various external software developers to design and develop games and other software applications. We advance funds to these third-party developers, typically payable in installments upon the completion of specified development milestones.

(3) We have omitted uncertain income tax liabilities from this table due to the inherent uncertainty regarding the timing of potential issue resolution. Specifically, either the underlying positions have not been fully developed enough under audit to quantify at this time or the years relating to the issues for certain jurisdictions are not currently under audit. At June 30, 2016, we had $690,000 of gross unrecognized tax benefits, all of which was included in "Other long-term Liabilities" in the consolidated balance sheet.

Fair Value Measurements

For Plain Vanilla, we have elected the fair value option to account for our investment in the promissory notes. The call option was recorded at cost. As of the investment dates, the fair value of the promissory notes and the call option was determined to be $5.1 million and $2.4 million, respectively. As of June 30, 2016, we fair valued the promissory notes issued in January 2016 and May 2016 at $3.3 million and the fair value of the call option was determined to be $60,000. Due to a decrease in the fair market value of the promissory notes, we recorded a charge of $2.1 million and $1.8 million in other expense for the three and six months ended June 30, 2016, respectively. Due to a decline in the fair market value of our call option, we recorded an impairment charge of $2.3 million in other expense for the three and six months ended June 30, 2016. The call option and the promissory notes were recorded in prepaid expenses and other assets as of June 30, 2016.

As of June 30, 2016, our financial assets and financial liabilities are presented below at fair value and were classified within the fair value hierarchy as follows (in thousands):

	Level 1	Level 2	Level 3	June 30, 2016
Financial Assets				
Cash and cash equivalents	$ 158,037	$ —	$ —	$ 158,037
Restricted cash	1,162	—	—	1,162
Convertible promissory note investment in Plain Vanilla Corp.	—	—	3,280	3,280
Call option to acquire Plain Vanilla Corp. (1)	—	—	60	60
Total Financial Assets	$ 159,199	$ —	$ 3,340	$ 162,539

(1) This asset is carried on the consolidated balance sheet on a historical cost basis and evaluated for impairment under ASC 325-20 (see “Note 6 - Investments")

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As of December 31, 2015, our financial assets and financial liabilities are presented below at fair value and were classified within the fair value hierarchy as follows (in thousands):

	Level 1	Level 2	Level 3	December 31, 2015
Financial Assets				
Cash and cash equivalents	$ 180,542	$ —	$ —	$ 180,542
Restricted cash	1,498	—	—	1,498
Total Financial Assets	$ 182,040	$ —	$ —	$ 182,040

Our cash and cash equivalents, which were held in operating bank accounts, are classified within Level 1 of the fair value hierarchy because they are valued using quoted market prices, broker or dealer quotations or alternative pricing sources with reasonable levels of price transparency. In addition, our restricted cash is classified within Level 1 of the fair value hierarchy. The carrying value of accounts receivable and payables approximates fair value due to the short time to expected payment or receipt of cash.

We engaged third party valuation experts to aid us in our analysis of the fair value of the promissory note issued to us by, and the call option for, Plain Vanilla.

The fair value of the promissory notes were estimated using a probability weighted assessment of the expected cash flows discounted to their present value. The discount rate of 88.1% used in the analysis reflects the early stage nature of the entity and the overall gaming industry indices. The assumptions used in the expected cash flows model are Level 3 inputs as defined above. The fair value of the call option was estimated using the probability weighted Black-Scholes valuation model. The Black- Scholes valuation model requires inputs such as the expected term of the call option, expected volatility and risk-free interest rate. Certain of these inputs are subjective and require significant analysis and judgment to develop. The weighted average assumptions used by us are Level 3 inputs as defined above and are noted in the following table:

	Three Months Ended June 30, 2016	Six Months Ended June 30, 2016
Dividend yield	— %	— %
Risk-free interest rate	0.40 %	0.44 %
Expected volatility	80.00 %	62.50 %
Expected term (in years)	0.75	0.85

The following table presents the changes in fair value of the Plain Vanilla promissory note and the call option (in thousands):

	Six months ended June 30, 2016				
	Asset at the beginning of the period	Additions	Impairment of cost method investment	Increase/ (decrease) in fair value	Asset at the end of the period
Convertible promissory note investment in Plain Vanilla Corp.	$ —	$ 5,100	$ —	$ (1,820)	$ 3,280
Call option to acquire Plain Vanilla Corp. (1)	$ —	$ 2,400	$ (2,340)	$ —	$ 60

(1) This asset is carried on the consolidated balance sheet on a historical cost basis and evaluated for impairment under ASC 325-20 (see “Note 6 - Investments")

Off-Balance Sheet Arrangements

At June 30, 2016, we did not have any significant off-balance sheet arrangements requiring disclosure under Item 303(a)(4)(ii) of Regulation S-K, other than those listed in our contractual obligations table above.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information in this section should be read in connection with the information on financial market risk related to changes in interest rates and non-U.S. currency exchange rates in Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk," in our Annual Report on Form 10-K for the year ended December 31, 2015. Our market risk profile has not changed significantly during the six months ended June 30, 2016.

Interest Rate and Credit Risk

Our exposure to interest rate risk relates primarily to our investment portfolio and the potential losses arising from changes in interest rates.

We are potentially exposed to the impact of changes in interest rates as they affect interest earned on our investment portfolio. As of June 30, 2016, we had no short-term investments and substantially all $158.0 million of our cash and cash equivalents was held in operating bank accounts earning nominal interest. Accordingly, we do not believe that a 10% change in interest rates would have a significant impact on our interest income /(expense), operating results or liquidity related to these amounts.

The primary objectives of our investment activities are, in order of importance, to preserve principal, provide liquidity and maximize income without significantly increasing risk. We do not currently use or plan to use derivative financial instruments in our investment portfolio.

As of June 30, 2016 and December 31, 2015, our cash and cash equivalents were maintained by financial institutions in the United States, the United Kingdom, Canada, China, Hong Kong, India, Russia, Japan, and Korea, and our current deposits are likely in excess of insured limits.

Our accounts receivable primarily relate to revenue earned from digital storefront operators and advertising platforms. We perform ongoing credit evaluations of our customers' and the digital storefronts' financial condition but generally require no collateral from them.

At June 30, 2016, Apple Inc. accounted for 40.2%, Google Inc. accounted for 21.1%, and Jirbo Inc. (dba AdColony) ("AdColony") accounted for 19.5% of our total accounts receivable. At December 31, 2015, Apple accounted for 31.4%, AdColony accounted for 26.2%, and Google accounted for 19.2% of total accounts receivable. No other customer or digital storefront represented more than 10% of our total accounts receivable as of these dates.

Foreign Currency Exchange Risk

We transact business in more than 100 countries in more than 30 different currencies, and in 2015 and the first three months of 2016, some of these currencies fluctuated significantly. Our revenue are usually denominated in the functional currency of the carrier or distributor while the operating expenses of our operations outside of the United States are maintained in their local currency, with the significant operating currencies consisting of British Pound Sterling (“GBP”), Chinese Renminbi, Euro, Indian Rupee, and Russian Ruble. Although recording operating expenses in the local currency of our foreign operations mitigates some of the exposure of foreign currency fluctuations, variances among the currencies of our customers and our foreign operations relative to the U.S. Dollar (“USD”) could have and have had a material impact on our results of operations.

Our foreign currency exchange gains and losses have been generated primarily from fluctuations in GBP versus the USD, the Russian Ruble versus the USD and in the Euro versus GBP. At month-end, non-functional currency-denominated accounts receivable and intercompany balances are marked to market and unrealized gains and losses are included in other income (expense), net. Translation adjustments arising from the use of differing exchange rates are included in accumulated other comprehensive loss in stockholders’ equity. We have in the past experienced, and in the future expect to experience, foreign currency exchange gains and losses on our accounts receivable and intercompany receivables and payables. Foreign currency exchange gains and losses could have a material adverse effect on our business, operating results and financial condition.

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There is also additional risk if the currency is not freely or actively traded. Some currencies, such as the Chinese Renminbi, in which our Chinese operations principally transact business, are subject to limitations on conversion into other currencies, which can limit our ability to react to foreign currency devaluations.

To date, we have not engaged in exchange rate hedging activities, and we do not expect to do so in the foreseeable future.

Inflation

We do not believe that inflation has had a material effect on our business, financial condition or results of operations. If our costs were to become subject to significant inflationary pressures, we might not be able to offset these higher costs fully through price increases. Our inability or failure to do so could harm our business, operating results and financial condition.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Based upon an evaluation of the effectiveness of disclosure controls and procedures, our Chief Executive Officer (CEO) and Chief Financial Officer (CFO) have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures, as defined under Rule 13a-15(e) and 15d-15(e) of the Exchange Act, were effective to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified by the SEC and is accumulated and communicated to management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the six months ended June 30, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we are subject to various claims, complaints and legal actions in the normal course of business. We are not currently party to any pending litigation, the outcome of which will have a material adverse effect on our operations, financial position or liquidity. However, the ultimate outcome of any litigation is uncertain and, regardless of outcome, litigation can have an adverse impact on us because of defense costs, potential negative publicity, diversion of management resources and other factors.

Item 1A. Risk Factors

Our business is subject to many risks and uncertainties, which may affect our future financial performance. If any of the events or circumstances described below occurs, our business and financial performance could be harmed, our actual results could differ materially from our expectations and the market value of our stock could decline. The risks and uncertainties discussed below are not the only ones we face. There may be additional risks and uncertainties not currently known to us or that we currently do not believe are material that may harm our business and financial performance. Because of the risks and uncertainties discussed below, as well as other variables affecting our operating results, past financial performance should not be considered as a reliable indicator of future performance and investors should not use historical trends to anticipate results or trends in future periods.

We have a history of net losses, may incur substantial net losses in the future and may not achieve and sustain profitability or growth in future periods.

We have incurred significant losses since inception, including a net loss of $7.2 million in 2015 and a net loss of $26.5 million for the six months ended June 30, 2016. As of June 30, 2016, we had an accumulated deficit of $277.7 million. While we have conducted several restructurings between December 2015 and April 2016 aimed at reducing our fixed costs and operating more efficiently, our costs may continue to rise as we implement additional initiatives designed to increase revenue, including investing more heavily in our existing titles as part of our evergreen games strategy, developing new games with greater complexity, higher production values and deeper social features, running live operations on our games, and taking other steps to strengthen our company. We anticipate that the costs of acquiring new players and otherwise marketing our new titles will continue to rise (particularly since advertising costs in our industry have generally been rising and downloads of our games are decreasing as users spend more time on alternative software applications, such as social media and messaging applications), and we may continue to increase the amount we pay for licenses to third party intellectual property (particularly with regards to celebrity licensors), including incurring significant minimum guaranteed royalty payments. If our revenue does not increase at a rate sufficient to offset these additional expenses, if the launch dates for our games are delayed, such as was the case with our launch of Rival Fire, the title we developed through our strategic partnership with Tencent, if we experience unexpected significant increases in operating expenses or if we are required to take additional charges related to impairments or restructurings we will continue to incur losses, such as may be the case with the prepaid guaranteed royalty payments and license fee payments that we have made to Tencent for Rival Fire. For example, during the three months ended June 30, 2016 we took a restructuring charge of $2.1 million following our headcount reductions initiated in April 2016. Additionally, during the six months ended June 30, 2016 we recorded a charge of $2.3 million due to a decline in the fair market value of our call option for Plain Vanilla and a charge of $1.8 million due to a decrease in the fair value of the promissory notes issued to us by Plain Vanilla. Given the declines in overall downloads of mobile gaming applications, the marked decline in gaming applications as compared to all mobile gaming applications generally, and the significant amount of time and attention users are dedicating to social media and other non-gaming applications, increasing revenue has been, and may continue to be, challenging. This industry trend has been negatively impacting us, as the number of downloads of sequels to certain of our most successful franchises, including the launches of Deer Hunter 2016 and Eternity Warriors 4, as well as for our new titles, such as Britney Spears: American Dream and Gordon Ramsay DASH, have downloaded at significantly lower rates as compared to predecessor versions and previous new titles.

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If we fail to develop and publish new mobile games that achieve market acceptance, as well as continue to enhance our existing games, particularly our most successful games, our revenue would suffer.

Our business depends on developing and publishing mobile games that consumers will download and spend time and money playing. We must continue to invest significant resources in research and development, technology, analytics and marketing to introduce new games and continue to update our successful free-to-play games, and we often must make decisions about these matters well in advance of a product release to timely implement them. Our success depends, in part, on unpredictable and volatile factors beyond our control, including consumer preferences and the number of applications they are willing to download to and maintain on their devices, competing gaming and non-gaming related applications, new mobile platforms and the availability of other entertainment activities. If our games do not meet consumer expectations, or they are not brought to market in a timely and effective manner, our business, operating results and financial condition would be harmed. Historically, we have focused on developing and publishing shooters and other action games primarily directed at male audiences. While our Kim Kardashian: Hollywood, Kendall and Kylie, and Cooking Dash 2016 titles have been commercially successful, our Katy Perry Pop and Britney Spears: American Dream games were not and meeting consumer expectations could prove more challenging for us in the future as we release a greater number of games that are primarily targeted toward female audiences (such as our other games under development in the celebrity and resource management genres). Even if our games are successfully introduced and initially adopted, a failure to continue to update them with compelling content or a subsequent shift in the entertainment preferences of consumers could cause a decline in our games' popularity that could materially reduce our revenue and harm our business, operating results and financial condition, which effect would be magnified for our most successful games. It is difficult to predict when and how quickly one of our games will decline. In particular, in connection with our evergreen games strategy, we expect to commit more resources to updating, adding new features to and enhancing our existing titles as opposed to launching as many new titles as we have in prior years. As a result of the life cycle of our games, our business depends on our ability to consistently and timely launch new games or versions of games that achieve significant popularity, and have the potential to become franchise games, and if, as we anticipate, we launch fewer titles in 2016 than in prior years, we may be less likely to launch a game that achieves significant commercial success. If rates of decline are higher than expected in a particular quarterly period and/or we experience delays in the launch of new games, such as we did with Rival Fire, that we expect to offset these declines, the new games we launch fail to download and/or monetize as we anticipate, or the enhancements we make to existing titles do not result in decreased rates of revenue decline, we may not meet our expectations or the expectations of securities analysts or investors for a given quarter. In addition, our Kim Kardashian: Hollywood game benefitted significantly from awareness of the game through media coverage and social media channels, and such viral success can be difficult to predict or to repeat in the future, or as in the case of Kendall and Kylie, may not translate into the level of sustained commercial success we experienced with Kim Kardashian: Hollywood. Furthermore, we compete for the discretionary spending of consumers, who face a vast array of entertainment choices, including social media and other non-gaming related apps, games played on personal computers and consoles, television, movies, sports and the Internet. If we are unable to sustain sufficient interest in our games compared to other forms of entertainment, our business and financial results would be seriously harmed.

Successfully developing and monetizing free-to-play games is a challenging business model.

In early 2010, we changed our business model to focus on becoming a leading developer and publisher of "free-to-play" games for smartphone and tablet devices. Free-to-play games are games that a player can download and play for free, but which allow players to access a variety of additional content and features for a fee and to engage with various advertisements and offers that generate revenue for us. The most successful recent launches of free-to-play games tend to include socio-competitive gameplay, player versus player activities, regularly updated content and other complex technological and creative attributes associated with Games-as-a-Service, or GaaS, offerings. While we are working to include such features in our games, many of our historical games did not include some or all of these GaaS features, and we may not successfully execute this transition. In addition, following the success of our Kim

Kardashian: Hollywood game, we expanded our efforts to build the premier celebrity gaming platform. We are partnering with A-list celebrities to selectively collaborate on future games, and if those games fail to perform to expected levels, such as occurred with our Katy Perry Pop and Britney Spears: American Dream titles, our revenue could be limited and our business and operating results would suffer. We are also focusing our efforts on making our existing successful games into evergreen titles by adding new features, modes and community-enhancing features. However, this is a strategy with

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which we have limited experience. If we are unable to successfully implement this strategy, or if we incur excessive expenses in this effort, our financial performance and ability to grow revenue would be negatively affected, and we may be unable to launch successful new titles due to a diversion of talent and resources to our evergreen titles. Our efforts to develop free-to-play games, celebrity and other licensed property games, enhance our existing titles and our transition towards becoming a GaaS company may prove unsuccessful or, even if successful, it may take more time than we anticipate to achieve significant revenue because, among other reasons:

· our free-to-play strategy assumes that a large number of players will download our games because they are free and that we will then be able to effectively monetize the games; however, players may not widely download our games for a variety of reasons, including
· competition for downloads with social media and other non-gaming related applications;
· limits on the number of mobile applications players are willing to download to and maintain on their devices;
· poor consumer reviews or other negative publicity;
· ineffective or insufficient marketing efforts;
· lack of sufficient social and community features;
· lack of prominent storefront featuring;
· failure to reach and maintain Top Free App Store rankings;
· the relatively large file size of some of our games, which has been exacerbated due to Apple's requirement that games released on the Apple App Store include 64-bit support, in particular, our games often utilize a significant amount of the available memory on a user's device and tend to consume additional space as players advance through our games, which may cause players to delete our games once the file size grows beyond the capacity of their devices' storage limitations (which may have been the case with Britney Spears: American Dream); and
· the inherent limitations of the smartphone platforms and telecommunications networks, which at most only allow applications that are less than 100 megabytes to be downloaded over a carrier's wireless network; as a result, players must download our games that exceed 100 megabytes either via a wireless Internet (wifi) connection or initially to their computer and then side-load them to their device;
· even if our games are widely downloaded, we may fail to retain users or optimize the monetization of these games, such as has been the case with our Kendall and Kylie title, which may occur for a variety of reasons, including poor game design or quality, lack of GaaS features, gameplay issues such as game unavailability, long load times or an unexpected termination of the game due to data server or other technical issues, lack of differentiation from predecessor games or other competitive games, lack of innovative features that surprise and delight our players, differences in user demographics and purchasing power or our failure to effectively respond and adapt to changing user preferences through game updates;
· future celebrity and other licensed property games that we release may fail to resonate with consumers, may cannibalize revenue from our existing games, and may cost more to build than other titles due to the minimum guaranteed royalty payments to our celebrity licensors and due to the need to differentiate gameplay among titles featuring celebrities. It is unclear whether future celebrity-based games have the potential to generate revenue at levels similar to our Kim Kardashian: Hollywood title or whether these games can be successful at all, including that the number of social media followers for a particular

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celebrity may have limited impact on the financial success of a title (as occurred with our Katy Perry Pop and Britney Spears: American Dream titles) or the number of initial downloads may not result in significant financial success on a sustained basis (as occurred with our Kendall and Kylie title);

- we intend to continue to develop games based upon our own intellectual property, rather than celebrities or well-known licensed brands and properties, and we may encounter difficulties in generating sufficient consumer interest in and downloads of our games, particularly considering we have experienced significantly fewer downloads of recent launches of game sequels as compared to their predecessors;
- many well-funded public and private companies have released, or plan to release, free-to-play games, including those provided under the GaaS model and those partnering with celebrities or other well-known licensed brands or properties, and this competition will make it more difficult for us to differentiate our games and derive significant revenue from them;
- competitors have released, and may release in the future, other mobile software applications featuring celebrities (including our own celebrity partners), and this competition may make it more difficult for us to derive significant revenue from our celebrity games;
- free-to-play games, including those delivered as a service, and particularly those featuring celebrities, have a relatively limited history, and it is unclear how popular this style of game will become or remain or its revenue potential;
- we may have difficulty hiring the experienced monetization, subscription, live operations, server technology, user experience and product management personnel that we require to support our continued transition to becoming a GaaS company and to building the premier celebrity gaming platform, or may face difficulties in developing our GaaS technology platform and incorporating it into our products or developing unique gameplay;
- we will depend on the proper and continued functioning of our own servers and third-party infrastructure to operate our connected games that are delivered as a service; and
- the Federal Trade Commission (the “FTC”) has indicated that it intends to review issues related to in-app purchases, particularly with respect to games that are marketed primarily to minors (for example, the FTC reached a settlement with Apple in January 2014 and with Google in September 2014 on this issue, and in April 2016, a federal court granted summary judgment in favor of the FTC finding Amazon liable for unfairly billing consumers for unauthorized in-app purchases by minors), and the FTC might issue rules significantly restricting or even prohibiting in-app purchases or name us as a defendant in a future class-action lawsuit.

If we do not achieve a sufficient return on our investment with respect to our free-to-play business model, it will negatively affect our operating results and may require us to formulate a new business strategy.

We rely on a very small portion of our total players for nearly all of our revenue that we derive from in-app purchases.

We rely on a very small portion of our total players for nearly all of our revenue derived from in-app purchases (as opposed to advertisements and incentivized offers) and installation rates and user-growth have declined for us with many of our recent product launches. Since the launch of our first free-to-play titles in the fourth quarter of 2010, the percentage of unique paying players for our largest revenue-generating free-to-play games has typically been less than 2%, when measured as the number of unique paying users on a given day divided by the number of unique users on that day, though this percentage fluctuates, and it may be higher than 2% for some of our games during specific, relatively short time periods, such as immediately following worldwide launch or the week following content updates, marketing campaigns or certain other events. To significantly increase our revenue, we must increase the number of downloads of our games, increase the number of players who convert into paying players by making in-app purchases or enrolling in

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subscriptions, increase the amount that our paying players spend in our games and/or increase the length of time our players generally play our games. We might not succeed in our efforts to increase the monetization rates of our users, particularly if we do not increase the amount of social features in our games or otherwise succeed in our transition to becoming a GaaS company. If we are unable to convert non-paying players into paying players, or if we are unable to retain our paying players or if the average amount of revenue that we generate from our players does not increase or declines, our business may not grow, our financial results will suffer, and our stock price may decline.

We derive the majority of our revenue from Apple's App Store and the Google Play Store, and if we are unable to maintain a good relationship with each of Apple and Google or if either of these storefronts were unavailable for any prolonged period of time, our business will suffer.

The majority of our smartphone revenue has historically been derived from Apple's iOS platform, which accounted for 63.0% of our total revenue for the six months ended June 30, 2016 compared with 60.9% of our total revenue for the six months ended June 30, 2015. We generated the majority of this iOS-related revenue from the Apple App Store, which represented 52.9% and 53.2% of our total revenue for the six months ended June 30, 2016 and 2015, respectively, with the significant majority of such revenue derived from in-app purchases. We generated the balance of our iOS-related revenue from offers and advertisements in games distributed on the Apple App Store and, to a far lesser extent, sales of premium games. In addition, we derived approximately 35.8% and 37.2% of our total revenue for the six months ended June 30, 2016 and 2015, respectively, from the Android platform. We generated the majority of our Android-related revenue from the Google Play Store, which represented 26.8% and 26.7% of our total revenue for the six months ended June 30, 2016 and 2015, respectively, with the significant majority of such revenue derived from in-app purchases. We believe that we have good relationships with each of Apple and Google, which have contributed to the majority of our games released in the last several years being featured on their respective storefronts upon commercial release. If we do not continue to receive prominent featuring, users may find it more difficult to discover our games and we may not generate significant revenue from them. We may also be required to spend significantly more on marketing campaigns to generate substantial revenue on these platforms. For example, in June 2016 Apple announced that they will begin displaying search advertisements for applications in the Apple App Store search results for the first time. We may need to purchase such advertising to ensure the prominence of our games in the Apple App Store which could result in our marketing expenses increasing significantly. Additionally, our efforts to advertise through search advertisements in the Apple App Store may not be successful and may not result in additional users or monetization. In addition, currently neither Apple nor Google charge a publisher when it features one of their apps. If either Apple or Google were to charge publishers to feature an app, it could cause our marketing expenses to increase considerably. Accordingly, any change or deterioration in our relationship with Apple or Google could materially harm our business and likely cause our stock price to decline.

We also rely on the continued functioning of the Apple App Store and the Google Play Store. In the past these digital storefronts have been unavailable for short periods of time or experienced issues with their in-app purchasing functionality. For example, on March 11, 2015, the Apple App Store experienced an approximately 12-hour global outage, which resulted in players and potential players of our games being unable to both download our games and make in-app purchases within our games during such outage. If such events recur on a prolonged basis or other similar issues arise that impact our ability to generate revenue from these storefronts, it would have a material adverse effect on our revenue and operating results. In addition, if these storefront operators fail to provide high levels of service, our players' ability to access our games may be interrupted or players may not receive the virtual currency or goods for which they have paid, which may adversely affect our brand.

The operators of digital storefronts on which we publish our free-to-play games and the advertising channels through which we acquire some of our players in many cases have the unilateral ability to change and interpret the terms of our and others' contracts with them.

We distribute our free-to-play games through direct-to-consumer digital storefronts, for which the distribution terms and conditions are often "click through" agreements that we are not able to negotiate with the storefront operator. For example, we are subject to each of Apple's and Google's standard click-through terms and conditions for application developers, which govern the promotion, distribution and operation of apps, including our games, on their storefronts. Each of Apple and Google can unilaterally change its standard terms and conditions with no prior notice to us. In addition, the agreement terms can be vague and subject to changing interpretations by the storefront operator. Further,

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these storefront operators typically have the right to prohibit a developer from distributing its applications on its storefront if the developer violates its standard terms and conditions. For example, in the second quarter of 2011, Apple began prohibiting virtual currency-incented advertising offers in games that directed users to download other applications from the Apple App Store in order to complete the offer. These offers accounted for approximately one-third of our smartphone revenue during the three months ended June 30, 2011, and our inability to subsequently use such offers negatively impacted our smartphone revenue thereafter. In addition, Apple informed us early in the fourth quarter of 2012 that we could no longer include links to Tapjoy's HTML5 website in our games, which negatively impacted our ability to generate revenue through incented offers. Apple has implemented restrictions related to games that include guns, including changing its game rating methodology, which has resulted in all of our games that include gun violence receiving a 17+ rating, and prohibiting some depictions of guns in game icons and other storefront art; these restrictions, could potentially negatively impact the number of people playing these "shooter" games and the revenue we generate from these games. During the second quarter of 2014, there were reports that Apple was considering prohibiting some types of virtual currency-incented video advertising in games that promoted other applications available on the Apple App Store. These incented video advertisements generate a meaningful percentage of our overall revenue, and any prohibition of these advertisements would have had a negative impact on our revenue. In the fourth quarter of 2014, Apple informed developers that beginning on February 1, 2015 all new applications, and beginning June 1, 2015 all updates to existing applications, submitted to the Apple App Store must include 64-bit support. We did not previously build our games to include 64-bit support nor did the Unity development engine that we utilize to create many of our games support 64-bit development; however, we worked with Unity to ensure that we met Apple's requirement. Building our games to support 64-bit development has increased the file sizes of our games making it more difficult for players to download our games and potentially negatively impacting the number of downloads and active users of our titles, particularly for those games where we are unable to keep file sizes below 100 megabytes, which is the maximum file size that can currently be downloaded over any carrier's wireless network (requiring download over wifi networks). In addition, we believe that Apple may have made changes to its algorithms that determine the App Store's Top Free application rankings, as games currently have a more difficult time achieving and maintaining Top Free rankings than has historically been the case. The Top Free rankings are one of the primary means for consumers to discover our games, and to the extent that algorithm changes have occurred that make it more difficult for mobile games to reach and maintain Top Free spots, it would contribute to fewer installs of our games. If Apple or Google, or any other key storefront operator, determines that we or one of our key vendors are violating its standard terms and conditions, by a new interpretation or otherwise, or prohibits us from distributing our games on its storefront, it would materially harm our business and likely cause our stock price to significantly decline.

In addition, in the first quarter of 2014, Facebook prohibited HasOffers, whose software development kit we had incorporated into our games to track advertising metrics, from participating in Facebook's mobile measurement program because Facebook asserted that HasOffers had violated its agreement with Facebook. As a result, we removed HasOffers' software development kit from our games and replaced it with software from a new vendor. While this change did not adversely impact our revenue or operations, any similar changes or prohibitions in the future could negatively impact our revenue or otherwise materially harm our business, and we may not receive significant or any advance warning of such changes.

The markets in which we operate are highly competitive, and many of our competitors have significantly greater resources than we do.

Developing, distributing and selling mobile games is a highly competitive business, characterized by frequent product introductions and rapidly emerging new platforms, technologies and storefronts. For players, we compete primarily on the basis of game quality, brand and customer reviews. We compete for space on user's smartphones and tablet devices in terms of the number of applications on their device and the amount of storage consumed by such applications. We also compete more generally for the time and attention of users of smartphones and tablet devices who are spending ever-increasing amounts of time on social media and messaging applications. We compete for promotional and digital storefront placement based on our relationship with the digital storefront owner, historical performance, game quality, perception of sales potential, customer reviews and relationships with celebrities and other licensors of brands and other content. For celebrities, brands and other content licensors, we compete based on royalty and other economic terms, historical financial performance of celebrity and other third-party licensed brand and property games, perceptions of development quality, porting abilities, speed of execution, distribution breadth and relationships with storefront

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owners. We also compete for experienced and talented employees.

We compete with a continually increasing number of companies, including Activision (particularly through its acquisition of King Digital Entertainment), DeNA, Disney, Electronic Arts (EA Mobile), Gameloft, Gamevil, GREE, GungHo Online Entertainment, Nexon, Warner Brothers, and Zynga and many well-funded private companies, including Kabam, Machine Zone, Niantic, Pocket Gems, Rovio, Scopely, SGN Games, Storm 8/Team Lava, and Supercell. In addition, we face competition from online game developers and distributors who are primarily focused on specific international markets. We could also face increased competition if those companies choose to compete more directly in the United States or the other markets that are significant to us or if large companies with significant online presences such as Apple, Google, Amazon, Facebook or Yahoo, choose to enter or expand in the games space or develop competing games. We also compete for downloads and time spent on mobile devices with companies that develop popular social media and messaging applications, such as Facebook (with its Facebook, Facebook Messenger, Instagram, WhatsApp and other applications), Pinterest, Reddit, Snapchat, Twitter, Vevo and YouTube, companies that develop streaming music applications, such as Pandora, Spotify and Tidal, and with companies that create non-gaming related software applications for celebrities.

In addition, given the open nature of the development and distribution for smartphones and tablets and the relatively low barriers to entry, we also compete or will compete with a vast number of small companies and individuals who are able to create and launch games and other content for these devices using relatively limited resources and with relatively limited start-up time or expertise. As an example of the competition that we face, it has been estimated that more than 2.4 million applications, including more than 630,000 active games, were available on Apple’s U.S. App Store as of July 31, 2016. The proliferation of titles in these open developer channels makes it difficult for us to differentiate ourselves from other developers and to compete for players without substantially increasing our marketing expenses and development costs.

Some of our competitors and our potential competitors have one or more advantages over us, either globally or in particular geographic markets, which include:

- significantly greater financial resources;
- greater experience with free-to-play games, GaaS business models, and building social and community features into mobile games, as well as more effective game monetization;
- stronger brand and consumer recognition regionally or worldwide;
- the capacity to leverage their marketing expenditures across a broader portfolio of mobile and non-mobile products;
- larger installed user bases from their existing mobile games;
- larger installed user bases from related platforms, such as console gaming or social networking websites, to which they can market and sell mobile games;
- more substantial intellectual property of their own from which they can develop games without having to pay royalties;
- lower labor and development costs and better overall economies of scale;
- greater platform-specific focus, experience and expertise; and
- broader global distribution and presence.

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If we are unable to compete effectively or we are not as successful as our competitors in our target markets, our sales could decline, our margins could decline and we could lose market share, any of which would materially harm our business, operating results and financial condition.

Our players may decide to select competing forms of entertainment instead of playing our games.

We also face competition for the leisure time, attention and discretionary spending of our players. Other forms of leisure time activities, such as social media and messaging applications, personal computer and console games, television, movies, sports, and the Internet, are generally much larger and more well-established options for consumers. In addition, competition for the attention of players on their mobile devices is intense, as the number of apps on mobile devices is increasing dramatically. In particular, non-gaming applications for mobile devices, such as social media and messaging, music and dating applications, have become increasingly popular, making it more difficult for mobile games to generate the same level of consumer interest and number of downloads as in prior periods. In addition, celebrities like Kim Kardashian West, Kylie Jenner and Kendall Jenner, have launched their own personal media applications, and those applications, or similar applications launched by other of our celebrity partners could compete with our celebrity games for the time, attention and spending of our players. If our players do not find our games to be compelling or if other leisure time activities are perceived by our players to offer greater variety, affordability, interactivity and overall enjoyment, our business could be materially and adversely affected.

Our financial results could vary significantly from quarter to quarter and are difficult to predict, which in turn could cause volatility in our stock price.

Our revenue and operating results could vary significantly from quarter to quarter due to a variety of factors, many of which are outside of our control. As a result, comparing our operating results on a period-to-period basis may not be meaningful. In addition, we may not be able to accurately predict our future revenue or results of operations. This unpredictability may become more pronounced in future quarters as we anticipate releasing fewer games in 2016 as compared to recent years. We base our current and future expense levels on our internal operating plans and sales forecasts, and our operating costs are to a large extent fixed. As a result, we may not be able to reduce our costs sufficiently to compensate for an unexpected shortfall in revenue, and even a small shortfall in revenue could disproportionately and adversely affect financial results for that quarter.

In addition to other risk factors discussed in this section, factors that may contribute to the variability of our quarterly results include:

- our ability to increase the number of our paying players and the amount that each paying player spends in our games;

- the popularity and monetization rates of our new games released during the quarter and the ability of games released in prior periods to sustain their popularity and monetization rates;
- the number and timing of new games released by us and our competitors, particularly those games that may represent a significant portion of revenue in a quarter, which timing can be impacted by internal development delays, shifts in product strategy and how quickly digital storefront operators review and approve our games for commercial release;
- changes in the prominence of storefront featuring for our games and those of our competitors;
- the loss of, or changes to, one of our distribution platforms;
- changes to the Apple iOS platform or the Google Android platform that we are not able to adapt to our game offerings;
- fluctuations in the size and rate of growth of overall consumer demand for smartphones, tablets, games

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and related content;

· changes in the mix of revenue derived from games based on original intellectual property versus licensed intellectual property (including that we currently anticipate that a majority of our title launches for the remainder of 2015 and throughout 2016 will be based on or will significantly incorporate licensed intellectual property rather than being wholly original Glu intellectual property games);
· changes in the mix of revenue derived from in-app purchases, advertisements and offers, which mix often depends on the nature of new titles launched during the quarter;
· changes in the mix of revenue derived from first party titles and third party titles;
· changes in the amount of money we spend marketing our titles in a particular quarter, including the average amount we pay to acquire each new user, as well as changes in the timing of these marketing expenses within the quarter;
· decisions by us to incur additional expenses, such as increases in research and development, restructuring expenses, or unanticipated increases in vendor-related costs, such as hosting fees;
· the timing of successful mobile device launches;
· the seasonality of our industry;
· changes in accounting rules, such as those governing recognition of revenue, including the period of time over which we recognize revenue for in-app purchases of virtual currency and goods within some of our games;
· the amount and timing of charges related to any future impairments of goodwill, intangible assets, prepaid royalties and guarantees; for example, in the six months ended June 30, 2016, we impaired $148,000 related to contractual minimum guarantee commitments and other prepaid royalties, $2.3 million related to the impairment of our call option in Plain Vanilla, and $1.8 million related to a decline in the fair value of the promissory notes issued to Plain Vanilla, and in future periods we may be required to impair our goodwill due to declines in our business and/or stock price, or take significantly larger impairments related to contractual minimum guarantee commitments if the associated games we are developing are not successful, including impairments related to our prepaid royalty commitments and license fees to Tencent in connection with our Rival Fire title; and
· macro-economic fluctuations in the United States and global economies, including those that impact discretionary consumer spending.

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Securing license agreements to develop, publish and market games based on or significantly incorporating celebrities, third-party licensed brands, properties, and other content typically requires that we make minimum guaranteed royalty and other payments to such licensors, and to the extent such payments become impaired, our operating results would be harmed.

In connection with partnerships with celebrities and other licensors of third-party brands, properties and content, we have incurred and expect to continue to incur significant minimum guaranteed royalty and other payments. As of June 30, 2016 we have short-term and long-term prepaid royalty balances totaling $76.0 million. As a result, we may incur increased levels of impairments on such payments if our forecasts for these games are lower than we anticipated at the time we entered into the agreements. For example, in the six months ended June 30, 2016, we impaired $148,000, related to contractual minimum guarantee and other payments primarily related to impairment of minimum guaranteed royalty payments and warrants issued in connection with our James Bond: World of Espionage title. In 2016, we expect that all of the games we release will be based on or otherwise incorporate celebrities and other third-party licensed brands, properties and other content as opposed to our original intellectual property games where we do not incur licensing fees and expenses. As a result, we may be required to take significantly larger impairments in future periods if the games we are developing that have significant contractual minimum guarantee commitments associated with them are not successful, including impairment of a portion of the $10.0 million minimum guaranteed royalty and $5.0 million license fee payments in connection with our Rival Fire title.

If we do not successfully establish and maintain awareness of our brand and games, if we fail to develop high-quality, engaging games that are differentiated from our prior games, if we incur excessive expenses promoting and maintaining our brand or our games or if our games contain defects or objectionable content, our operating results and financial condition could be harmed.

We believe that establishing and maintaining our brand is critical to establishing a direct relationship with players who purchase our products from direct-to-consumer channels and to maintaining our existing relationships with distributors and content licensors, as well as potentially developing new such relationships. Increasing awareness of our brand and recognition of our games is particularly important in connection with our strategic focus of developing games based on our own intellectual property, games based on our celebrity partners and our other game franchises that incorporate third party brands and properties. Our ability to promote the Glu brand and increase recognition of our games depends on our ability to develop high-quality, engaging games, including integrating the level of social and community features appropriate for a game's target audience and partnering with celebrities with fan bases that can support successful mobile games. If consumers, digital storefront owners and branded content owners do not perceive our existing games as high-quality or if we introduce new games that are not favorably received by them, then we may not succeed in building brand recognition and brand loyalty in the marketplace. In addition, globalizing and extending our brand and recognition of our games is costly and involves extensive management time to execute successfully, particularly as we expand our efforts to increase awareness of our brand and games among international consumers. Although we make significant sales and marketing expenditures in connection with the launch of our games, these efforts may not succeed in increasing awareness of our brand or the new games. If we fail to increase and maintain brand awareness and consumer recognition of our games, our potential revenue could be limited, our costs could increase and our business, operating results and financial condition could suffer.

In addition, if a game contains objectionable content, we could experience damage to our reputation and brand. Our games may contain violence or other content that some consumers may find objectionable. For example, Apple has assigned each of our shooter games a 17-and-older rating due to its violence. In addition, Google required us to submit two versions of our Blood & Glory and Contract Killer: Zombies games, one of which did not depict blood. Despite these ratings and precautions, consumers may be offended by some of our game content and children to whom these games are not targeted may choose to play them without parental permission nonetheless. In addition, our employees or employees of outside developers could include hidden features in one our games without our knowledge, which might contain profanity, graphic violence, sexually explicit or otherwise objectionable material. If consumers believe that a game we published contains objectionable content, it could harm our brand, consumers could refuse to download it or demand a refund for any in-app purchases, and could pressure the digital storefront operators to no longer allow us to publish the game on their platforms. Similarly, if any of our games are introduced with defects or have playability issues, we may receive negative user reviews and our brand may be damaged. For example, our Kendall and Kylie title has experienced bugs and other playability issues, particularly for those users who have been playing on certain Android devices, which may have harmed monetization of the game. These issues could be exacerbated if our customer service department does not timely and adequately address issues that our players have encountered with our games.

We have depended on a small number of games for a significant portion of our revenue in recent fiscal periods. If these games do not succeed or we do not release highly successful new games, our revenue would decline.

In the mobile gaming industry, new games are frequently introduced, but a relatively small number of games account for a significant portion of industry sales. Similarly, a significant portion of our revenue comes from a limited number of games, although the games in that group have shifted over time. Our top four titles for the six months ended June 30, 2016, (Kim Kardashian: Hollywood, Cooking Dash 2016, Racing Rivals, and Kendall and Kylie, generated approximately 60.0% of our revenue during the period, while our top four titles for six months ended June 30, 2015 (Kim Kardashian: Hollywood, Racing Rivals, Deer Hunter 2014, and Contract Killer: Sniper), generated approximately 75.2% of our revenue during the period; no other game generated more than 10% of our revenue during the respective periods. In particular, Kim Kardashian: Hollywood, which was launched in June 2014, has accounted for a significant portion of our revenue, having generated 21.7% and 34.9% of our revenue for the six months ended June 30, 2016 and 2015, respectively. However, we expect revenue from our top four titles from the six months ended June 30, 2016 to decline in the remainder of 2016, as we do not expect the measures we are implementing with respect to our evergreen games strategy to begin to take effect for several months. We have limited experience or success with this strategy and may not succeed in implementing or executing on it, which would cause our revenues to decline. In addition, revenue from Kim Kardashian: Hollywood is in part tied to the continued popularity of Kim Kardashian West and her marketing efforts through social media and other channels, and we have little to no control over these matters and they are hard for us to predict. Accordingly, we must continue to launch new games that generate significant revenue to continue to grow revenue in the future, which we have sometimes failed to do. For example, the Katy Perry Pop title we launched in the fourth quarter of 2015 and our Britney Spears: American Dream title that we launched in May 2016 both failed to generate meaningful revenue, and revenue from our Kendall and Kylie title declined significantly from its peak level following global launch in February 2016. In addition, sequels to some of our most successful game franchises have failed to download and monetize at the levels of predecessor versions, and we have experienced disappointing results from several recent games based on film franchises, including our James Bond: World of Espionage game. Failure to differentiate, innovate and otherwise improve our game franchises would lead to revenue declines.

We expect a significant percentage of our product launches for the foreseeable future to be in the celebrity genre, including additional titles featuring female musicians. If these games do not succeed, our operating results and financial condition could be harmed and investors may question the viability of our celebrity product strategy.

We intend to launch games featuring Nicki Minaj and Taylor Swift, and have entered into agreements with additional celebrities to create games featuring their intellectual property. Games featuring celebrities will account for a significant percentage of our overall title releases in 2016, and will also account for a significant portion of our forecasted revenue. We face a number of risks in our ability to successfully develop and monetize games featuring celebrities and may be unable to fully recoup minimum guaranteed royalty payments made to such celebrities through the generation of ongoing revenues from our titles. For example, although Kim Kardashian: Hollywood has been by far the most successful mobile game featuring a celebrity and our Kendall and Kylie game achieved initial success following its worldwide launch in February 2016, we and other game developers have failed to achieve success with games featuring other celebrities, including our Katy Perry Pop and Britney Spears: American Dream titles. Further, we have been unable to sustain the initial success experienced with our Kendall and Kylie game while Britney Spears: American Dream failed to attract a significant user base and downloads from its initial launch, resulting in lower monetization. Accordingly, it is possible that there is something unique about Kim Kardashian West, the nature of her celebrity and the demographics and purchasing power of her fan base that has led to the continued and sustained success of Kim Kardashian: Hollywood that will not be replicable in games featuring other celebrities, particularly musicians. We plan to release additional games featuring female musicians –Nicki Minaj and Taylor Swift – and it is possible that games featuring these celebrities will not be commercially successful in the same manner as our prior games featuring a female musician, Katy Perry Pop and Britney Spears: American Dream. In addition, some of the celebrities with whom we have partnered may have similar fan bases, and any actual overlap in the audiences for our different celebrity games

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could result in market saturation or cannibalization of revenue of our own games. We must also differentiate our various celebrity games in order to ensure our games remain fresh and engaging and to satisfy our celebrity partners. However, differentiating the game engines for our various celebrity titles could lead to increased development costs and potential product launch delays and may result in games that do not monetize as well as Kim Kardashian: Hollywood. If our new celebrity games are not successful, our business and operating results would suffer and investors may question the viability of our celebrity product strategy.

We rely on a combination of our own servers and technology and third party infrastructure to operate our games. If we experience any system or network failures, unexpected technical problems, cyber attacks or any other interruption to our games, it could reduce our sales, increase costs, or result in a loss of revenue or loss of end users of our games.

We rely on digital storefronts and other third-party networks to deliver games to our players and on their or other third parties' billing systems to track and account for our game downloads. We also rely on our own servers and third-party infrastructure to operate our connected games, and our reliance on such third-party infrastructure and our GaaS technology platform will increase as we continue transitioning to becoming a GaaS company. In particular, a significant portion of our game traffic is hosted by Amazon Web Services, which service provides server redundancy and uses multiple locations on various distinct power grids. Amazon may terminate its agreement with us upon 30 days' notice. Amazon experienced a power outage during the second quarter of 2012, which affected the playability of our games for approximately one day. In addition, Amazon effected a large scale maintenance reboot of a portion of its systems during September 2014 to remedy a security flaw, and in September 2015, there was an outage of AWS Dynamo DB that affected our Deer Hunter 2016 game. While none of these events adversely impacted our business, a similar outage of a longer duration could. In addition, the operation of our online-only games that we began releasing in the fourth quarter of 2013 will depend on the continued functionality of our GaaS technology platform. As a result, we could experience unexpected technical problems with regard to the operation of our online-only games, particularly if the number of concurrent users playing our games is significantly more than we anticipate. Any technical problem with, cyber attack on, or loss of access to these third parties' or our systems, servers or other technologies, including the GaaS technology platform, could result in the inability of end users to download or play our games, cause interruption to gameplay, prevent the completion of billing for a game or result in the loss of users' virtual currency or other in-app purchases, interfere with access to some aspects of our games or result in the theft of end-user personal information. For example, in July 2014, users could not play our Kim Kardashian: Hollywood game for about six hours due to a problem with one of our servers, and in November 2014, March 2015 and April 2015, we experienced similar outages with respect to our Racing Rivals game. In addition, at launch in September 2015, our Eternity Warriors 4 title experienced intermittent server issues that left the game temporarily inoperable. More recently, we have experienced technical issues with our Kendall and Kylie title that have caused users to lose their game play data, including accumulated virtual currency and achieved levels. If users are unable to access and play our games for any period of time, if virtual assets are lost, or if users do not receive their purchased virtual currency, we may receive negative publicity and game ratings, we may lose players of our games, we may be required to issue refunds, and we may become subject to regulatory investigation or class action litigation, any of which would negatively affect our business. Any of these problems could require us to incur substantial repair costs, distract management from operating our business and result in a loss of revenue.

Cyber attacks, security breaches, and computer viruses could harm our business, reputation, brand and operating results.

Cyber attacks, security breaches, and computer viruses have occurred on our systems in the past and may occur on our systems in the future. We store sensitive information, including personal information about our employees. In addition, our games involve the storage and transmission of players' personal information in our facilities and on our equipment, networks and corporate systems run by us or managed by third-parties including Apple, Google, and Facebook. Security breaches of our systems or the systems of third-parties on which we rely could expose us to litigation, remediation costs, increased costs for security measures, loss of revenue, damage to our reputation and potential liability. Our player data, corporate systems, third-party systems and security measures may be breached due to the actions of outside parties, employee error, malfeasance, a combination of these, or otherwise, and, as a result, an unauthorized party may obtain access to our data, our employees' data, our players' data or our advertisers' data. In addition, outside parties may attempt to fraudulently induce employees to disclose information in order to gain access to

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our data, our employees' data, our players' data or our advertisers' data. We were the victim of a cyber attack in early November 2014, when an animal rights group took down our main website and user forums, and in January 2016 another cyber attack caused us to take down our user forums for nearly a week. In May 2016, one of our employees fell victim to a spear phishing attack in which the employee uploaded sensitive employee information to a third party website. In October 2013, we were also the victim of a "CryptoLocker" ransomware attack that temporarily prevented our access to sensitive company files. Although these incidents did not result in a material loss of revenue, any future incidents, particularly of longer duration, could damage our brand and reputation and result in a material loss of revenue. Maintaining an international presence in China and elsewhere, we may place ourselves at increased risk of cyber attacks, such as the denial of service attacks that affected Sony Pictures in the fourth quarter of 2014. In addition, as highlighted by recent reports that ISIS terrorists may have used Sony's PlayStation 4 network to plan attacks, the chat and other social features in our games could potentially be used by terrorist organizations or other criminals to communicate or for other nefarious purposes, which could severely damage our brand and reputation. If an actual or perceived security breach occurs, the market perception of the effectiveness of our security measures could be harmed, we could lose players and advertisers, and we could suffer significant legal and financial harm due to such events or in connection with remediation efforts and costs, investigation costs or penalties, litigation, regulatory and enforcement actions, changed security and system protection measures. Any of these actions could have a material and adverse effect on our business, reputation and operating results. In addition, the cost and operational consequences of investigating, remediating, eliminating and putting in place additional information technology tools and devices designed to prevent actual or perceived security breaches, as well as the costs to comply with any notification obligations resulting from such a breach, could have a significant impact on our financial and operating results.

If we fail to maintain and enhance our capabilities for porting games to a broad array of mobile devices, particularly those running the Android operating system, our revenue and financial results could suffer.

We derive the majority of our revenue from the sale of virtual goods within our games for smartphones and tablets that run Apple's iOS or Google's Android operating system. Unlike the Apple ecosystem in which Apple controls both the device (iPhone, iPod Touch and iPad) and the storefront (Apple's App Store), the Android ecosystem is highly fragmented since a large number of OEMs manufacture and sell Android-based devices that run a variety of versions of the Android operating system, and there are many Android-based storefronts in addition to the Google Play Store. For us to sell our games to the widest possible audience of Android users, we must port our games to a significant portion of the more than 1,000 Android-based devices that are commercially available, many of which have different technical requirements. Since the number of Android-based smartphones and tablets shipped worldwide is growing significantly, with more than one billion Android based devices sold worldwide in 2014, it is important that we maintain and enhance our porting capabilities, which could require us to invest considerable resources in this area. These additional costs could harm our business, operating results and financial condition. In addition, we must continue to increase the efficiency of our porting processes or it may take us longer to port games to an equivalent number of devices, which would negatively impact our margins. If we fail to maintain or enhance our porting capabilities, our revenue and financial results could suffer. For example, the technical issues we have experienced with our Kendall and Kylie title appear to be more pronounced on certain Android devices, and this may have harmed the revenue we are able to generate from users on Android devices.

We use a game development engine licensed from Unity Technologies to create many of our games. If we experience any prolonged technical issues with this engine or if we lose access to this engine for any reason, it could delay our game development efforts and cause our financial results to fall below expectations for a quarterly or annual period, which would likely cause our stock price to decline.

We use a game development engine licensed from Unity Technologies to create many of our games, and we expect to continue to use this engine for the foreseeable future. Because we do not own this engine, we do not control its operation or maintenance nor do we control how the engine is updated or upgraded. As a result, any prolonged technical issues with this engine might not be resolved quickly, despite the fact that we have contractual service level commitments from Unity. In addition, to the extent that we require any functionality that is not offered by Unity, as was the case when Apple initially announced its 64-bit requirement, we are dependent on Unity to update or upgrade its engine to offer such functionality. Furthermore, although Unity cannot terminate our agreement absent an uncured material breach of the agreement by us, we could lose access to this engine under certain circumstances, such as a natural disaster that impacts

Unity or a bankruptcy event. If we experience any prolonged issues with the operation of the Unity game development engine, if the Unity game development engine does not offer the functionality we require or if we lose access to this engine for any reason, it could delay our game development efforts and cause us to not meet revenue expectations for a quarterly or annual period, which would likely cause our stock price to decline. For example, in the first quarter of 2016, we were unable to implement a significant update to our Racing Rivals title due to programming bugs in the Unity game development engine, which update we believe could have helped to increase revenue for that title during the quarter. Further, if one of our competitors acquired Unity, the acquiring company would be less likely to renew our agreement, which could impact our game development efforts in the future, particularly with respect to sequels to games that were created on the Unity engine.

We derive a significant portion of our revenue from advertisements and offers that are incorporated into our free-to-play games through relationships with third parties. If we lose the ability to provide these advertisements and offers for any reason, or if any events occur that negatively impact the revenue we receive from these sources, it would negatively impact our operating results.

We derive revenue from our free-to-play games through in-app purchases, advertisements and offers. We incorporate advertisements and offers into our games by implementing third parties' software development kits. We rely on these third parties to provide us with a sufficient inventory of advertisements and offers to meet the demand of our user base. If we exhaust the available inventory of these third parties, it will negatively impact our revenue. If our relationship with any of these third parties terminates for any reason, or if the commercial terms of our relationships do not continue to be renewed on favorable terms, we would need to locate and implement other third party solutions, which could negatively impact our revenue, at least in the short term. Furthermore, the revenue that we derive from advertisements and offers is subject to seasonality, as companies' advertising budgets are generally highest during the fourth quarter and decline significantly in the first quarter of the following year, which negatively impacts our revenue in the first quarter (and conversely significantly increases our marketing expenses in the fourth quarter).

In addition, the actions of the storefront operators can also negatively impact the revenue that we generate from advertisements and offers. For example, in the second quarter of 2011, Apple began prohibiting virtual currency-incented advertising offers in games that directed users to download other applications from the Apple App Store in order to complete the offer. These offers accounted for approximately one-third of our revenue during the three months ended September 30, 2011, and our inability to use such offers has negatively impacted our revenue. In addition, during the second quarter of 2014, there were reports that Apple was considering prohibiting certain types of virtual currency-incented video advertising in games that promoted other applications available on the Apple App Store. These incented video advertisements generate a meaningful percentage of our overall revenue, and any prohibition of these advertisements would have had a negative impact on our revenue. Any similar changes in the future that impact our revenue that we generate from advertisements and offers could materially harm our business.

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We may not, or may be unable to, renew our existing celebrity, brand and other content licenses when they expire and may not choose to obtain additional licenses or be able to obtain new licenses on favorable terms, which could negatively impact our revenue if we fail to replace such revenue with revenue from games based on our own intellectual property.

Although we generated 93.3% of our revenue from games based on our own intellectual property during 2013, that percentage declined to 62.7% in 2014, 41.5% in 2015 and was 43.1% in the first six months of 2016, largely due to the success of Kim Kardashian: Hollywood and, to a lesser extent, Kendall and Kylie, Racing Rivals, and the Tap Sports Baseball franchise. We expect our revenue derived from games based on or substantially incorporating third-party intellectual property to increase further in 2016, as we expect to continue to derive significant revenue from Kim Kardashian: Hollywood, Kendall and Kylie, Racing Rivals, Tap Sports Baseball 2016, and Gordon Ramsay DASH, and as all of the titles we plan to release in the remainder of 2016 will feature or otherwise leverage celebrities or other third-party licensed brands, properties or other content. Certain of our licenses expire at various times during the next several years, and we may be unable to renew these licenses on terms favorable to us or at all, and we may have difficulties obtaining licenses from new celebrities on terms acceptable to us, if at all. In addition, these licensors could decide to license to our competitors or develop and publish their own mobile games, competing with us in the marketplace. Failure to maintain or renew our existing licenses or to obtain additional licenses would prevent us from continuing to offer our current licensed games and introducing new mobile games based on such licensed content, which could harm our business, operating results and financial condition.

We publish games developed by third parties, which exposes us to a number of potential operational and legal risks.

Publishing games developed by third parties exposes us to a number of potential operational and legal risks. For example, we may be required to provide third party developers with upfront license fees or non-recoupable minimum guaranteed royalties in order to obtain the rights to publish their games, and we may incur significant costs marketing these games after they have been commercially launched. For example, we agreed to pay a significant license fee and minimum guaranteed royalty payment to an affiliate of Tencent Holdings Limited, or Tencent, to license and publish Tencent's WeFire game in the United States and international markets outside of Asia under the title Rival Fire. Third-party games that we license and publish may not be commercially successful, particularly if they fail to appeal to Western audiences, and may not generate the amount of revenues necessary for us to fully recoup minimum guaranteed royalty and license fee payments. We and other mobile gaming companies have failed in the past to achieve commercial success in bringing successful games developed and launched in Asia to Western markets, and we may similarly fail to achieve commercial success with respect to our efforts relating to publishing Rival Fire. In addition, if any of the games created by third party developers with which we work infringe intellectual property owned by others, or otherwise violate any third party's rights or any applicable laws and regulations, such as laws with respect to data collection and privacy, we would be exposed to potential legal risks by publishing these games.

Our business and growth may suffer if we are unable to hire and retain key personnel.

Our future success will depend, to a significant extent, on our ability to retain and motivate our key personnel, namely our management team, particularly Niccolo de Masi, our President and Chief Executive Officer, as well as experienced game development personnel. In addition, to grow our business, execute on our business strategy and replace departing employees, we must identify, hire and retain qualified personnel, particularly additional game development teams to support our new product launches and monetization, live operations, server technology, user experience and product management personnel to support our continued transition to becoming a GaaS company and building the premier celebrity gaming platform. The gaming and technology industries are also traditionally male dominated, so it may be difficult for us to recruit and retain talented female personnel who may be needed to help us optimize our games that are targeted to a more female-focused audience, including much of our celebrity gaming platform. Recent stock price declines and headcount reductions may make it more difficult for us to attract and retain top talent. Competition for qualified management, game development and other staff is intense, particularly in the San Francisco Bay Area where we are headquartered. In addition, attracting and retaining qualified personnel may be particularly difficult for us if our stock price continues to decline or remains at current levels, since individuals may elect to seek employment with other companies that they believe have better long-term prospects or that present better opportunities for earning equity-based compensation. Competitors have in the past and may in the future attempt to recruit our employees, and our management and key employees are not bound by agreements that could prevent them from terminating their employment at any time. As we continue to develop expertise in free-to-play mobile gaming, operating a GaaS company, monetization and developing social and community features in particular, our competitors may increasingly seek to recruit our employees, particularly from our development studios. In addition, we do not maintain a key-person life insurance policy on any of our officers. Our business and growth may suffer if we are unable to hire and retain key personnel.

Any restructuring actions and cost reduction initiatives that we undertake may not deliver the results we expect, and these actions may adversely affect our business.

We have implemented a number of restructurings during the last several years in which we implemented certain restructuring actions and cost reduction initiatives to streamline operations and improve cost efficiencies. Our most recent restructurings included reductions in personnel in Beijing, China, Bellevue, Washington, San Mateo, California and Long Beach, California. We plan to continue to manage costs to better and more efficiently manage our business. This most recent restructuring plan and other such efforts could result in disruptions to our operations and adversely affect our business. In addition, we cannot be sure that the cost reduction and streamlining initiatives will be as successful in reducing our overall expenses as we expect or that additional costs will not offset any such reductions or streamlining. If our operating costs are higher than we expect or if we do not maintain adequate control of our costs and expenses, our operating results will suffer.

We may not realize the benefits expected through our strategic relationship with Tencent and other aspects of the relationship could have adverse effects on our business.

In April 2015, we entered into a strategic relationship with Tencent Holdings Limited, or Tencent, a leading Internet company in China and arguably the world's largest gaming company. Tencent, through a controlled affiliate, agreed to invest $126.0 million in exchange for approximately 16.3% of our total outstanding common stock on a post-transaction basis. In November 2015, we entered into an agreement with Tencent to license and publish its game, WeFire, in the United States and international markets outside of Asia under the name Rival Fire. Our agreement to publish Rival Fire may not be successful, particularly given the license fees and royalties we will be required to pay under the agreement. In addition, we may not succeed in entering into any other agreements or operating partnerships with Tencent in the future. Even if we do enter into additional operational partnerships, it could take months to years to fully realize the benefits of such partnerships and, to the extent such agreements involve publishing our games in China, some of our platform partners in China and other parts of Asia may view such a partnership negatively, and in fact, some partners in China may already view the fact that Tencent is a significant investor in us negatively, and we may find it more difficult to obtain featuring of our games from such partners in China going forward.

Tencent, through its controlled affiliates, held approximately 21.2% of the aggregate voting power of our common stock as of June 30, 2016, and could acquire up to 25.0% of the voting power through open-market purchases of our common stock. While Tencent has agreed to cause these shares to be voted with the majority recommendation of the independent members of our board of directors on most matters, Tencent could have considerable influence over matters such as approving a potential acquisition of us. Tencent was also granted the right to designate a member of our board of directors, initially appointing Tencent Senior Vice President, Steven Ma, and Mr. Ma or any future Tencent designee could have an actual or apparent conflict of interest in such matters. Tencent's investment in and position with us could also discourage others from pursuing any potential acquisition of us, which could have the effect of depriving the holders of our common stock of the opportunity to sell their shares at a premium over the prevailing market price.

Our reported financial results could be adversely affected by changes in financial accounting standards or by the application of existing or future accounting standards to our business as it evolves.

Our reported financial results are impacted by the accounting policies promulgated by the SEC and accounting standards bodies and the methods, estimates and judgments that we use in applying our accounting policies. Due to recent economic events, the frequency of accounting policy changes may accelerate, including conversion to unified international accounting standards. Policies affecting revenue recognition have affected, and could further significantly affect, the way we account for revenue. For example, the accounting for revenue derived from smartphone platforms

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and free-to-play games, particularly with regard to revenue generated from online digital storefronts, is still evolving and, in some cases, uncertain. In particular, we were required to file an amendment to our Annual Report on Form 10-K for the year ended December 31, 2012 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 to restate or revise the financial statements contained in those reports (including for the year ended December 31, 2011) because we did not correctly apply the applicable revenue recognition accounting guidance relating to our smartphone revenue. While we believe that we are now correctly accounting for our smartphone revenue, this is an area that continues to involve significant discussion among accounting professionals and which is not completely settled. It is possible that the relative application, interpretation and weighting of the factors that relate to whether we should be considered the principal in the sales transaction of games sold through digital storefronts may evolve, and we may in the future conclude that our new accounting policy for smartphone revenue, as reflected in the restated financial statements, is incorrect, which could result in another restatement of affected financial statements. In addition, we currently defer revenue related to virtual goods and currency over the average playing period of paying users, which approximates the estimated weighted average useful life of the transaction. While we believe our estimates are reasonable based on available game player information, we may revise such estimates in the future as our games' operation periods change. Any adjustments arising from changes in the estimates of the lives of these virtual items would be applied to the current quarter and prospectively on the basis that such changes are caused by new information indicating a change in the game player behavior patterns of our paying users. Any changes in our estimates of useful lives of these virtual items may result in our revenue being recognized on a basis different from prior periods' and may cause our operating results to fluctuate. As we enhance, expand and diversify our business and product offerings, the application of existing or future financial accounting standards, particularly those relating to the way we account for our smartphone revenue, could have a significant adverse effect on our reported results although not necessarily on our cash flows.

If we are unable to maintain effective internal control over financial reporting, the accuracy and timeliness of our financial reporting may be adversely affected.

Maintaining effective internal control over financial reporting is necessary for us to produce reliable financial statements. In connection with the restatement of our financial statements in our Annual Report on Form 10-K for the year ended December 31, 2012 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, management, including our Chief Executive Officer and Chief Financial Officer, reassessed the effectiveness of our internal control over financial reporting as of December 31, 2012. Based on this reassessment using the guidelines established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in 1992, management had concluded that we did not maintain effective internal control over financial reporting as of December 31, 2012 because of a material weakness related to the application of revenue accounting guidance to our smartphone revenue for sales through digital storefronts. This control deficiency resulted in the misstatement of our revenue and cost of revenue, including gross margin percentages, and the related balance sheet accounts and financial disclosures for the years ended December 31, 2011 and 2012 (and the restatement of unaudited interim condensed consolidated financial statements for the quarters ended March 31, June 30, and September 30 for such years). Although we have remediated this material weakness, if we are otherwise unable to maintain adequate internal controls for financial reporting, or if our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal controls as required pursuant to the Sarbanes-Oxley Act, it could result in another material misstatement of our financial statements that would require a restatement, investor confidence in the accuracy and timeliness of our financial reports may be impacted or the market price of our common stock could be negatively impacted.

Conversion of key internal systems and processes, particularly our ERP system, and problems with the design or implementation of these systems and processes could interfere with, and therefore harm, our business and operations.

We have underway a multi-phase project to convert certain key internal systems and processes, including our enterprise resource planning, or ERP, system to a cloud based system. Since April 2016, we have been preparing to implement major changes to our ERP system, which activities we expect to continue into 2017. In connection with the transfer to our new ERP system in the third quarter of 2016, we have scheduled a shutdown of certain of our legacy ERP systems in the third quarter of 2016, which may impact our processes in the third and fourth quarters of 2016. We are still early in the process of transitioning to our new ERP system and may need to resolve issues that arise in connection with this transition. We have invested, and will continue to invest, significant capital and human resources in the design and implementation of

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these systems and processes. Any problems, disruptions, delays or other issues in the design and implementation of the new systems or processes, particularly any that impact our operations, could adversely affect our ability to process payments, record and transfer information in a timely and accurate manner, recognize revenue, file SEC reports in a timely manner, or otherwise run our business. Even if we do not encounter these adverse effects, as noted above, the design and implementation of these new systems and processes may be much more costly than we anticipated and in the event of lengthy project delays, we may experience issues with retention of the implementation team. If we are unable to successfully design and implement these new systems and processes as planned, or if the implementation of these systems and processes is more lengthy or costly than anticipated, our business, financial condition, and results of operations could be negatively impacted.

Our business will suffer if our acquisition and strategic investment activities are unsuccessful or disrupt our ongoing business, which may involve increased expenses and may present risks not contemplated at the time of the transactions.

We have acquired and invested in, and may continue to acquire and invest in, companies, products and technologies that complement our strategic direction. Acquisitions and investments involve significant risks and uncertainties, including:

- diversion of management’s time and a shift of focus from operating the business to issues related to negotiation of acquisition or investment terms, integration and administration;
- our ability to successfully integrate acquired technologies and operations into our business and maintain uniform standards, controls, policies and procedures;
- significant competition from other acquirors and investors as the gaming industry consolidates and challenges in offering attractive consideration given the volatility of our stock price and potential difficulties in obtaining alternative financing;
- challenges retaining the key employees, customers and other business partners of the acquired or investee business;
- our ability to realize synergies expected to result from an acquisition or strategic investment;
- an impairment of acquired goodwill and other intangible assets or investments in future periods would result in a charge to earnings in the period in which the write-down occurs, such as the case with the charge we took in the second quarter of 2016 for our investments in Plain Vanilla;
- the internal control environment of an acquired or investee entity may not be consistent with our standards and may require significant time and resources to improve;
- in the case of foreign acquisitions or strategic investments, the need to integrate operations across different cultures and languages and to address the particular economic, currency, political and regulatory risks associated with specific countries;
- liability for activities of the acquired or investee companies before the acquisition or investment, including violations of laws, rules and regulations, commercial disputes, tax liabilities, accounting standards and other known and unknown liabilities;
- harm to our brand and reputation; and
- harm to our existing business relationships with business partners and advertisers as a result of the acquisition.

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In addition, if we issue equity securities as consideration in an acquisition or strategic investment, as we did for our acquisitions of Griptonite, Inc., Blammo Games Inc., GameSpy Industries, Inc., PlayFirst, Inc. and Cie Games, Inc., our current stockholders' percentage ownership and earnings per share would be diluted. Because acquisitions and strategic investments are inherently risky, our transactions may not be successful and may, in some cases, harm our operating results or financial condition.

Changes in foreign exchange rates and limitations on the convertibility of foreign currencies could adversely affect our business and operating results.

We currently transact business in more than 100 countries and in dozens of different currencies, with Pounds Sterling, Euros and Chinese Renminbi being the primary international currencies in which we transact business. Conducting business in currencies other than U.S. Dollars subjects us to fluctuations in currency exchange rates that could have a negative impact on our reported operating results. We experienced significant fluctuations in currency exchange rates in 2015 and the first three months of 2016, and expect to experience continued significant fluctuations in the future. We incur expenses for employee compensation and other operating expenses at our non-U.S. locations in the local currency, and an increasing percentage of our international revenue is from customers who pay us in currencies other than the U.S. Dollar. Fluctuations in the exchange rates between the U.S. Dollar and those other currencies could result in the U.S. Dollar equivalent of these expenses being higher and/or the U.S. Dollar equivalent of the foreign-denominated revenue being lower than would be the case if exchange rates were stable. This could negatively impact our operating results. Conversely, the current economic crisis in Russia has led to a significant devaluation of the Ruble compared to the U.S. Dollar, which has reduced the effective salaries of our employees in our Moscow studio. As a result, we may be at risk of losing key employees to competitors who are willing to offer higher effective wages. To date, we have not engaged in exchange rate hedging activities, and we do not expect to do so in the foreseeable future.

We face additional risk if a currency is not freely or actively traded. Some currencies, such as the Chinese Renminbi in which our Chinese operations principally transact business, are subject to limitations on conversion into other currencies, which can limit our ability to react to rapid foreign currency devaluations and to repatriate funds to the United States should we require additional working capital.

We face added business, political, regulatory, operational, financial and economic risks as a result of our international operations and distribution, any of which could increase our costs and adversely affect our operating results.

International sales represented approximately 26.9% and 35.0% of our revenue during the six months ended June 30, 2016 and 2015, respectively. To target international markets, we develop games that are customized for consumers in those markets. We have international offices located in a number of foreign countries including Canada, China, India, Japan, and Russia. We expect to increase our international presence (including to the extent we elect to exercise our call option to acquire Icelandic game developer, Plain Vanilla Corp.), and we expect international sales will continue to be an important component of our revenue, particularly in APAC markets. Risks affecting our international operations include:

- our ability to develop games that appeal to the tastes and preferences of consumers in international markets;
- difficulties developing, staffing, and simultaneously managing a large number of varying foreign operations as a result of distance, language, and cultural differences;
- multiple and conflicting laws and regulations, including complications due to unexpected changes in these laws and regulations;
- our ability to develop, customize and localize games that appeal to the tastes and preferences of consumers in international markets;
- competition from local game developers that have significant market share in certain foreign markets and

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a better understanding of local consumer preferences;
- potential violations of the Foreign Corrupt Practices Act and local laws prohibiting improper payments to government officials or representatives of commercial partners;
- regulations that could potentially affect the content of our products and their distribution, particularly in China where multiple governmental bodies must review and approve of any gaming application before it may be published;
- foreign exchange controls that might prevent us from repatriating income earned in countries outside the United States, particularly China;
- potential adverse foreign tax consequences, since due to our international operations, we must pay income tax in numerous foreign jurisdictions with complex and evolving tax laws;
- political, economic and social instability, including the ongoing hostilities in Syria and the Crimea region and, in particular, the economic crisis in Russia, which could potentially negatively impact us given that we have a development studio in Moscow;
- restrictions on the export or import of technology;
- trade and tariff restrictions and variations in tariffs, quotas, taxes and other market barriers; and
- difficulties in enforcing intellectual property rights in certain countries.

These risks could harm our international operations, which, in turn, could materially and adversely affect our business, operating results and financial condition. In particular, we have over 100 employees located at our development studio in Moscow, Russia. The current economic crisis in Russia, including the destabilization of the Ruble, could lead to unstable political conditions, civil unrest or other developments that could materially affect our business, including through distractions and potential hardships to our Russian employees, restrictions on our ability to fund our Russian operations, and other difficulties that could cause delays to our game launches or even the cancellation of a game release and otherwise affect our ability to update and maintain games previously released from our Moscow studio.

If we fail to deliver our games at the same time as new mobile devices are commercially introduced, our revenue may suffer.

Our business depends, in part, on the commercial introduction of new mobile devices with enhanced features, including larger, higher resolution color screens, improved audio quality, and greater processing power, memory, battery life and storage. For example, the introduction of new and more powerful versions of Apple's iPhone and iPad and devices based on Google's Android operating system, have helped drive the growth of the mobile games market. In addition, consumers generally purchase the majority of content, such as our games, for a new device within a few months of purchasing it. We do not control the timing of these device launches. The mobile games market could also be disrupted by new technologies, such as the introduction of next generation virtual reality devices. Some manufacturers give us access to their new devices prior to commercial release. If one or more major manufacturers were to stop providing us access to new device models prior to commercial release, we might be unable to introduce games that are compatible with the new device when the device is first commercially released, and we might be unable to make compatible games for a substantial period following the device release. If we do not adequately build into our title plan the demand for games for a particular mobile device or experience game launch delays, we miss the opportunity to sell games when new mobile devices are shipped or our end users upgrade to a new mobile device, our revenue would likely decline and our business, operating results and financial condition would likely suffer.

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If the use of smartphones and tablet devices as game platforms and the proliferation of mobile devices generally do not increase, our business could be adversely affected.

While the number of people using mobile Internet-enabled devices, such as smartphones and tablet devices, has increased dramatically in the past few years, the mobile market, particularly the market for mobile games, is still emerging, and it may not grow as we anticipate. Our future success is substantially dependent upon the continued growth of use of mobile devices for games, as opposed to social media applications or other uses. The proliferation of mobile devices may not continue to develop at historical rates and consumers may not continue to use mobile Internet-enabled devices as platforms for games. We believe that historic rates of adoption and download of new applications in the United States will not continue to rise, and will instead decline, as the U.S. mobile application market enters a mature state. In addition, new and emerging technologies could make the mobile devices on which our games are currently released obsolete, requiring us to transition our business model to develop games for other next-generation platforms.

Our business is subject to increasing governmental regulation. If we do not successfully respond to these regulations, our business may suffer.

We are subject to a number of domestic and foreign laws and regulations that affect our business. Not only are these laws constantly evolving, which could result in their being interpreted in ways that could harm our business, but legislation is also continually being introduced that may affect both the content of our products and their distribution. In the United States, for example, numerous federal and state laws have been introduced which attempt to restrict the content or distribution of games. Legislation has been adopted in several states, and proposed at the federal level, that prohibits the sale of certain games to minors. If such legislation is adopted, it could harm our business by limiting the games we are able to offer to our customers or by limiting the size of the potential market for our games. We may also be required to modify certain games or alter our marketing strategies to comply with new and possibly inconsistent regulations, which could be costly or delay the release of our games. For example, the United Kingdom's Office of Fair Trading issued new principles in January 2014 relating to in-app purchases in free-to-play games that are directed towards children 16 and under, which principles became effective in April 2014. In addition, in response to a request made by the European Commission, Google no longer labels free-to-play games as free in European Union countries. Similarly, in the fourth quarter of 2014, Apple changed its label for free-to-download applications from "FREE" to "GET" in the Apple App Store. The FTC has also indicated that it intends to review issues related to in-app purchases, particularly with respect to games that are marketed primarily to minors; the FTC reached settlement agreements with Apple and Google on this subject and recently won a lawsuit against Amazon on this subject. If the FTC issues rules significantly restricting or even prohibiting in-app purchases, it would significantly impact our business strategy. In addition, two self-regulatory bodies in the United States (the Entertainment Software Rating Board) and in the European Union (Pan European Game Information (PEGI)) provide consumers with rating information on various products such as entertainment software similar to our products based on the content (for example, violence, sexually explicit content, language). Furthermore, the Chinese government has adopted measures designed to eliminate violent or obscene content in games. In response to these measures, some Chinese telecommunications operators have suspended billing their customers for certain mobile gaming platform services, including those services that do not contain offensive or unauthorized content, which could negatively impact our revenue in China. Any one or more of these factors could harm our business by limiting the products we are able to offer to our customers, by limiting the size of the potential market for our products, or by requiring costly additional differentiation between products for different territories to address varying regulations.

Furthermore, the growth and development of free-to-play gaming and the sale of virtual goods may prompt calls for more stringent consumer protection laws that may impose additional burdens on companies such as ours. We anticipate that scrutiny and regulation of our industry will increase and that we will be required to devote legal and other resources to addressing such regulation. For example, existing laws or new laws regarding the regulation of currency and banking institutions may be interpreted to cover virtual currency or goods. If that were to occur we may be required to seek licenses, authorizations or approvals from relevant regulators, the granting of which may depend on us meeting certain capital and other requirements and we may be subject to additional regulation and oversight, all of which could significantly increase our operating costs. Changes in current laws or regulations or the imposition of new laws and regulations in the United States or elsewhere regarding these activities may dampen the growth of free-to-play gaming and impair our business.

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We sometimes offer our players various types of sweepstakes, giveaways and promotional opportunities, and launched a version of our Frontline Commando: D-Day game utilizing the Skillz technology platform that allows players to compete against each other in tournaments for cash prizes. We have also in the past through a partnership with Probability PLC offered a suite of Glu branded mobile slots games in the United Kingdom and might continue to explore opportunities with respect to real money gambling. We are subject to laws in a number of jurisdictions concerning the operation and offering of such activities and games, many of which are still evolving and could be interpreted in ways that could harm our business. Any court ruling or other governmental action that imposes liability on providers of online services could result in criminal or civil liability and could harm our business.

In addition, because our services are available worldwide, certain foreign jurisdictions and others may claim that we are required to comply with their laws, including in jurisdictions where we have no local entity, employees or infrastructure.

The laws and regulations concerning data privacy and data security are continually evolving, and our actual or perceived failure to comply with these laws and regulations could harm our business.

We are subject to federal, state and foreign laws regarding privacy and the protection of the information that we collect regarding our users, which laws are currently in a state of flux and likely to remain so for the foreseeable future. The U.S. government, including the FTC and the Department of Commerce, is continuing to review the need for greater regulation over collecting information concerning consumer behavior on the Internet and on mobile devices. For example, in December 2012, the FTC adopted amendments to the Children's Online Privacy Protection Act to strengthen privacy protections for children under age 13, which amendments became effective in July 2013. In addition, the European Union has proposed reforms to its existing data protection legal framework. In addition, in October 2015, the Court of Justice of the European Union issued a ruling striking down the longstanding Safe Harbor agreement between the United States and the European Union, which in July 2016 was replaced by the Privacy Shield. Various government and consumer agencies have also called for new regulation and changes in industry practices. For example, in February 2012, the California Attorney General announced a deal with Amazon, Apple, Google, Hewlett-Packard, Microsoft and Research in Motion to strengthen privacy protection for users that download third-party apps to smartphones and tablet devices. Additionally, in January 2014, the FTC announced a settlement with Apple related to in-app purchases made by minors. In April 2016, the FTC was also successful in a lawsuit against Amazon, with a Federal District Court granting summary judgment in favor of the FTC, finding Amazon liable for unfairly billing consumers for unauthorized in-app purchases by minors. In response to developments in the interpretation and understanding of regulations such as these and guidance and inquiries from the California Attorney General, we released updates to our My Dragon and Deer Hunter Reloaded games and made changes to our games in development to make our privacy policy readily accessible to players of these games as required by the California Online Privacy Protection Act. If we do not follow existing laws and regulations, as well as the rules of the smartphone platform operators, with respect to privacy-related matters, or if consumers raise any concerns about our privacy practices, even if unfounded, it could damage our reputation and operating results.

All of our games are subject to our privacy policy and our terms of service located on our corporate website. If we fail to comply with our posted privacy policy, terms of service or privacy-related laws and regulations, including with respect to the information we collect from users of our games, it could result in proceedings against us by governmental authorities or others, which could harm our business. In addition, interpreting and applying data protection laws to the mobile gaming industry is often unclear. These laws may be interpreted and applied in conflicting ways from state to state, country to country, or region to region, and in a manner that is not consistent with our current data protection practices. Complying with these varying requirements could cause us to incur additional costs and change our business practices. Further, if we fail to adequately protect our users' privacy and data, it could result in a loss of player confidence in our services and ultimately in a loss of users, which could adversely affect our business.

In the area of information security and data protection, many states have passed laws requiring notification to users when there is a security breach for personal data, such as the 2002 amendment to California's Information Practices Act, or requiring the adoption of minimum information security standards that are often vaguely defined and difficult to implement. Costs to comply with these laws may increase as a result of changes in interpretation. Furthermore, any failure on our part to comply with these laws may subject us to significant liabilities. The security measures we have in

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place to protect our data and the personal information of our employees, customers and partners could be breached due to cyber-attacks initiated by third party hackers, employee error or malfeasance, fraudulent inducement of our employees to disclose sensitive information or otherwise. Because the techniques used to obtain unauthorized access, disable or degrade service or sabotage systems change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. Any breach or unauthorized access could materially interfere with our operations or our ability to offer our services or result in significant legal and financial exposure, damage to our reputation and a loss of confidence in the security of our data, which could have an adverse effect on our business and operating results.

Our stock price has fluctuated and declined significantly since our initial public offering in March 2007, and may continue to fluctuate, may not rise and may decline further.

The trading price of our common stock has fluctuated in the past and is expected to continue to fluctuate in the future, as a result of a number of factors, many of which are outside our control, such as changes in the operating performance and stock market valuations of other technology companies generally, or those in our industry in particular, such as Electronic Arts and Zynga. We also experience stock price volatility as investors monitor the performance of our games through third-party tools, such as App Annie, the Apple App Store's "Top Grossing" rankings and other measurements of the performance of our games.

In addition, The NASDAQ Global Market on which our common stock is listed has recently and in the past experienced extreme price and volume fluctuations that have affected the market prices of many companies, some of which appear to be unrelated or disproportionate to their operating performance. These broad market fluctuations could adversely affect the market price of our common stock. In the past, following periods of volatility in the market price of a particular company's securities, securities class action litigation has often been brought against that company. Securities class action litigation against us could result in substantial costs and divert our management's attention and resources.

If we do not adequately protect our intellectual property rights, it may be possible for third parties to obtain and improperly use our intellectual property and our business and operating results may be harmed.

Our intellectual property is essential to our business. We rely on a combination of patent, copyright, trademark, trade secret and other intellectual property laws and contractual restrictions on disclosure to protect our intellectual property rights. To date, we have only four issued U.S. patents (including a corresponding Patent Cooperation Treaty (PCT) international patent for three of the four U.S. patents) and only seven U.S. patent applications currently outstanding, including one that we inherited through acquisitions (and we have four corresponding PCT international patent applications), so we will not be able to protect the majority of our technologies from independent invention by third parties. In addition, we have filed foreign patent applications on three of our eight U.S. patent applications and one of the issued U.S. patents, and an additional foreign patent application for our one of our issued U.S. patents. Despite our efforts to protect our intellectual property rights, unauthorized parties may attempt to copy or otherwise to obtain and use our technology and games, and some parties have distributed "jail broken" versions of our games where all of the content has been unlocked and made available for free. Further, some of our competitors have released games that are nearly identical to successful games released by their competitors in an effort to confuse the market and divert users from the competitor's game to the copycat game. We believe that these tactics were employed by Hothead Games in their game Kill Shot, which we believed infringed certain Glu copyrights and trade dress contained in our Deer Hunter 2014 game. We initiated litigation against Hothead Games in November 2014, and we entered into a settlement agreement with Hothead in August 2015 in which Hothead agreed to make payments to us, including ongoing payments, and we agreed to allow Hothead to continue to publish the Kill Shot game. To the extent competitors continue to copy our games, it could reduce the amount of revenue we are able to generate from any infringed games. Monitoring unauthorized use of our games is difficult and costly, and we cannot be certain that the steps we have taken will prevent piracy and other unauthorized distribution and use of our technology and games, particularly in certain international jurisdictions, such as China, where the laws may not protect our intellectual property rights as fully as in the United States. In the future, we may institute additional litigation to enforce our intellectual property rights, which could result in substantial costs and divert our management’s attention and our resources.

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In addition, although we require our third-party developers to sign agreements not to disclose or improperly use our trade secrets, to acknowledge that all inventions, trade secrets, works of authorship, developments and other processes generated by them on our behalf are our property and to assign to us any ownership they may have in those works, it may still be possible for third parties to obtain and improperly use our intellectual properties without our consent. This could harm our brand, business, operating results and financial condition.

We may become involved in intellectual property disputes, which may disrupt our business and require us to pay significant damage awards.

Third parties may sue us for intellectual property infringement, or initiate proceedings to invalidate our intellectual property, which, if successful, could disrupt our business, cause us to pay significant damage awards or require us to pay licensing fees. For example, on August 20, 2014, Inventor Holdings, LLC, a Delaware limited liability company, filed a complaint in the U.S. District Court for the District of Delaware alleging that we were infringing one of its patents and seeking unspecified damages, including interest, costs, expenses and an accounting of all infringing acts, attorneys' fees and such other costs as the Court deems just and proper. In September 2015, the Court granted our motion to dismiss the case brought by Inventor Holdings. In addition, in November 2014, Telinit Technologies, LLC, a Texas company, filed a complaint in the U.S. District Court for the Eastern District of Texas, Marshall Division, alleging that we were infringing one of its patents and seeking unspecified damages, attorneys' fees and costs. We settled the dispute with Telinit for an immaterial amount in January 2015. Finally, in November 2015, Just Games Interactive LLC (d/b/a Kung Fu Factory, f/k/a Tiny Fun Studios) ("Just Games") filed a complaint against us and Kristen Jenner (f/k/a Kris Kardashian) in the U.S. District Court for the Central District of California. The complaint alleged direct copyright infringement against us and seeking at least $10.0 million in damages as well as other relief, including costs, permanent and temporary injunctive relief, an accounting of profits, a constructive trust and such other costs the Court deemed just and proper. We filed a motion to dismiss the complaint on January 27, 2016. On February 1, 2016, Just Games filed a voluntary motion to dismiss their case against us without prejudice. Despite our prior successes in defending against such claims, claims against us in the future could result in our being enjoined from using our intellectual property or licensed intellectual property, and we might incur significant licensing fees and could be forced to develop alternative technologies. We may also be required to pay penalties, judgments, royalties or significant settlement costs. If we fail or are unable to develop non-infringing technology or games or to license the infringed or similar technology or games on a timely basis, we may be forced to withdraw games from the market or be prevented from introducing new games. We might also incur substantial expenses in defending against third-party claims, regardless of their merit.

In addition, we use open source software in some of our games and expect to continue to use open source software in the future. We may face claims from companies that incorporate open source software into their products, claiming ownership of, or demanding release of, the source code, the open source software and/or derivative works that were developed using such software, or otherwise seeking to enforce the terms of the applicable open source license. These claims could also result in litigation, require us to purchase a costly license or require us to devote additional research and development resources to change our games, any of which would have a negative effect on our business and operating results.

We may become a party to litigation and regulatory inquiries, which could result in an unfavorable outcome and have an adverse effect on our business, financial condition, results of operation and cash flows.

We may become subject to various legal proceedings, claims and regulatory inquiries that arise out of the ordinary conduct of our business and are not yet resolved and additional claims and inquiries may arise in the future. In addition, events may occur that give rise to a potential risk of litigation. The number and significance of regulatory inquiries have increased as our business has grown and evolved. Any proceedings, claims or inquiries initiated by or against us, whether successful or not, may be time consuming; result in costly litigation, damage awards, consent decrees, injunctive relief or increased costs of doing business, require us to change our business practices or products, require significant amounts of management time, result in diversion of significant operations resources or otherwise harm our business and future financial results.

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"Cheating" programs, scam offers, black-markets and other offerings or actions by unrelated third parties that seek to exploit our games and players affect the game-playing experience and may lead players to stop playing our games or divert revenue to unrelated third parties.

Unrelated third parties have developed, and may continue to develop, "cheating" programs, scam offers, black-markets and other offerings that may decrease our revenue generated from our virtual economies, divert our players from our games or otherwise harm us. Cheating programs enable players to exploit vulnerabilities in our games to obtain virtual currency or other items that would otherwise generate in-app purchases for us, play the games in automated ways or obtain unfair advantages over other players who do play fairly. Unrelated third parties attempt to scam our players with fake offers for virtual goods or other game benefits. We devote resources to discover and disable these programs and activities, but if we are unable to do so in a prompt and timely manner, our operations may be disrupted, our reputation damaged and players may play our games less frequently or stop playing our games altogether. This may lead to lost revenue from paying players, increased cost of developing technological measures to combat these programs and activities, legal claims relating to the diminution in value of our virtual currency and goods, and increased customer service costs needed to respond to disgruntled players.

Unanticipated changes in our income tax rates or exposure to additional tax liabilities may affect our future financial results.

Our future effective income tax rates may be favorably or unfavorably affected by unanticipated changes in the valuation of our deferred tax assets and liabilities, or by changes in tax laws or their interpretation. Determining our worldwide provision for income taxes requires significant judgments. The estimation process and applicable laws are inherently uncertain, and our estimates are not binding on tax authorities. Our effective tax rate could also be adversely affected by a variety of factors, many of which are beyond our control. Recent and contemplated changes to U.S. tax laws, including limitations on a taxpayer's ability to claim and utilize foreign tax credits and defer certain tax deductions until earnings outside of the United States are repatriated to the United States, could impact the tax treatment of our foreign earnings. Further, the taxing authorities of the jurisdictions in which we operate may challenge our methodologies for valuing developed technology or intercompany arrangements, including our transfer pricing, or determine that the manner in which we operate our business is not consistent with the manner in which we report our income to the jurisdictions, which could increase our worldwide effective tax rate and harm our financial position and results of operations. In addition, we are subject to the continuous examination of our income tax returns by the Internal Revenue Service and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine if our provision for income taxes is adequate. These continuous examinations may result in unforeseen tax-related liabilities, which may harm our future financial results.

We must charge, collect and/or pay taxes other than income taxes, such as payroll, value-added, sales and use, net worth, property and goods and services taxes, in both the United States and foreign jurisdiction. If tax authorities assert that we have taxable nexus in a jurisdiction, they may seek to impose past as well as future tax liability and/or penalties. Any such impositions could also cause significant administrative burdens and decrease our future sales. Moreover, state and federal legislatures have been considering various initiatives that could change our tax position regarding sales and use taxes.

Finally, as we change our international operations, adopt new products and new distribution models, implement changes to our operating structure or undertake intercompany transactions in light of changing tax laws, our tax expense could increase.

Our facilities are located near known earthquake fault zones, and the occurrence of an earthquake or other natural disaster could damage our facilities and equipment, which could require us to curtail or cease operations.

Our principal offices are located in the San Francisco Bay Area, an area known for earthquakes. We are also vulnerable to damage from other types of disasters, including power loss, fires, explosions, floods, communications failures, terrorist attacks and similar events. If any natural or other disaster were to occur, our ability to operate our business could be impaired.

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If securities or industry analysts do not publish research about our business, or publish negative or misinformed reports about our business, our share price and trading volume could decline and/or become more volatile.

The trading market for our common stock is affected by the research and reports that securities or industry analysts publish about our business. We do not have any control over these analysts. If one or more of the analysts who cover us downgrade our shares or lower their opinion of our shares, our share price would likely decline. If one or more of these analysts cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause our share price or trading volume to decline. In addition, our share price and the volatility of our shares can be affected by misinformed or mistaken research reports on our business.

Our common stock price may be affected by third-party data regarding our games.

Third parties publish daily data about us and other mobile gaming companies with respect to downloads of our games, daily and monthly active users and estimated revenue generated by our games. These metrics can be volatile, particularly for specific games, and in many cases do not accurately reflect the actual levels of usage of our games across all platforms or the revenue generated by our games. To the extent that securities analysts or investors base their views of our business or prospects on such third-party data, the price of our common stock may be affected by such third party data and may not reflect the actual performance of our business.

Sales of substantial amounts of our common stock in the public markets, or the perception that such sales might occur, could reduce the price that our common stock might otherwise attain and may dilute your voting power and your ownership interest in us.

The market price of shares of our common stock could decline as a result of substantial sales of our common stock, particularly sales by our directors and their affiliates, executive officers, employees and significant stockholders, under our current shelf registration statements, through a large number of shares of our common stock becoming available for sale, or the perception in the market that holders of a large number of shares intend to sell their shares. For example, we issued 9,982,886 shares in connection with our acquisition of Cie Games, Inc. in August 2014. We filed a Registration Statement on Form S-3 covering the resale of such shares. Accordingly, the shares issued in the Cie Games acquisition are subject to only limited re-sale restrictions and sales of substantial amounts of such shares may occur. Also, while Tencent is prohibited from selling the shares it acquired from us for 18-months from April 29, 2015, following expiration of such lock-up period, Tencent would be free to sell those shares on the open-market, subject only to our black-out periods and other limitations under our insider trading policy.

Some provisions in our certificate of incorporation and bylaws, as well as Delaware law, may deter third parties from seeking to acquire us.

Our certificate of incorporation and bylaws contain provisions that may make the acquisition of our company more difficult without the approval of our board of directors, including the following:

- our board of directors is classified into three classes of directors with staggered three-year terms;
- only our chairman of the board, our lead independent director, our Chief Executive Officer, our president or a majority of our board of directors is authorized to call a special meeting of stockholders;
- our stockholders are able to take action only at a meeting of stockholders and not by written consent;
- only our board of directors and not our stockholders is able to fill vacancies on our board of directors;
- our certificate of incorporation authorizes undesignated preferred stock, the terms of which may be established and shares of which may be issued without stockholder approval; and

· advance notice procedures apply for stockholders to nominate candidates for election as directors or to bring matters before a meeting of stockholders.

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In addition, as a Delaware corporation, we are subject to provisions of Delaware law, including Section 203 of the Delaware General Corporation Law, which prevents certain stockholders holding more than 15% of our outstanding common stock from engaging in certain business combinations without approval of the holders of at least two-thirds of our outstanding common stock not held by such 15% or greater stockholder, although our board of directors waived this provision with respect to Tencent's potential acquisition of greater than 15% of our shares in connection with the Offering.

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

In January 2016, our Board of Directors authorized a share repurchase program of up to $50 million of our outstanding common stock. The timing and amount of any stock repurchases will be determined based on market conditions, share price and other factors. The program does not require us to repurchase any specific number of shares of our common stock, and may be modified, suspended or terminated at any time without notice.

During the three months ended June 30, 2016, we did not repurchase any shares of our common stock.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

The exhibits listed on the Exhibit Index (following the Signatures section of this report) are incorporated by reference into this Item 6.

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SIGNATURES

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

	GLU MOBILE INC.	
Date: August 9, 2016	By:	/s/ Niccolo M. de Masi Niccolo M. de Masi President and Chief Executive Officer (Principal Executive Officer)
Date: August 9, 2016	By:	/s/ Eric R. Ludwig Eric R. Ludwig Executive Vice President, Chief Operating Officer and Chief Financial Officer (Principal Financial Officer)

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EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference Form	File No.	Exhibit	Filing Date	Filed Herewith
10.01	Amended and Restated Glu Mobile Inc. 2016 Executive Bonus Plan	8-K	001 33368	99.01	05/13/16	
31.01	Certification of Principal Executive Officer Pursuant to Securities Exchange Act Rule 13a-14(a)/15d-14(a).					X
31.02	Certification of Principal Financial Officer Pursuant to Securities Exchange Act Rule 13a-14(a) /15d-14(a).					X
32.01*	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350 and Securities Exchange Act Rule 13a-14(b).					X
32.02*	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350 and Securities Exchange Act Rule 13a-14(b).					X
101.INS	XBRL Report Instance Document					X
101.SCH	XBRL Taxonomy Extension Schema Document					X
101.CAL	XBRL Taxonomy Calculation Linkbase Document					X
101.LAB	XBRL Taxonomy Label Linkbase Document					X
101.PRE	XBRL Presentation Linkbase Document					X

101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	X

*This exhibit is not deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that Glu Mobile Inc. specifically incorporates it by reference.