

LANTRONIX INC
Form 10-Q
April 26, 2019

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2019

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: 1-16027

LANTRONIX, INC.

(Exact name of registrant as specified in its charter)

Emerging Growth Company

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

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

As of April 19, 2019, there were 22,461,319 shares of the registrant's common stock outstanding.

LANTRONIX, INC.

FORM 10-Q

FOR THE QUARTERLY PERIOD ENDED

MARCH 31, 2019

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q for the three months ended March 31, 2019, or this Report, contains forward-looking statements within the meaning of the federal securities laws, which statements are subject to substantial risks and uncertainties. These forward-looking statements are intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact included in this Report, or incorporated by reference into this Report, are forward-looking statements. Throughout this Report, we have attempted to identify forward-looking statements by using words such as “may,” “believe,” “will,” “could,” “project,” “anticipate,” “expect,” “estimate,” “should,” “continue,” “potential,” “plan,” “forecasts,” other forms of these words or similar words or expressions or the negative thereof. These forward-looking statements relate to, among other things:

- predictions about our earnings, revenues, margins, expenses or other financial matters;
- forecasts of our financial condition, results of operations, liquidity position, or working capital requirements;
- the impact of changes to our share-based awards and any related changes to our share-based compensation expenses;
- the impact of future offerings and sales of our debt or equity securities;
- the impact of changes in our relationship with our customers;
- plans or expectations with respect to our product development activities, business strategies or restructuring and expansion activities;
- demand and growth of the market for our products or for the products of our competitors;
- the impact of pending litigation, including outcomes of such litigation;
- the impact of our response to and implementation of recent accounting pronouncements and changes in tax laws on our consolidated financial statements and the related disclosures;
- expected and unexpected changes in regulatory requirements, taxes, trade laws and tariffs;
- sufficiency of our internal controls and procedures;
- our ability to comply with certain financial obligations in our loan agreement;
- the success of our plans to realign and reallocate our resources; and
- assumptions or estimates underlying any of the foregoing.

We have based our forward-looking statements on management’s current expectations and projections about trends affecting our business and industry and other future events. Although we do not make forward-looking statements unless we believe we have a reasonable basis for doing so, we cannot guarantee their accuracy. Forward-looking statements are subject to substantial risks and uncertainties that could cause our future business, financial condition, results of operations or performance to differ materially from our historical results or those expressed or implied in any forward-looking statement contained in this Report. Some of the risks and uncertainties that may cause actual results to differ from those expressed or implied in the forward-looking statements are described in “Risk Factors” included in Part II, Item 1A of this Report, in “Risk Factors” included in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended June 30, 2018, filed with the Securities and Exchange Commission, or the SEC, on August 23, 2018, or the Form 10-K, as well as in our other public filings with the SEC. In addition, actual results may differ as a result of additional risks and uncertainties of which we are currently unaware or which we do not currently view as material to our business.

You should read this Report in its entirety, together with the documents that we file as exhibits to this Report and the documents that we incorporate by reference into this Report, with the understanding that our future results may be materially different from what we currently expect. The forward-looking statements we make speak only as of the date on which they are made. We expressly disclaim any intent or obligation to update any forward-looking statements after the date hereof to conform such statements to actual results or to changes in our opinions or expectations, except as required by applicable law or the rules of The NASDAQ Stock Market, LLC. If we do update or correct any forward-looking statements, investors should not conclude that we will make additional updates or corrections.

We qualify all of our forward-looking statements by these cautionary statements.

PART I. FINANCIAL INFORMATION**Item 1. Financial Statements****LANTRONIX, INC.****UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS****(In thousands)**

	March 31, 2019	June 30, 2018
Assets		
Current assets:		
Cash and cash equivalents	\$ 18,212	\$ 9,568
Accounts receivable, net	8,351	4,244
Inventories, net	9,809	8,439
Contract manufacturers' receivable	506	649
Prepaid expenses and other current assets	817	370
Total current assets	37,695	23,270
Property and equipment, net	1,353	1,036
Goodwill	9,488	9,488
Other assets	53	61
Total assets	\$ 48,589	\$ 33,855
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$ 5,012	\$ 3,942
Accrued payroll and related expenses	1,808	2,808
Warranty reserve	110	99
Other current liabilities	3,956	2,877
Total current liabilities	10,886	9,726
Other non-current liabilities	228	316
Total liabilities	11,114	10,042
Commitments and contingencies (Note 8)		
Stockholders' equity:		
Common stock	2	2
Additional paid-in capital	225,024	212,995
Accumulated deficit	(187,922)	(189,555)
Accumulated other comprehensive income	371	371

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Total stockholders' equity	37,475	23,813
Total liabilities and stockholders' equity	\$48,589	\$33,855

See accompanying notes.

LANTRONIX, INC.**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(In thousands, except per share data)**

	Three Months		Nine Months	
	Ended		Ended	
	March 31,		March 31,	
	2019	2018	2019	2018
Net revenue	\$12,344	11,601	\$36,737	\$33,543
Cost of revenue	5,254	5,017	16,245	15,051
Gross profit	7,090	6,584	20,492	18,492
Operating expenses:				
Selling, general and administrative	3,867	4,241	12,498	12,400
Research and development	2,385	1,964	6,962	6,059
Total operating expenses	6,252	6,205	19,460	18,459
Income from operations	838	379	1,032	33
Interest income (expense), net	91	(5)	147	(14)
Other income (expense), net	(12)	(1)	(14)	1
Income before income taxes	917	373	1,165	20
Provision for income taxes	60	29	114	92
Net income (loss)	\$857	\$344	\$1,051	\$(72)
Net income (loss) per share - basic	\$0.04	\$0.02	\$0.05	\$(0.00)
Net income (loss) per share - diluted	\$0.04	\$0.02	\$0.05	\$(0.00)
Weighted-average common shares - basic	22,270	18,210	21,237	18,050
Weighted-average common shares - diluted	23,304	19,118	22,632	18,050

See accompanying notes.

LANTRONIX, INC.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(In thousands)

Three Months Ended March 31, 2019

	Common Shares	Stock Amount	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity
Balance at December 31, 2018	22,213	\$ 2	\$ 224,422	\$ (188,779)	\$ 371	\$ 36,016
Shares issued pursuant to stock awards, net	192	–	290	–	–	290
Tax withholding paid on behalf of employees for restricted shares	–	–	(19)	–	–	(19)
Share-based compensation	–	–	331	–	–	331
Net income	–	–	–	857	–	857
Balance at March 31, 2019	22,405	\$ 2	\$ 225,024	\$ (187,922)	\$ 371	\$ 37,475

Three Months Ended March 31, 2018

	Common Shares	Stock Amount	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity
Balance at December 31, 2017	18,177	\$ 2	\$ 211,498	\$ (190,651)	\$ 371	\$ 21,220
Shares issued pursuant to stock awards, net	71	–	64	–	–	64
Tax withholding paid on behalf of employees for restricted shares	–	–	(57)	–	–	(57)
Share-based compensation	–	–	295	–	–	295
Net income	–	–	–	344	–	344
Balance at March 31, 2018	18,248	\$ 2	\$ 211,800	\$ (190,307)	\$ 371	\$ 21,866

Nine Months Ended March 31, 2019

	Common Shares	Stock Amount	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity
Balance at June 30, 2018	18,908	\$ 2	\$ 212,995	\$ (189,555)	\$ 371	\$ 23,813
Cumulative effect of accounting change	–	–	–	582	–	582
Shares issued pursuant to equity offering, net	2,700	–	9,774	–	–	9,774
Shares issued pursuant to stock awards, net	797	–	1,183	–	–	1,183
Tax withholding paid on behalf of employees for restricted shares	–	–	(188)	–	–	(188)

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Share-based compensation	–	–	1,260	–	–	1,260
Net income	–	–	–	1,051	–	1,051
Balance at March 31, 2019	22,405	\$ 2	\$ 225,024	\$(187,922)	\$ 371	\$ 37,475

Nine Months Ended March 31, 2018

	Common Stock Shares	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity	
Balance at June 30, 2017	17,809	\$ 2	\$ 210,550	\$(190,235)	\$ 371	\$ 20,688
Shares issued pursuant to stock awards, net	439	–	518	–	–	518
Tax withholding paid on behalf of employees for restricted shares	–	–	(145)	–	–	(145)
Share-based compensation	–	–	877	–	–	877
Net loss	–	–	–	(72)	–	(72)
Balance at March 31, 2018	18,248	\$ 2	\$ 211,800	\$(190,307)	\$ 371	\$ 21,866

See accompanying notes.

LANTRONIX, INC.**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(In thousands)**

	Nine Months Ended March 31,	
	2019	2018
Operating activities		
Net income (loss)	\$1,051	\$(72)
Adjustments to reconcile net income (loss) to net cash (used in) provided by operating activities:		
Share-based compensation	1,260	877
Depreciation and amortization	341	336
Loss on disposal of property and equipment	10	-
Changes in operating assets and liabilities:		
Accounts receivable	(2,930)	(402)
Inventories	(1,832)	(419)
Contract manufacturers' receivable	143	(245)
Prepaid expenses and other current assets	(257)	(68)
Other assets	(1)	(32)
Accounts payable	794	1,456
Accrued payroll and related expenses	(1,000)	(959)
Warranty reserve	11	(12)
Other liabilities	813	265
Net cash (used in) provided by operating activities	(1,597)	725
Investing activities		
Purchases of property and equipment	(383)	(171)
Net cash used in investing activities	(383)	(171)
Financing activities		
Net proceeds from issuances of common stock	10,860	518
Tax withholding paid on behalf of employees for restricted shares	(188)	(145)
Payment of capital lease obligations	(48)	(45)
Net cash provided by financing activities	10,624	328
Increase in cash and cash equivalents	8,644	882
Cash and cash equivalents at beginning of period	9,568	8,073
Cash and cash equivalents at end of period	\$18,212	\$8,955

See accompanying notes.

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LANTRONIX, INC.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2019

1. Summary of Significant Accounting Policies

The Company

Lantronix, Inc., which we refer to herein as the Company, Lantronix, we, our, or us, is a global provider of secure data access and management solutions for Internet of Things (“IoT”) assets. Our mission is to be the leading supplier of IoT and related Information Technology (“IT”) management solutions that enable companies to dramatically simplify the creation, deployment, and management of IoT projects while providing secure access to data for applications and people.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of Lantronix have been prepared in accordance with United States generally accepted accounting principles for interim financial information and in accordance with the instructions to Form 10-Q and Article 8 of Securities and Exchange Commission (“SEC”) Regulation S-X. Accordingly, they should be read in conjunction with the audited consolidated financial statements and notes thereto for the fiscal year ended June 30, 2018, included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2018, which was filed with the SEC on August 23, 2018. The unaudited condensed consolidated financial statements contain all normal recurring accruals and adjustments that, in the opinion of management, are necessary to present fairly the consolidated financial position of Lantronix at March 31, 2019, the consolidated results of our operations for the three and nine months ended March 31, 2019 and our consolidated cash flows for the nine months ended March 31, 2019. All intercompany accounts and transactions have been eliminated. Accounting measurements at interim dates inherently involve greater reliance on estimates than at year-end. The results of operations for the three and nine months ended March 31, 2019 are not necessarily indicative of the results to be expected for the full year or any future interim periods.

Reclassifications

Certain reclassifications have been made to the prior fiscal year financial information to conform with the current fiscal year presentation. Such reclassifications had no impact on net income or cash flows.

Recent Accounting Pronouncements

Shared-Based Compensation

In June 2018, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Updated No. 2018-07 (“ASU 2018-07”) that expands the scope of existing share-based compensation guidance for employees. The new standard will include share-based payment transactions for acquiring goods and services from nonemployees, whereby share-based payments to nonemployees will be measured and recorded at the fair value of the equity instruments that an entity is obligated to issue on the grant date. Entities are required to adopt the standard using a modified retrospective approach with a cumulative adjustment to opening retained earnings in the year of adoption for the remeasurement of liability-classified awards that have not been settled by the date of adoption and equity-classified awards for which a measurement date has not been established. The standard will be effective for Lantronix in the fiscal year beginning July 1, 2019, with early adoption permitted. We currently do not anticipate that adoption will have a material impact on our consolidated financial statements.

Leases

In February 2016, FASB issued Accounting Standards Codification 842: Leases (“ASC 842”) that revises lease accounting guidance. ASC 842 requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on whether or not the lease is effectively a financed purchase by the lessee. A lessee is required to record a right-of-use (“ROU”) asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification as a finance or operating lease. For finance leases the lessee will recognize interest expense and amortization of the ROU asset, and for operating leases the lessee will recognize a straight-line lease expense. Leases with a term of 12 months or less will be accounted for in a manner similar to that called for by guidance for operating leases prior to the adoption of ASC 842. ASC 842 requires entities to recognize and measure leases existing at, or entered into after, the beginning of the earliest comparative period presented using a modified retrospective approach, with certain practical expedients available. In July 2018, FASB issued Accounting Standards Updated No. 2018-11 (“ASU 2018-11”), which offers a practical expedient that allows entities the option to apply the provisions of ASC 842 by recognizing a cumulative effect adjustment at the effective date of adoption without adjusting the prior comparative periods presented. In March 2019, FASB issued Accounting Standards Update 2019-01 (“ASU 2019-01”), which explicitly provides disclosure relief for interim periods during the year the standard is adopted. Under the new guidance, companies are not required to disclose the effect of such adoption in interim periods on certain financial statement items for periods retrospectively adjusted.

For public companies, adoption of the standard is required for annual periods beginning after December 15, 2018. Lantronix will adopt ASC 842 in the fiscal year beginning July 1, 2019. We currently expect the most significant impact on our financial statements will be the recognition of ROU assets and lease liabilities for our operating leases, primarily related to real estate. We do not believe ASC 842 will materially impact our consolidated results of operations or cash flows. The valuation of our ROU assets and lease liabilities will be based on the estimated present value of the applicable future lease commitments. We continue to assess the appropriate discount rate that will be applied to our valuation estimates. In addition, a portion of our existing leases are denominated in currencies other than the U.S. Dollar. As a result, the associated lease liabilities will be remeasured using the current exchange rate in the applicable future reporting periods, which may result in foreign exchange gains or losses.

We expect to elect certain practical expedients, including the transition option provided in ASU 2018-11. We have not yet determined the quantitative impacts of adopting ASC 842 on our consolidated financial statements. Through the adoption date, our estimates of the quantitative impact may be affected by changes in our lease portfolio, estimated discount rates and foreign currency exchange rates, among other factors. As we continue our assessments, we may identify additional impacts on our consolidated financial statements.

Revenue from Contracts with Customers

Refer to Note 2 below regarding our adoption of the new revenue standard under FASB's Accounting Standards Codification 606: Revenue from Contracts with Customers ("ASC 606").

2. Revenue Recognition

Nature of Net Revenue

Most of our net revenue is currently derived from sales of hardware products. We also derive an insignificant portion of our net revenue from professional engineering services, extended warranty services, and software licenses. Extended warranty services generally extend the warranty period on our hardware products for an additional one to three years, depending upon the product.

In addition to the products and services described directly above, during the past year we have introduced a number of ready-to-use applications as well as software-as-a-service ("SaaS") offerings for our IoT and IT Management product lines, including Lantronix Gateway Central, MACH10[®] Global Device Manager, and ConsoleFlow[™]. These software offerings are in the early stages of evaluation and have not yet generated meaningful sales.

Net Revenue by Product Line and Geographic Region

We organize our products and solutions into three product lines: IoT, IT Management and Other. Our IoT products typically connect to one or more existing machines or are built into new industrial devices to provide network connectivity. Our IT Management product line includes out-of-band management, console management, power management, and keyboard-video-mouse (commonly referred to as KVM) products that provide remote access to IT and networking infrastructure deployed in test labs, data centers, branch offices and server rooms. We categorize products that are non-focus or end-of-life as Other.

We conduct our business globally and manage our sales teams by three geographic regions: the Americas; Europe, Middle East, and Africa (“EMEA”); and Asia Pacific Japan (“APJ”).

The following tables present our net revenue by product line and by geographic region. Net revenues by geographic region are based on the “bill-to” location of our customers:

	Three Months Ended March 31, 2019		Nine Months Ended March 31, 2018	
	2019	2018	2019	2018
	(In thousands)			
IoT	\$8,935	\$9,235	\$26,972	\$25,654
IT Management	3,210	1,964	9,199	6,971
Other	199	402	566	918
	\$12,344	\$11,601	\$36,737	\$33,543

	Three Months Ended March 31, 2019		Nine Months Ended March 31, 2018	
	2019	2018	2019	2018
	(In thousands)			
Americas	\$6,866	\$5,832	\$19,962	\$17,821
EMEA	3,757	4,055	11,357	10,391
APJ	1,721	1,714	5,418	5,331
	\$12,344	\$11,601	\$36,737	\$33,543

Revenue Recognition Policy and Significant Judgments

Revenue is recognized upon the transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services. In accordance with ASC 606, we apply the following five-step approach in determining the amount and timing of revenue to be recognized: (i) identifying the contract with a customer, (ii) identifying the performance obligations in the contract, (iii) determining the transaction price, (iv) allocating the transaction price to the performance obligations in the contract and (v) recognizing revenue when the performance obligation is satisfied.

On occasion, we enter into contracts that can include various combinations of products and services, which are generally capable of being distinct and accounted for as separate performance obligations. Revenue is recognized net of (i) any taxes collected from customers, which are subsequently remitted to governmental authorities and (ii) shipping and handling costs collected from customers.

Product Shipments

Most of our product revenue is recognized as a distinct single performance obligation when products are tendered to a carrier for delivery, which represents the point in time that our customer obtains control of the promised products. A smaller portion of our product revenue is recognized when our customer receives delivery of the promised products.

A significant portion of our products are sold to distributors under agreements which contain (i) limited rights to return unsold products and (ii) price adjustment provisions, both of which are accounted for as variable consideration when estimating the amount of revenue to recognize. We base our estimates for returns and price adjustments primarily on historical experience; however, we also consider contractual allowances, approved pricing adjustments and other known or anticipated returns and price adjustments in a given period. Such estimates are generally made at the time of shipment to the customer and updated at the end of each reporting period as additional information becomes available and only to the extent that it is probable that a significant reversal of any incremental revenue will not occur. Our estimates of accrued variable consideration are included in other current liabilities in the accompanying unaudited condensed consolidated balance sheet at March 31, 2019.

Services and Multiple Performance Obligations

Revenues from our extended warranty and services are generally recognized ratably over the applicable service period. We expect revenues from future sales of our SaaS products to be recognized ratably over the applicable service period as well. Revenues from professional engineering services are generally recognized as services are performed.

From time to time, we may enter into contracts with customers that include promises to transfer multiple deliverables that may include sales of products, professional engineering services and other product qualification or certification services. Determining whether the deliverables in such arrangements are considered distinct performance obligations that should be accounted for separately versus together often requires judgment. We consider performance obligations to be distinct when the customer can benefit from the promised good or service on its own or by combining it with other resources readily available and when the promised good or service is separately identifiable from other promised goods or services in the contract. In such arrangements, we allocate revenue on a relative standalone selling price basis by maximizing the use of observable inputs to determine the standalone selling price for each performance obligation.

Contract Balances

In certain instances, the timing of revenue recognition may differ from the timing of invoicing to our customers. We record a contract asset receivable when revenue is recognized prior to invoicing, and a contract or deferred revenue liability when revenue is recognized subsequent to invoicing. With respect to product shipments, we expect to fulfill contract obligations within one year and so we have elected not to separately disclose the amount nor the timing of recognition of these remaining performance obligations. For contract balances related to contracts that include services and multiple performance obligations, refer to the deferred revenue discussion below. There were no unbilled contract asset receivable balances as of July 1, 2018, the transition date for ASC 606.

Payment terms and conditions vary by customer, but generally include a requirement of payment within 30 to 60 days from the invoice date. We do not consider this a significant period of time and have elected not to determine whether contracts with customers contain significant financing components. The primary purpose of our invoicing terms is to provide customers with simplified and predictable ways of purchasing our products and services, not to provide financing to them.

Deferred Revenue

Deferred revenue is currently comprised primarily of unearned revenue related to our extended warranty services. These services are generally invoiced at the beginning of the contract period and revenue is recognized ratably over the service period. Current and non-current deferred revenue balances represent revenue allocated to the remaining unsatisfied performance obligations at the end of a reporting period and are included in other current liabilities and other non-current liabilities, respectively, in the accompanying unaudited condensed consolidated balance sheets.

The following table presents the changes in our deferred revenue balance for the nine months ended March 31, 2019 (in thousands):

Balance, July 1, 2018	\$480
New performance obligations	357
Recognition of revenue as a result of satisfying performance obligations	(280)
Balance, March 31, 2019	\$557
Less: non-current portion of deferred revenue	(158)
Current portion, March 31, 2019	\$399

We expect to recognize substantially all of the non-current portion of deferred revenue over the next two to three years.

Costs to Obtain or Fulfill a Contract with a Customer

In accordance with applicable accounting guidance, we recognize an asset for the incremental costs of obtaining or fulfilling a contract with a customer if we expect the benefit of those costs to be longer than one year. We apply a practical expedient to expense costs as incurred for costs to obtain a contract when the amortization period would have been one year or less. These costs primarily relate to commissions earned and paid to our internal sales team and to certain external sales representatives, and are recorded in selling, general and administrative expenses in the accompanying unaudited condensed consolidated statements of operations. As of March 31, 2019, we do not have any assets recorded pertaining to incremental costs to obtain or fulfill a contract with a customer.

Adoption of New Revenue Standard and Change in Accounting Policy

On July 1, 2018, we adopted ASC 606 using the modified retrospective method and applied it to contracts that were not completed as of that date. Upon adoption, we recorded a non-cash cumulative effect adjustment of \$582,000 to our accumulated deficit as of July 1, 2018. The prior year comparative financial information has not been restated and continues to be presented under the accounting standards in effect for the respective periods.

The primary impact to Lantronix of adopting ASC 606 relates to a shift in the timing of when revenue is recognized for sales made to distributors under agreements which contain limited rights to return unsold products and price adjustment provisions. Under the revenue standards that we followed prior to adopting ASC 606, we concluded that the prices to these distributors were not fixed and determinable at the time we deliver products to them and

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accordingly, revenues from sales to these distributors, and the related inventory costs, were not recognized until the distributors resold the products. By contrast, upon adopting ASC 606, we now recognize revenue, including estimates for variable consideration, when we transfer control of the products to the distributor rather than deferring recognition until the distributor resells the products.

The following table summarizes the significant changes to our accompanying unaudited condensed consolidated balance sheet in connection with adopting ASC 606:

	Balance at June 30, 2018 (In thousands)	ASC 606 Adoption Adjustments	Balance at July 1, 2018
Assets:			
Accounts receivable, net	\$4,244	\$ 1,177	\$5,421
Inventories, net	8,439	(462)	7,977
Prepaid expenses and other current assets	370	93	463
Liabilities and Shareholders' Equity:			
Other current liabilities	\$2,877	\$ 226	\$3,103
Accumulated deficit	(189,555)	582	(188,973)

The following tables summarize the significant impacts of adopting ASC 606 on our financial statements as of March 31, 2019 and for the three and nine months ended March 31, 2019:

Condensed Consolidated Balance Sheet

	March 31, 2019		Balances Without Adoption of
	As Reported (In thousands)	Impact of Adoption	ASC 606
Assets:			
Accounts receivable, net	\$8,351	\$ (4,337)	\$4,014
Inventories, net	9,809	1,579	11,388
Prepaid expenses and other current assets	817	(196)	621
Liabilities and Shareholders' Equity:			
Other current liabilities	\$3,956	(294)	\$3,662
Accumulated deficit	(187,922)	(2,660)	(190,582)

Accounts receivable, net and inventories, net, as reported at March 31, 2019, differ from the balances that would have been recorded without the adoption of ASC 606 since we no longer record deferred revenue and inventory balances for products held at certain distributor customers awaiting sell-through. Additionally, under ASC 606 we record contract assets and contract liabilities as estimates for variable consideration, which are recorded to prepaid expenses and other current assets and other current liabilities, respectively. The accumulated deficit balance, as reported, differs from the balance without the adoption of ASC 606 as a result of the adjustments discussed above.

Condensed Consolidated Statement of Operations

Three Months Ended March 31,
2019

	Amounts Without Adoption of
Impact of Adoption	ASC 606

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As
Reported
(In thousands, except per share
amounts)

Net revenue	\$12,344	\$ (428)	\$ 11,916
Cost of revenue	5,254	(92)	5,162
Net income	857	(336)	521
Net income per share - basic	\$0.04	\$ (0.02)	\$ 0.02
Net income per share - diluted	\$0.04	\$ (0.02)	\$ 0.02

Nine Months Ended March 31,
2019

	As Reported (In thousands, except per share amounts)	Impact of Adoption	Amounts Without Adoption of ASC 606
Net revenue	\$36,737	\$ (3,094)	\$ 33,643
Cost of revenue	16,245	(1,014)	15,231
Net income (loss)	1,051	(2,078)	(1,027)
Net income (loss) per share - basic	\$0.05	\$ (0.10)	\$ (0.05)
Net income (loss) per share - diluted	\$0.05	\$ (0.10)	\$ (0.05)

Net revenue, as reported, for the three and nine months ended March 31, 2019 differs from the recalculated net revenue without the adoption of ASC 606 due to the difference in timing of when we recognize revenue for sales to certain distributor customers, as further described above. More specifically, as of June 30, 2018, inventories held by our distributor customers were at historically low levels. During the three and nine months ended March 31, 2019, our distributor customers increased their purchases and related inventory levels, which had the impact of lower sell-through net revenues as recalculated without the effect of adopting ASC 606. Likewise, the differences in cost of revenue, net income (loss) and net income (loss) per share in the tables directly above are primarily attributable to the difference in net revenue.

3. Supplemental Financial Information

Inventories

Inventories are stated at the lower of cost (first-in, first-out) or net realizable value and consist of the following:

	March 31, 2019	June 30, 2018
	(In thousands)	
Finished goods	\$6,157	\$5,892
Raw materials	3,652	2,547
Inventories, net	\$9,809	\$8,439

Other Liabilities

The following table presents details of our other liabilities:

	March 31, 2019	June 30, 2018
	(In thousands)	
Current		
Accrued variable consideration	\$1,141	\$-
Customer deposits and refunds	159	916
Accrued raw materials purchases	925	460

Deferred revenue	399	305
Capital lease obligations	11	55
Taxes payable	321	296
Accrued operating expenses	1,000	845
Total other current liabilities	\$3,956	\$2,877

Non-current		
Deferred rent	\$70	\$137
Deferred revenue	158	175
Capital lease obligations	–	4
Total other non-current liabilities	\$228	\$316

Computation of Net Income (Loss) per Share

Basic and diluted net income (loss) per share is calculated by dividing net income (loss) by the weighted-average number of common shares outstanding during the applicable period.

The following table presents the computation of net income (loss) per share:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2019	2018	2019	2018
	(In thousands, except per share data)			
Numerator:				
Net income (loss)	\$857	\$344	\$1,051	\$(72)
Denominator:				
Weighted-average common shares outstanding - basic	22,270	18,210	21,237	18,050
Effect of dilutive securities:	1,034	908	1,395	–
Denominator for net income (loss) per share - diluted	23,304	19,118	22,632	18,050
Net income (loss) per share - basic	\$0.04	\$0.02	\$0.05	\$(0.00)
Net income (loss) per share - diluted	\$0.04	\$0.02	\$0.05	\$(0.00)

The following table presents the common stock equivalents excluded from the diluted net income (loss) per share calculation, because they were anti-dilutive for the periods presented. These excluded common stock equivalents could be dilutive in the future.

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2019	2018	2019	2018
	(In thousands)			
Common stock equivalents	153	595	67	2,146

Severance and Related Charges

Current Fiscal Year

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During the nine months ended March 31, 2019, we initiated a plan to realign certain personnel resources to better meet our business needs at the time. These activities were substantially completed by September 30, 2018 and resulted in a total charge of approximately \$460,000, which included \$323,000 in severance-related costs and \$137,000 in share-based compensation expense. These costs are included in the applicable functional line items within the accompanying unaudited condensed consolidated statement of operations for the nine months ended March 31, 2019.

The following table presents details of the liability we recorded related to these activities:

	Nine Months Ended March 31, 2019 (In thousands)
Beginning balance	\$ –
Charges	323
Payments	(284)
Ending balance	\$ 39

The ending balance is recorded in accrued payroll and related expenses on the accompanying unaudited condensed consolidated balance sheet at March 31, 2019.

Prior Fiscal Year

During the nine months ended March 31, 2018, we realigned certain personnel resources throughout our organization, primarily to optimize our operations and engineering efforts. These activities resulted in total charges of approximately \$506,000 and consisted primarily of severance costs, and to a lesser extent, termination costs related to our facility lease in Hong Kong. These charges are included in the applicable functional line items within the accompanying unaudited condensed consolidated statement of operations for the nine months ended March 31, 2018.

Supplemental Cash Flow Information

The following table presents non-cash investing and financing transactions excluded from the accompanying unaudited condensed consolidated statements of cash flows:

	Nine Months Ended March 31, 2019 2018 (In thousands)	
Accrued property and equipment paid for in the subsequent period	\$ 276	\$ –
Accrued stock option exercise proceeds	\$ 97	\$ –

In addition to the non-cash transactions in the table above, we recorded a non-cash cumulative adjustment to accumulated deficit in connection with the adoption of ASC 606 discussed at Note 2.

4. Warranty Reserve

The standard warranty periods we provide for our products typically range from one to five years. We establish reserves for estimated product warranty costs at the time revenue is recognized based upon our historical warranty experience, and for any known or anticipated product warranty issues.

The following table presents details of our warranty reserve:

	Nine Months Ended	Year Ended
	March 31, 2019	June 30, 2018
	(In thousands)	
Beginning balance	\$99	\$ 125
Charged to cost of revenue	54	168
Usage	(43)	(194)
Ending balance	\$110	\$ 99

5. Bank Line of Credit

In October 2018, we entered into a new Loan and Security Agreement (the “Loan Agreement”) with Silicon Valley Bank (“SVB”), as our previous agreement expired at the end of September 2018. The Loan Agreement provides us with a \$4.0 million revolving line of credit based on qualified accounts receivable and has a maturity date of September 30, 2020. There were no outstanding borrowings as of March 31, 2019 or June 30, 2018.

The Loan Agreement provides for an interest rate per annum equal to the greater of (i) the prime rate plus 0.50% or (ii) 5.00%, provided that we maintain a monthly quick ratio of 1.0 to 1.0 or greater. The quick ratio measures our ability to use our cash and cash equivalents maintained at SVB to extinguish or retire our current liabilities immediately. If this ratio is not met, the interest rate will become the greater of (i) the prime rate plus 1.00% or (ii) 5.00%. At March 31, 2019, we met the quick ratio requirement.

The Loan Agreement also includes a covenant requiring us to maintain a certain Minimum Tangible Net Worth (“Minimum TNW”), currently required to be \$7,750,000. The Minimum TNW is subject to upward adjustment to the extent we raise additional equity or debt financing or achieve net income in future periods. Our Actual Tangible Net Worth (“Actual TNW”) is calculated as total stockholders’ equity, less goodwill. At March 31, 2019, our Actual TNW was \$27,987,000.

6. Stockholders’ Equity

Public Offering

On September 18, 2018, we entered into an underwriting agreement with Needham & Company, LLC and Lake Street Capital Markets, LLC (the “Underwriters”) relating to the offer and sale of 2,500,000 shares of our common stock, par value \$0.0001 per share, to the public at a price of \$4.00 per share. We also granted the Underwriters a 30-day option to purchase up to 375,000 additional shares of our common stock to cover over-allotments, if any (the “Option Shares”). Pursuant to the underwriting agreement, we sold an aggregate of 2,700,000 shares, including 200,000 Option Shares, to the Underwriters and received proceeds net of underwriting discounts and expenses of approximately \$9,774,000.

Stock Incentive Plans

Our stock incentive plans permit the granting of stock options (both incentive and nonqualified stock options), restricted stock units (“RSUs”), stock appreciation rights, non-vested stock, and performance shares to certain employees, directors and consultants. As of March 31, 2019, no stock appreciation rights, non-vested stock, or performance shares were outstanding.

Stock Options

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The following table presents a summary of activity during the nine months ended March 31, 2019 with respect to our stock options:

	Number of Shares (In thousands)	Weighted- Average Exercise Price per Share
Balance of options outstanding at June 30, 2018	3,931	\$ 1.73
Granted	77	3.51
Forfeited	(303)) 1.59
Expired	(91)) 2.45
Exercised	(714)) 1.73
Balance of options outstanding at March 31, 2019	2,900	\$ 1.77

On April 22, 2019, Paul Pickle joined Lantronix as our Chief Executive Officer. With the commencement of his employment, Mr. Pickle was granted an inducement stock option award to purchase 500,000 shares of our common stock at a price per share of \$4.04.

Restricted Stock Units

The following table presents a summary of activity during the nine months ended March 31, 2019 with respect to our RSUs:

	Number of Shares (In thousands)	Weighted- Average Grant Date Fair Value per Share
Balance of RSUs outstanding at June 30, 2018	140	\$ 1.51
Granted	676	5.00
Vested	(111)) 1.48
Forfeited	(134)) 4.99
Balance of RSUs outstanding at March 31, 2019	571	\$ 4.83

Employee Stock Purchase Plan

Our 2013 Employee Stock Purchase Plan (“ESPP”) is intended to provide employees with an opportunity to purchase our common stock through accumulated payroll deductions at the end of a specified purchase period. Each of our employees (including officers) is eligible to participate in our ESPP, subject to certain limitations as set forth in our ESPP. In November 2018, our stockholders approved an amendment to the ESPP to increase the number of shares of common stock reserved for issuance under the ESPP by 500,000 shares.

The following table presents a summary of activity under our ESPP during the nine months ended March 31, 2019:

	Number of Shares (In thousands)
Shares available for issuance at June 30, 2018	148
Reserved for issuance	500
Shares issued	(69)
Shares available for issuance at March 31, 2019	579

Share-Based Compensation Expense

The following table presents a summary of share-based compensation expense included in each applicable functional line item on our accompanying unaudited condensed consolidated statements of operations:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2019	2018	2019	2018
	(In thousands)			
Cost of revenue	\$22	\$14	\$62	\$40
Selling, general and administrative	213	237	950	688
Research and development	96	44	248	149
Total share-based compensation expense	\$331	\$295	\$1,260	\$877

The following table presents the remaining unrecognized share-based compensation expense related to our outstanding share-based awards as of March 31, 2019:

	Remaining Unrecognized Compensation Expense (In thousands)	Remaining Weighted- Average Years To Recognize
Stock options	\$ 894	1.8
RSUs	2,334	3.3
Stock purchase rights under ESPP	30	0.1
	\$ 3,258	

If there are any modifications or cancellations of the underlying unvested share-based awards, we may be required to accelerate, increase or cancel remaining unearned share-based compensation expense. Future share-based compensation expense and unearned share-based compensation will increase to the extent that we grant additional share-based awards.

7. Income Taxes

We utilize the liability method of accounting for income taxes. The following table presents income before income taxes, provision for income taxes and our effective tax rates for the periods shown:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2019	2018	2019	2018
	(In thousands, except percentages)			
Income before income taxes	\$917	\$373	\$1,165	\$20
Provision for income taxes	60	29	114	92
Effective tax rate	7%	8%	10%	460%

The difference between our effective tax rates in the periods presented above and the federal statutory rate is primarily due to a tax benefit from our domestic losses being recorded with a full valuation allowance, as well as the effect of foreign earnings taxed at rates differing from the federal statutory rate.

We record net deferred tax assets to the extent we believe it is more likely than not that these assets will be realized. Due to our cumulative losses and uncertainty of generating future taxable income, we have provided a full valuation allowance against our net deferred tax assets as of March 31, 2019 and June 30, 2018.

8. Commitments and Contingencies

From time to time, we are involved in various legal proceedings and claims arising in the ordinary course of our business. Although the results of legal proceedings and claims cannot be predicted with certainty, we currently believe that the final outcome of these ordinary course matters will not, individually or in the aggregate, have a material adverse effect on our business, operating results, financial condition or cash flows. However, regardless of the outcome, litigation can have an adverse impact on us because of legal costs, diversion of management time and resources, and other factors.

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 together with our unaudited condensed consolidated financial statements and the related notes included in Part I, Item 1 of this Quarterly Report on Form 10-Q for the three months ended March 31, 2019, or this Report. This discussion and analysis contains forward-looking statements that are based on our current expectations and reflect our plans, estimates and anticipated future financial performance. See the section of this Report entitled “Cautionary Note Regarding Forward-Looking Statements” for additional information. These statements involve numerous risks and uncertainties. Our actual results may differ materially from those expressed or implied by these forward-looking statements as a result of many factors, including those set forth in “Risk Factors” in Part II, Item 1A of this Report.

Overview

Lantronix, Inc., which we refer to herein as the Company, Lantronix, we, our, or us, is a global provider of secure data access and management solutions for Internet of Things, or IoT, assets. Our mission is to be the leading supplier of IoT and related Information Technology, or IT, management solutions that enable companies to dramatically simplify the creation, deployment, and management of IoT projects while providing secure access to data for applications and people.

We conduct our business globally and manage our sales teams by three geographic regions: the Americas; Europe, Middle East, and Africa, or EMEA; and Asia Pacific Japan, or APJ.

Products and Solutions Overview

We organize our products and solutions into three product lines: IoT, IT Management and Other.

IoT

Our IoT products typically connect to one or more existing machines or are built into new industrial devices to provide network connectivity. Our products are designed to enhance the value and utility of machines by making the data from the machines available to users, systems and processes or by controlling their properties and features over the network.

Our IoT products currently consist of IoT Gateways and IoT Building Blocks. IoT Gateways are designed to provide secure connectivity and the ability to add integrated device management and advanced data access features. IoT Building Blocks provide basic secure machine connectivity and unmanaged data access.

Our IoT products may be embedded into new designs or attached to existing machines. Our IoT products include wired and wireless connections that enhance the value and utility of modern electronic systems and equipment by providing secure network connectivity, application hosting, protocol conversion, secure access for distributed IoT deployments and many other functions. Many of the products are offered with software tools intended to further accelerate our customer's time-to-market and increase their value add.

Most of our IoT products are pre-certified in a number of countries thereby significantly reducing our original equipment manufacturer customers' regulatory certification costs and accelerating their time to market.

The following product families are included in our IoT product line: EDS, EDS-MD, PremierWave® EN, PremierWave® XC, SGX™, UDS, WiPort®, xDirect®, xPico®, xPico® Wi-Fi, xPress™, XPort®, XPort® Pro, Micro, MACH10® Global Device Manager and Lantronix Gateway Central.

IT Management

Today, organizations are managing an ever-increasing number of devices and data on enterprise networks where 24/7 reliability is mission critical. Out-of-band management is a technique that uses a dedicated management network to access critical network devices to ensure management connectivity (including the ability to determine the status of any network component) independent of the status of other in-band network components. Remote out-of-band access allows organizations to effectively manage their enterprise IT resources and at the same time, optimize their IT support resources. Our vSLM™, a virtualized central management software solution, simplifies secure administration of our IT Management products and the equipment attached to them through a standard web browser.

Our IT Management product line includes out-of-band management, console management, power management, and keyboard-video-mouse (commonly referred to as KVM) products that provide remote access to IT and networking infrastructure deployed in test labs, data centers, branch offices and server rooms.

The following product families are included in our IT Management product line: SLB,TMSLC8000, Spider,TM ConsoleFlow and vSLMTM.

Other

We categorize products that are non-focus or end-of-life as Other. Our Other product line includes non-focus products such as the xPrintServer[®]. In addition, this product line includes end-of-life versions of our MatchPort[®], SLC,TMSLP,TM xPress Pro, xSenso[®], PremierWave[®] XN, and WiBox product families.

Recent Accounting Pronouncements

Refer to *Note 1* of Notes to Unaudited Condensed Consolidated Financial Statements, included in Part I, Item 1 of this Report, which is incorporated herein by reference, for a discussion of recent accounting pronouncements.

Critical Accounting Policies and Estimates

The accounting policies that have the greatest impact on our financial condition and results of operations and that require the most judgment are those relating to revenue recognition, allowance for doubtful accounts, inventory valuation, warranty reserves, valuation of deferred income taxes, and goodwill. These policies are described in further detail in the Form 10-K. The following discussion of our critical accounting policy over revenue recognition has been updated as a result of our adoption of the new revenue standard effective July 1, 2018 (refer to Note 2 in Part I, Item 1 of this Report for further discussion). The prior year comparative financial information has not been restated and continues to be presented under the accounting standards in effect for the respective periods. There have been no other significant changes in our critical accounting policies and estimates during the three and nine months ended March 31, 2019 as compared to what was previously disclosed in the Form 10-K.

Revenue Recognition

Revenue is recognized upon the transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services. We apply the following five-step approach in determining the amount and timing of revenue to be recognized: (i) identifying the contract with a customer, (ii) identifying the performance obligations in the contract, (iii) determining the transaction price, (iv) allocating the transaction price to the performance obligations in the contract and (v) recognizing revenue when the performance obligation is satisfied.

A significant portion of our products are sold to distributors under agreements which contain (i) limited rights to return unsold products and (ii) price adjustment provisions, both of which are accounted for as variable consideration when estimating the amount of revenue to recognize. Establishing accruals for product returns and pricing adjustments requires the use of judgment and estimates that impact the amount and timing of revenue recognition. When product revenue is recognized, we establish an estimated allowance for future product returns based primarily on historical returns experience and other known or anticipated returns. We also record reductions of revenue for pricing adjustments, such as competitive pricing programs and rebates, in the same period that the related revenue is recognized, based primarily on approved pricing adjustments and our historical experience. Actual product returns or pricing adjustments that differ from our estimates could result in increases or decreases to our net revenue.

From time to time, we may enter into contracts with customers that include promises to transfer multiple deliverables that may include sales of products, professional engineering services and other product qualification or certification services. Determining whether the deliverables in such arrangements are considered distinct performance obligations that should be accounted for separately versus together often requires judgment. We consider performance obligations to be distinct when the customer can benefit from the promised good or service on its own or by combining it with other resources readily available and when the promised good or service is separately identifiable from other promised goods or services in the contract. In such arrangements, we allocate revenue on a relative standalone selling price basis by maximizing the use of observable inputs to determine the standalone selling price for each performance obligation. Additionally, estimating standalone selling prices for separate performance obligations within a contract may require significant judgment and consideration of various factors including market conditions, items contemplated during negotiation of customer arrangements and internally-developed pricing models. Changes to performance obligations that we identify, or the estimated selling prices pertaining to a contract, could materially impact the amounts of earned and unearned revenue that we record.

Results of Operations – Three Months Ended March 31, 2019 Compared to the Three Months Ended March 31, 2018

Summary

In the three months ended March 31, 2019 our net revenue increased by \$743,000, or 6.4%, compared to the three months ended March 31, 2018. The increase in net revenue was driven by a 63.4% increase in net revenue in our IT Management product line, which was partially offset by a decline of 3.2% in our IoT product line. We had net income of \$857,000 for the three months ended March 31, 2019 compared to net income of \$344,000 for the three months ended March 31, 2018. The increase in net income was primarily due to the increase in net revenue and interest income combined with improved gross profit margins.

Net Revenue

The following tables present our fiscal quarter net revenue by product line and by geographic region:

	Three Months Ended March 31,				Change	
	2019	% of Net Revenue	2018	% of Net Revenue	\$	%
	(In thousands, except percentages)					
IoT	\$8,935	72.4%	\$9,235	79.6%	\$(300)	(3.2%)
IT Management	3,210	26.0%	1,964	16.9%	1,246	63.4%
Other	199	1.6%	402	3.5%	(203)	(50.5%)
	\$12,344	100.0%	\$11,601	100.0%	\$743	6.4%

	Three Months Ended March 31,				Change	
	2019	% of Net Revenue	2018	% of Net Revenue	\$	%
	(In thousands, except percentages)					
Americas	\$6,866	55.6%	\$5,832	50.3%	\$1,034	17.7%
EMEA	3,757	30.4%	\$4,055	35.0%	(298)	(7.3%)
APJ	1,721	14.0%	\$1,714	14.7%	7	0.4%
	\$12,344	100.0%	\$11,601	100.0%	\$743	6.4%

IoT

Net revenue from our IoT product line for the three months ended March 31, 2019 decreased compared to the three months ended March 31, 2018 due to decreases in unit sales in a variety of our product families including (i) Micro, xPico, and xPico Wi-Fi in our EMEA region and (ii) xPress in our Americas region. The overall decrease was partially offset by an increase in unit sales of our EDS product family across all regions.

IT Management

Net revenue from our IT Management product line for the three months ended March 31, 2019 increased compared to the three months ended March 31, 2018 due to increased unit sales of our SLC8000 product family in the Americas, and to a lesser extent, the EMEA and APJ regions. We also saw moderate growth in SLB unit sales in the Americas.

Other

Net revenue from our Other products, which are comprised of non-focus and end-of-life product families, continues to decline as expected.

Gross Profit

Gross profit represents net revenue less cost of revenue. Cost of revenue consists primarily of the cost of raw material components, subcontract labor assembly from contract manufacturers, freight costs, personnel-related expenses, manufacturing overhead, inventory reserves for excess and obsolete products or raw materials, warranty costs, royalties and share-based compensation.

The following table presents our fiscal quarter gross profit:

	Three Months Ended March 31,					
	% of		% of		Change	
	Net		Net			
	2019	Revenue	2018	Revenue	\$	%
	(In thousands, except percentages)					
Gross profit	\$7,090	57.4%	\$6,584	56.8%	\$506	7.7%

Gross profit as a percent of revenue (referred to as “gross margin”) for the three months ended March 31, 2019 improved slightly compared to the three months ended March 31, 2018, primarily due to our improved sales mix.

Selling, General and Administrative

Selling, general and administrative expenses consist of personnel-related expenses, share-based compensation, facility expenses, information technology, advertising and marketing expenses and professional, legal and accounting fees.

The following table presents our fiscal quarter selling, general and administrative expenses:

	Three Months Ended March 31,					
	% of		% of		Change	
	Net		Net			
	2019	Revenue	2018	Revenue	\$	%

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	(In thousands, except percentages)			
Personnel-related expenses	\$2,858		\$3,198	\$(340) (10.6%)
Professional fees and outside services	222		243	(21) (8.6%)
Advertising and marketing	225		231	(6) (2.6%)
Facilities and insurance	186		202	(16) (7.9%)
Share-based compensation	213		237	(24) (10.1%)
Depreciation	50		47	3 6.4%
Other	113		83	30 36.1%
Selling, general and administrative	\$3,867	31.3%	\$4,241	36.6% \$(374) (8.8%)

Selling, general and administrative for the three months ended March 31, 2019 decreased compared to the three months ended March 31, 2018, primarily due to lower variable compensation and related headcount costs, which were driven by the departure of our previous chief executive officer.

Research and Development

Research and development expenses consist of personnel-related expenses, share-based compensation, and expenditures to third-party vendors for research and development activities and product certification costs. Our quarterly costs related to outside services and product certifications vary from period to period depending on our level of development activities.

The following table presents our fiscal quarter research and development expenses:

	Three Months Ended March 31,		Change			
	2019	% of Net Revenue 2018	% of Net Revenue	\$ %		
	(In thousands, except percentages)					
Personnel-related expenses	\$1,727	\$1,659	\$68	4.1%		
Facilities	223	199	24	12.1%		
Outside services	220	53	167	315.1%		
Product certifications	7	43	(36)	(83.7%)		
Share-based compensation	96	44	52	118.2%		
Other	112	(34)	146	429.4%		
Research and development	\$2,385	19.3%	\$1,964	16.9%	\$421	21.4%

Research and development expenses increased primarily due to higher (i) outside service costs for prototypes and related new product development projects and (ii) headcount-related expenses, as we have continued to add engineering personnel over the past year, both domestically and in India. Additionally, in the prior year quarter, we benefited from the reversal of certain previously estimated accrued charges included in the “Other” line item in the table above, for which we determined no remaining liability existed.

Results of Operations – Nine Months Ended March 31, 2019 Compared to the Nine Months Ended March 31, 2018***Summary***

In the nine months ended March 31, 2019 our net revenue increased by \$3,194,000, or 9.5%, compared to the nine months ended March 31, 2018. The overall increase in net revenue was primarily due to improvements in our IoT and IT Management product lines. We had net income of \$1,051,000 for the nine months ended March 31, 2019 compared to a net loss of \$72,000 for the nine months ended March 31, 2018. The increase in profitability was principally driven by the growth in net revenue combined with improved margins, which were somewhat offset by increased investment in research and development and share-based compensation expenses.

Net Revenue

The following tables present our fiscal year-to-date net revenue by product line and geographic region:

	Nine Months Ended March 31,					
	2019	% of Net Revenue	2018	% of Net Revenue	Change	
				\$	%	
	(In thousands, except percentages)					
IoT	\$26,972	73.4%	\$25,654	76.5%	\$1,318	5.1%
IT Management	9,199	25.0%	6,971	20.8%	2,228	32.0%
Other	566	1.6%	918	2.7%	(352)	(38.3%)
	\$36,737	100.0%	\$33,543	100.0%	\$3,194	9.5%

	Nine Months Ended March 31,					
	% of Net Revenue		% of Net Revenue		Change	
	2019	2018	2019	2018	\$	%
	(In thousands, except percentages)					
Americas	\$19,962	\$17,821	54.3%	53.1%	\$2,141	12.0%
EMEA	11,357	10,391	30.9%	31.0%	966	9.3%
APJ	5,418	5,331	14.8%	15.9%	87	1.6%
	\$36,737	\$33,543	100.0%	100.0%	\$3,194	9.5%

IoT

Net revenue from our IoT product line for the nine months ended March 31, 2019 increased compared to the nine months ended March 31, 2018 due to growth in unit sales in a variety of our product families across different geographic regions including (i) XPort and XPort Pro in the Americas and APJ regions, (ii) EDS mostly in the Americas region and (iii) our large-scale integration chips in our EMEA region. The overall increase was partially offset by decreases in unit sales of certain product families including (i) UDS across regions and (ii) our Micro product family in the APJ region.

IT Management

Net revenue from our IT Management product line for the nine months ended March 31, 2019 increased compared to the nine months ended March 31, 2018, primarily due to strong growth in unit sales of our SLC8000 product family in both the Americas and EMEA regions and, to a lesser extent, the APJ region. This growth was slightly offset by a decrease in unit sales of our SLB product family in the Americas region, as we experienced two large customer deployments in the prior year.

Other

Net revenue from our Other products, which are comprised of non-focus and end-of-life product families, continues to decline as expected.

Gross Profit

The following table presents our fiscal year-to-date gross profit:

	Nine Months Ended March 31,				Change	
	% of		% of			
	Net	2018	Net	\$	%	
	Revenue		Revenue			
	2019					
	(In thousands, except percentages)					
Gross profit	\$20,492	55.8%	\$18,492	55.1%	\$2,000	10.8%

Gross margin for the nine months ended March 31, 2019 was slightly higher than for the nine months ended March 31, 2018, primarily due to improved product sales mix. This was partially offset by tariff charges of approximately \$220,000 that we incurred for certain products during the current year. In September 2018, the U.S. government expanded the list of products with tariffs relating to Chinese goods imported into the U.S., which effectively covers the type of products that we sell. We continue to execute on our plan to mitigate our financial exposure to these tariffs in future periods, which includes the transition of our contract manufacturing from China to South East Asia.

Included in our cost of revenue for the nine months ended March 31, 2019 and 2018 are \$39,000 and \$38,000, respectively, in severance and related charges.

Selling, General and Administrative

The following table presents our fiscal year-to-date selling, general and administrative expenses:

	Nine Months Ended March 31,				Change	
	2019	% of Net Revenue	2018	% of Net Revenue	\$	%
	(In thousands, except percentages)					
Personnel-related expenses	\$8,764		\$9,031		\$(267)	(3.0%)
Severance and related charges	201		154		47	30.5%
Professional fees and outside services	904		857		47	5.5%
Advertising and marketing	543		590		(47)	(8.0%)
Facilities and insurance	647		670		(23)	(3.4%)
Share-based compensation	950		688		262	38.1%
Depreciation	144		138		6	4.3%
Other	345		272		73	26.8%
Selling, general and administrative	\$12,498	34.0%	\$12,400	37.0%	\$98	0.8%

The increase in share-based compensation expenses were primarily attributable to stock awards being granted with a higher estimated fair value in the current year. The decrease in personnel-related expenses was primarily due to the departure of our former chief executive officer during the quarter.

During the nine months ended March 31, 2019, we realigned certain personnel resources to better meet our business needs at the time. These activities resulted in total charges of approximately (i) \$323,000 in severance-related costs and (ii) \$137,000 in share-based compensation expense. Of the total charges of \$460,000, approximately, \$201,000 of severance-related costs and \$137,000 of share-based compensation were classified within selling, general and administrative expenses.

During the nine months ended March 31, 2018, we realigned certain personnel resources throughout our organization, primarily to optimize our operations and engineering efforts. These activities resulted in total net charges of approximately \$506,000, which consisted primarily of severance costs, and to a lesser extent, termination costs related to our facility lease in Hong Kong. Of the total charges, approximately \$154,000 was classified within selling, general

and administrative expenses.

Research and Development

The following table presents our fiscal year-to-date research and development expenses:

	Nine Months Ended March 31,				Change	
	2019	% of Net Revenue	2018	% of Net Revenue	\$	%
	(In thousands, except percentages)					
Personnel-related expenses	\$5,060		\$4,621		\$439	9.5%
Severance and related charges	83		314		(231)	(73.6%)
Facilities	688		595		93	15.6%
Outside services	492		150		342	228.0%
Product certifications	99		177		(78)	(44.1%)
Share-based compensation	248		149		99	66.4%
Other	292		53		239	450.9%
Research and development	\$6,962	19.0%	\$6,059	18.1%	\$903	14.9%

Research and development expenses increased primarily due to higher (i) headcount-related expenses, as we have continued to add engineering personnel over the past year, both domestically and in India, and (ii) outside service costs and other prototype build costs related to various new product development projects. These increases were partially offset by a decrease in the severance-related charges discussed above. In addition, in the prior year, we benefited from the reversal of certain previously estimated accrued charges included in the “Other” line item in the table above, for which we determined no remaining liability existed.

Interest Income (Expense), Net

During the nine months ended March 31, 2019, we began earning interest on our domestic cash balance, which significantly increased as a result of our public offering in September 2018, described further below. Our interest income was partially offset by interest expenses related to our unused bank line of credit.

Provision for Income Taxes

Refer to *Note 7* of Notes to Unaudited Condensed Consolidated Financial Statements, included in Part I, Item 1 of this Report, which is incorporated herein by reference, for a discussion regarding our provision for income taxes.

Liquidity and Capital Resources

Liquidity

The following table presents details of our working capital and cash and cash equivalents:

	March 31, 2019	June 30, 2018	Change
	(In thousands)		
Working capital	\$26,809	\$13,544	\$13,265
Cash and cash equivalents	\$18,212	\$9,568	\$8,644

In September and October 2018, we sold 2,700,000 shares of our common stock in a public offering. We received net cash proceeds from the offering of approximately \$9,774,000.

Our principal sources of cash and liquidity include our existing cash and cash equivalents, borrowings and amounts available under our revolving line of credit and cash generated from operations. We believe that these sources will be sufficient to fund our current requirements for working capital, capital expenditures and other financial commitments for at least the next 12 months. We anticipate that the primary factors affecting our cash and liquidity are net revenue, working capital requirements and capital expenditures.

Management defines cash and cash equivalents as highly liquid deposits with original maturities of 90 days or less when purchased. We maintain cash and cash equivalents balances at certain financial institutions in excess of amounts insured by federal agencies. Management does not believe this concentration subjects us to any unusual financial risk beyond the normal risk associated with commercial banking relationships. We frequently monitor the third-party depository institutions that hold our cash and cash equivalents. Our emphasis is primarily on safety of principal and secondarily on maximizing yield on those funds.

Our future working capital requirements will depend on many factors, including the following: timing and amount of our net revenue; our product sales mix and the resulting gross margins; research and development expenses; selling, general and administrative expenses; and expenses associated with any strategic partnerships, acquisitions or infrastructure investments.

From time to time, we may seek additional capital from public or private offerings of our capital stock, borrowings under our existing or future credit lines or other sources in order to (i) develop or enhance our products, (ii) take advantage of strategic opportunities, (iii) respond to competition or (iv) continue to operate our business. We currently have a Form S-3 shelf registration statement on file with the SEC. If we issue equity securities to raise additional funds, our existing stockholders may experience dilution, and the new equity securities may have rights, preferences and privileges senior to those of our existing stockholders. If we issue debt securities to raise additional funds, we may incur debt service obligations, become subject to additional restrictions that limit or restrict our ability to operate our business, or be required to further encumber our assets. There can be no assurance that we will be able to raise any such capital on terms acceptable to us, if at all.

Bank Line of Credit

Refer to *Note 5* of Notes to Unaudited Condensed Consolidated Financial Statements, included in Part I, Item 1 of this Report, which is incorporated herein by reference, for a discussion of our loan agreement.

Cash Flows

The following table presents the major components of the unaudited condensed consolidated statements of cash flows:

	Nine Months Ended		
	March 31,		
	2019	2018	Change
	(In thousands)		
Net cash (used in) provided by operating activities	\$(1,597)	\$725	\$(2,322)
Net cash used in investing activities	(383)	(171)	(212)
Net cash provided by financing activities	10,624	328	10,296

Operating Activities

We used net cash from operating activities during the nine months ended March 31, 2019, compared to the prior year period during which we received net cash provided by operating activities. Our use of net cash from operating activities in the current year was driven by an increase in accounts receivable of \$4,107,000 during the nine months ended March 31, 2019, as a result of nearly 50% of our net revenues occurring in the last month of the quarter ended

March 31, 2019. We also experienced an increase in inventories of approximately \$1,370,000 during the nine months ended March 31, 2019, as we have built up our inventory levels as part of our plans to transition between overseas contract manufacturer locations and to mitigate the effects of certain tariffs recently implemented by the U.S. government. The impact to operating cash flow of these increases in asset balances was partially offset by our net income for the current year period.

Investing Activities

Net cash used in investing activities during the nine months ended March 31, 2019 relates to capital expenditures for the purchase of property and equipment, primarily related to tooling, test equipment, and production software investments.

Financing Activities

Net cash provided by financing activities during the nine months ended March 31, 2019 resulted primarily from the public offering of common stock described above. Additionally, for the periods ended March 31, 2019 and 2018 financing activities provided cash from employee stock option exercises and purchases under our Employee Stock Purchase Plan. This was partially offset by payments for (i) withholding taxes related to the vesting of restricted stock units and (ii) capital leases.

Off-Balance Sheet Arrangements

As of March 31, 2019, we did not have any relationships with unconsolidated organizations or financial partnerships, including structured finance or special purpose entities, that have been established to facilitate off-balance sheet arrangements or for other purposes.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

As a smaller reporting company, we are not required to provide the information required by this Item 3.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act) that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (ii) is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this Report. Based upon that evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of March 31, 2019 at the reasonable assurance level.

(b) Changes in Internal Controls over Financial Reporting

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(f) and 15d-15(f) of the Exchange Act that occurred during the quarter ended March 31, 2019,

that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

(c) Inherent Limitation on Effectiveness of Controls

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we are involved in various legal proceedings and claims arising in the ordinary course of our business. Although the results of legal proceedings and claims cannot be predicted with certainty, we currently believe that the final outcome of these ordinary course matters will not, individually or in the aggregate, have a material adverse effect on our business, operating results, financial condition or cash flows. However, regardless of the outcome, litigation can have an adverse impact on us because of legal costs, diversion of management time and resources, and other factors.

Item 1A. Risk Factors

An investment in our common stock involves risks. Before making an investment decision, you should carefully consider all of the information in this Report, including in the section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part I, Item 2 of this Report, and the unaudited condensed consolidated financial statements and related notes thereto in Part I, Item 1 of this Report. In addition, you should carefully consider the risks and uncertainties described in the section entitled “Risk Factors” in the Form 10-K, as well as in our other public filings with the SEC. If any of the identified risks are realized, our business, financial condition, operating results and prospects could be materially and adversely affected. In that case, the trading price of our common stock may decline, and you could lose all or part of your investment. In addition, other risks of which we are currently unaware, or which we do not currently view as material, could have a material adverse effect on our business, financial condition, operating results and prospects.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

See the “Exhibit Index” immediately following the signature page of this Report, which is incorporated herein by reference.

SIGNATURES

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

LANTRONIX, INC.

Date: April 26, 2019 By: /s/ PAUL PICKLE

Paul Pickle
President and Chief Executive Officer
(Principal Executive Officer)

Date: April 26, 2019 By: /s/ JEREMY WHITAKER

Jeremy Whitaker
Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT INDEX

Exhibit Number	Description	Provided Herewith	Incorporated by Reference	
			Form Exhibit	Filing Date
10.1*	<u>Offer Letter dated March 23, 2019 between Lantronix, Inc. and Paul H. Pickle</u>		8-K 99.1	03/27/2019
31.1	<u>Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>	X		
31.2	<u>Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>	X		
32.1**	<u>Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>	X		
101.INS	XBRL Instance Document	X		
101.SCH	XBRL Taxonomy Extension Schema Document	X		
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	X		
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	X		
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	X		
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	X		

* Indicates management contract or compensatory plan, contract or arrangement

**Furnished, not filed.

