

Cogent, Inc.  
Form 10-Q  
May 16, 2005  
Table of Contents

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q**

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

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2005

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

Commission file number 000-50947

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**COGENT, INC.**

(Exact name of Registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)  
209 Fair Oaks Avenue

95-4305768  
(I.R.S. Employer  
Identification No.)  
91030

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**South Pasadena, California**  
(Address of principal executive offices)

(Zip Code)

**Registrant's telephone number, including area code: (626) 799-8090**

**Securities registered pursuant to Section 12(b) of the Act:**

None

**Securities registered pursuant to Section 12(g) of the Act:**

**Common Stock**

(Title of Class)

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

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes  No

As of May 2, 2005 there were 85,255,814 shares of the registrant's common stock outstanding.

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**Table of Contents**

**COGENT, INC.**

**FORM 10-Q**

**FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2005**

**INDEX**

	<b>Page</b>
<b><u>PART I. FINANCIAL INFORMATION</u></b>	
Item 1. <u>Financial Statements</u>	2
<u>Condensed Consolidated Balance Sheets at December 31, 2004 and March 31, 2005 (unaudited)</u>	2
<u>Condensed Consolidated Statements of Operations for the Three Months Ended March 31, 2004 and 2005 (unaudited)</u>	3
<u>Condensed Consolidated Statements of Cash Flows for the Three Months Ended March 31, 2004 and 2005 (unaudited)</u>	4
<u>Notes to the Condensed Consolidated Financial Statements (unaudited)</u>	5
Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	14
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	37
Item 4. <u>Controls and Procedures</u>	37
<b><u>PART II. OTHER INFORMATION</u></b>	
Item 1. <u>Legal Proceedings</u>	38
Item 2. <u>Changes in Securities and Use of Proceeds</u>	38
Item 6. <u>Exhibits</u>	38

**Table of Contents****PART I. FINANCIAL INFORMATION**

## Item 1. Financial Statements

**COGENT, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS**

(amounts in thousands, except share data)

(unaudited)

	<b>December 31, 2004</b>	<b>March 31, 2005</b>
	<u>          </u>	<u>          </u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 27,004	\$ 23,511
Investments in marketable securities	167,202	133,056
Billed accounts receivable, net of allowance for doubtful accounts of \$229 at December 31, 2004 and \$291 at March 31, 2005	14,761	22,798
Unbilled accounts receivable	1,308	1,095
Inventory and contract related costs	35,854	23,686
Prepaid expenses and other current assets	741	1,546
Deferred income taxes	10,744	10,744
	<u>          </u>	<u>          </u>
Total current assets	257,614	216,436
Investments in marketable securities	28,517	63,410
Inventory and contract related costs	2,126	1,957
Property and equipment, net	8,478	8,153
Restricted cash	561	531
Deferred income taxes	3,568	3,568
Other assets	30	275
	<u>          </u>	<u>          </u>
Total assets	\$ 300,894	\$ 294,330
	<u>          </u>	<u>          </u>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 2,790	\$ 2,154
Accrued expenses	1,480	3,561
Income taxes payable	6,131	455
Deferred revenues	59,667	41,479
	<u>          </u>	<u>          </u>
Total current liabilities	70,068	47,649
	<u>          </u>	<u>          </u>
Deferred revenues	8,762	7,019

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Commitments and contingencies (Note 14)		
Stockholders' equity:		
Common stock, \$0.001 par value; 250,000,000 shares authorized; 80,788,040 and 83,280,540 shares respectively issued and outstanding	120	120
Additional paid-in capital	251,871	258,180
Deferred stock-based compensation	(9,831)	(8,058)
Retained deficit	(19,995)	(9,930)
Accumulated other comprehensive loss	(101)	(650)
Total stockholders' equity	222,064	239,662
Total liabilities and stockholders' equity	\$ 300,894	\$ 294,330

See accompanying notes to the unaudited condensed consolidated financial statements.

Table of Contents

## COGENT, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share data)

(unaudited)

	For the three months ended	
	March 31,	
	2004	2005
	(As Restated, see Note 13)	
<b>Revenues:</b>		
Product revenues	\$ 12,694	\$ 31,780
Maintenance and services revenues	2,704	4,061
<b>Total revenues</b>	<b>15,398</b>	<b>35,841</b>
<b>Cost of revenues:</b>		
Cost of product revenues (1)	2,365	13,838
Cost of maintenance and services revenues (1)	619	1,089
Amortization of deferred stock-based compensation	114	195
<b>Total cost of revenues</b>	<b>3,098</b>	<b>15,122</b>
<b>Gross profit</b>	<b>12,300</b>	<b>20,719</b>
<b>Operating expenses:</b>		
Research and development (1)	1,660	1,913
Selling and marketing (1)	807	1,526
General and administrative (1)	818	1,727
Amortization of deferred stock-based compensation	4,223	1,623
<b>Total operating expenses</b>	<b>7,508</b>	<b>6,789</b>
Operating income	4,792	13,930
<b>Other income:</b>		
Interest income	36	1,388
Other, net		284
<b>Total other income</b>	<b>36</b>	<b>1,672</b>
Income before income taxes	4,828	15,602
Income tax provision	311	5,537

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Net income	\$ 4,517	\$ 10,065
Basic net income per share	\$ 0.08	\$ 0.12
Diluted net income per share	\$ 0.07	\$ 0.11
Shares used in computing basic net income per share	60,000	82,008
Shares used in computing diluted net income per share	68,576	91,845
Pro forma net income data (see Note 9)		
Income before income taxes, as reported	\$ 4,828	
Pro forma provision for income taxes	2,752	
Pro forma net income	\$ 2,076	
Pro forma net income per share		
Basic	\$ 0.03	
Diluted	\$ 0.03	
<hr/>		
(1) Excludes amortization of deferred stock-based compensation as follows:		
Cost of product revenues	\$ 32	\$ 66
Cost of maintenance and services revenues	82	129
Research and development expenses	318	529
Selling and marketing expenses	371	430
General and administrative expenses	3,534	664
	\$ 4,337	\$ 1,818

See accompanying notes to the unaudited condensed consolidated financial statements.

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

	<b>Three months ended March 31,</b>	
	<b>2004</b>	<b>2005</b>
	<b>(As Restated, see Note 13)</b>	
<b>Cash Flows from operating activities:</b>		
Net income	\$ 4,517	\$ 10,065
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Tax benefit from stock option transactions		5,531
Depreciation and amortization	176	446
Allowance for doubtful accounts		62
Amortization of deferred stock-based compensation	4,337	1,818
Amortization of bond premium on available for sale securities		46
Deferred income taxes	(192)	
Changes in assets and liabilities:		
Billed accounts receivable	1,145	(8,103)
Unbilled accounts receivable	(558)	213
Inventory and contract related costs	639	12,347
Prepaid expenses and other current assets	(409)	(806)
Other assets	(30)	(245)
Accounts payable	226	(602)
Accrued expenses	455	2,092
Income taxes payable	370	(5,676)
Deferred revenues	6,748	(19,931)
	<u>17,424</u>	<u>(2,743)</u>
<b>Net cash provided by (used in) operating activities</b>		
<b>Cash Flows from investing activities:</b>		
Purchase of available-for-sale securities		(251,009)
Proceeds from sale of available-for-sale securities		249,713
Purchase of property and equipment	(51)	(121)
	<u>(51)</u>	<u>(1,417)</u>
<b>Net cash used in investing activities</b>		
<b>Cash Flows from financing activities:</b>		
Distributions to stockholders	(6,292)	
Proceeds from the exercise of stock options		807
	<u>(6,292)</u>	<u>807</u>
<b>Net cash (used in) provided by financing activities</b>		
Effect of exchange rate changes on cash	(7)	(140)



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Net increase (decrease) in cash and cash equivalents	11,074	(3,493)
Cash and cash equivalents, beginning of period	17,457	27,004
Cash and cash equivalents, end of period	\$ 28,531	\$ 23,511
<b>Supplemental disclosures of cash flow information:</b>		
Cash received (paid) during the period for:		
Interest income	\$ 36	\$ 921
Income taxes	\$ (133)	\$ (6,251)
<b>Non-cash financing activities:</b>		
Deferred stock based compensation, net	\$ 13,495	\$
Capitalized deferred stock-based compensation (inventory and contract related costs)	\$	\$ 10

See accompanying notes to the unaudited condensed consolidated financial statements.

**Table of Contents**

**COGENT, INC.**

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(unaudited)**

**Note 1. General**

***Company Background***

Cogent, Inc. and subsidiaries ( Cogent ) was initially incorporated in the state of California on April 20, 1990 as Cogent Systems, Inc. and was reincorporated in Delaware on May 3, 2004 as Cogent, Inc. Cogent is a provider of advanced automated fingerprint identification systems ( AFIS ) solutions, which typically consist of Cogent s Programmable Matching Accelerator, or PMA, servers and other AFIS equipment, including work stations and live-scans, bundled with our proprietary software, and other fingerprint biometrics products and solutions, to governments, law enforcement agencies and other organizations worldwide. Cogent also provides professional services and technical support and maintenance services to its customers.

***Basis of Presentation***

The accompanying condensed consolidated balance sheet as of March 31, 2005 and the condensed consolidated statements of operations and cash flows for the three months ended March 31, 2004 and 2005 are unaudited. These statements should be read in conjunction with the audited consolidated financial statements and related notes, together with management s discussion and analysis of financial position and results of operations, contained in the Company s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 22, 2005.

The accompanying condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States, or ( GAAP ). In the opinion of the Company s management, the unaudited condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements in the Annual Report on Form 10-K for the year ended December 31, 2004 and include all adjustments necessary for the fair presentation of the Company s statement of financial position as of March 31, 2005, its results of operations and its cash flows for the three months ended March 31, 2004 and 2005. The condensed consolidated balance sheet as of December 31, 2004 has been derived from the December 31, 2004 audited financial statements. The interim financial information contained in this quarterly report is not necessarily indicative of the results to be expected for any other interim period or for the entire year. The condensed consolidated financial statements for the three months ended March 31, 2004 have been restated (See Note 13).

***Concentration***

The Company derived a significant portion of its revenues from a limited number of customers. For the three months ended March 31, 2004 and 2005, the Company had one and two customers that collectively accounted for 71% and 70% of revenues for that period, respectively.

**Note 2. Recent Accounting Pronouncements**

In July 2004, the Emerging Issues Task Force ( EITF ) published its consensus on Issue No. 03-01, The Meaning of Other Than-Temporary Impairment and Its Application to Certain Investments. EITF Issue No. 03-01 addresses the meaning of other-than-temporary impairment and its application to debt and equity securities within the scope of Statement of Financial Accounting Standards ( SFAS ) No. 115, certain debt and equity securities within the scope of SFAS No. 124, and equity securities that are not subject to the scope of SFAS No. 115 and not accounted for under the equity method of accounting. In September 2004, the Financial Accounting Standards Board ( FASB ) issued FASB Staff Position ( FSP ) Emerging Issues Task Force (EITF) Issue 03-1-1, Effective Date of Paragraphs 10 20 of EITF Issue No. 03-1, which delays the effective date for the recognition and measurement guidance in EITF Issue No. 03-1. In addition, the FASB has issued a proposed FSP to consider whether further application guidance is necessary for securities analyzed for impairment under EITF Issue No. 03-1. The Company continues to assess the potential impact that the adoption of the proposed FSP could have on its financial statements.

**Table of Contents**

**COGENT, INC.**

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(unaudited)**

In December 2004, the FASB issued SFAS 123 (Revised 2004)-Share Based Payment (SFAS 123R). SFAS 123R requires that the Company record stock option expense in its financial statements based on a fair value methodology. In April 2005, the Securities and Exchange Commission ( SEC ) adopted a rule that delayed the compliance dates for adoption of SFAS 123R. The SEC 's rule allows companies to implement SFAS 123R at the beginning of the next fiscal year after June 15, 2005, which is January 1, 2006 for the Company. The Company is evaluating the impact of the new standard and the method and timing of adoption. Although the Company has not completed its analysis, it is anticipated that the expense related to stock options will increase under the new pronouncement, however, it cannot be quantified at this time.

In December 2004, the FASB issued Statement No. 153, Exchanges of Nonmonetary Assets, an amendment of APB Opinion No. 29, Accounting for Nonmonetary Transactions. Statement 153 addresses the measurement of exchanges of nonmonetary assets and redefines the scope of transactions that should be measured based on the fair value of the assets exchanged. Statement 153 is effective for nonmonetary asset exchanges beginning in the Company 's second quarter of fiscal 2006. The Company does not believe adoption of Statement 153 will have a material effect on its consolidated financial position, results of operations or cash flows.

**Note 3. Stock-Based Compensation**

***Accounting for Stock-Based Compensation***

The Company has two stock option plans, the 2000 Stock Option Plan and the 2004 Equity Incentive Plan, which authorize the issuance of stock options, restricted stock and other stock-based incentives to employees. The Company accounts for these plans under the recognition and measurement provisions of Accounting Principles Board ( APB ) Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. Under APB Opinion No. 25, compensation for employee common stock option grants is calculated as the difference, if any, on the date of grant, between the fair value of the Company 's common stock and the exercise price of the option. Stock-based compensation related to employee option grants is recorded on the grant date as deferred stock-based compensation, which is classified as a separate component of stockholders ' equity, and is amortized to expense based on the multiple option model, which results in more compensation expense being attributed to an option 's initial vesting periods when compared to the straight-line method. The Company accounts for stock options issued to non-employees in accordance with the provisions of SFAS No. 123 and Emerging Issues Task Force Issue (EITF) No. 96-18, Accounting for Equity Instruments That are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services and FASB Interpretation (FIN) No. 28, Accounting for Stock Appreciation Rights and Other Variable Stock Option or Award Plans.

In accordance with SFAS No. 123, Accounting for Stock-Based Compensation, as amended by SFAS No. 148, Accounting for Stock-Based Compensation Transition and Disclosure, the following pro forma net income and earnings per share information is presented as if the Company accounted for stock-based compensation awarded under the stock incentive plans using the fair value method. Under the fair value method, the estimated fair value of stock incentive awards is charged against income using the multiple option model over the vesting period.



Table of Contents

## COGENT, INC.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(unaudited)

	<u>Three Months Ended March 31,</u>	
	<u>2004</u>	<u>2005</u>
	(in thousands, except per share data)	
Net income as reported	\$ 4,517	\$ 10,065
Add: Total stock-based employee compensation expense included in reported net income net of related tax effects	3,361	1,687
Deduct: Total stock-based employee compensation expense determined under the fair-value-based method for all awards net of the related tax effects	(3,725)	(1,782)
Pro forma net income	<u>\$ 4,153</u>	<u>\$ 9,970</u>
Net Income per share		
Basic as reported	<u>\$ 0.08</u>	<u>\$ 0.12</u>
Basic pro forma	<u>\$ 0.07</u>	<u>\$ 0.12</u>
Diluted as reported	<u>\$ 0.07</u>	<u>\$ 0.11</u>
Diluted pro forma	<u>\$ 0.06</u>	<u>\$ 0.11</u>

The Company used the Black-Scholes option-pricing model with the following weighted-average assumptions in determining the pro forma compensation costs:

	<u>Three Months Ended March 31,</u>	
	<u>2004</u>	<u>2005</u>
Risk-free interest rate	2.36%	3.85%
Dividend yield	0.00%	0.00%
Expected life (years)	3.51	4.0
Volatility	95%	85%

The weighted-average estimated fair value of options granted was as follows:

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	<b>Three Months Ended March 31,</b>	
	<b>2004</b>	<b>2005</b>
Weighted average fair value	\$ 7.27	\$ 16.67

**Table of Contents****COGENT, INC.****NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(unaudited)****Note 4. Fair Value of Investments in Marketable Securities**

The Company has investments classified as available-for-sale securities included in short-term and long-term investments, categorized as follows:

	As of December 31, 2004	As of March 31, 2005
	(in thousands)	
<b>Type of Security:</b>		
Short-term instruments	\$ 24,368	\$ 53,184
Corporate debt securities with maturities of less than one year	58,962	29,128
Municipal securities with maturities of less than one year	75,460	35,318
U.S. government securities with maturities of less than one year	8,412	15,426
	<u>167,202</u>	<u>133,056</u>
Total short-term investments	167,202	133,056
Corporate debt securities with maturities between one and three years	15,015	32,674
Municipal securities with maturities between one and three years	12,011	11,814
U.S. government securities with maturities between one and three years	1,491	18,922
	<u>28,517</u>	<u>63,410</u>
Total long-term investments	28,517	63,410
	<u>\$ 195,719</u>	<u>\$ 196,466</u>

These available-for-sale securities are accounted for at their fair value, and unrealized gains and losses on these securities are reported as a separate component of stockholders' equity. At December 31, 2004 and March 31, 2005, the unrealized loss on available-for-sale securities totaled \$142,000 and \$645,000, respectively. The Company utilizes specific identification in computing realized gains and losses on the sale of investments. Realized gains and losses are reported in other income and expense and were zero for the three months ended March 31, 2004 and March 31, 2005, respectively. The Company's short-term instruments consist primarily of money market funds, certificates of deposit and commercial paper.

**Note 5. Inventory and Contract Related Costs**



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Inventory and contract related costs consist of the following:

	<b>As of December 31, 2004</b>	<b>As of March 31, 2005</b>
	<u>          </u>	<u>          </u>
	(in thousands)	
Materials and components	\$ 1,398	\$ 1,049
Inventory and costs related to long-term contracts	1,257	64
Deferred costs of revenue	35,325	24,530
	<u>          </u>	<u>          </u>
	<u>\$ 37,980</u>	<u>\$ 25,643</u>

Materials and components are stated at the lower of cost or market determined using the first-in, first-out method. Inventoried costs relating to long-term contracts are stated at actual production costs incurred to date reduced by amounts identified with revenue recognized on progress completed. Deferred costs of revenue relate to contracts for which revenue has been deferred, and such costs are stated at actual production costs incurred to date, which primarily include materials, labor and subcontract costs which are directly related to the contract. Deferred costs of revenue are amortized to cost of revenues at the time revenue is recognized. The long-term

**Table of Contents****COGENT, INC.****NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(unaudited)**

component of inventory and contract related costs of \$2,126,000 and \$1,957,000 at December 31, 2004 and March 31, 2005, respectively, consists of deferred costs relating to contracts where revenue recognition is deferred beyond one year (see Note 10).

**Note 6. Net Income Per Share**

The Company calculates net income per share in accordance with SFAS No. 128, Earnings Per Share. Under SFAS No. 128, basic net income per common share is calculated by dividing net income by the weighted-average number of common shares outstanding during the reporting period. Diluted net income per common share reflects the effects of potentially dilutive securities, which consist of stock options. A reconciliation of the numerator and denominator used in the calculation of basic and diluted net income per share follows:

	<b>Three Months Ended March 31,</b>	
	<b>2004</b>	<b>2005</b>
	<b>(in thousands, except per share data)</b>	
<b>Numerator:</b>		
Net income available to common stockholders	\$ 4,517	\$ 10,065
<b>Denominator:</b>		
Denominator for basic net income per share - weighted average shares	60,000	82,008
Dilutive potential common stock		
Stock options	8,576	9,837
Denominator for diluted net income per share - adjusted weighted average shares	68,576	91,845
Basic net income per share	\$ 0.08	\$ 0.12
Diluted net income per share	\$ 0.07	\$ 0.11

**Note 7. Comprehensive Income**

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Comprehensive income consists of net income and other comprehensive income (loss). Other comprehensive income (loss) includes certain changes in equity that are excluded from net income. Specifically, cumulative foreign currency translation adjustments and unrealized gains or losses on the Company's investments in marketable securities are included in accumulated other comprehensive income (loss).

The components of total comprehensive income are as follows:

	Three Months Ended March 31,	
	2004	2005
	(In Thousands)	
Net income	\$ 4,517	\$ 10,065
Other comprehensive income:		
Change in unrealized gain (loss)		(503)
Change in foreign currency translation adjustment	(8)	(46)
Total comprehensive income	\$ 4,509	\$ 9,516

**Table of Contents**

**COGENT, INC.**

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(unaudited)**

**Note 8. Income Taxes**

Prior to the Company's initial public offering, the Company elected to be treated as an S Corporation for U.S. federal income tax purposes. Under this election, the Company's stockholders, rather than the Company, were subject to federal income taxes on their respective share of the Company's taxable income. The Company elected similar treatment for California franchise tax purposes which, in addition, requires a state income tax at the corporate level of 1.5%. The Company was also subject to state income taxes in various other states in which it does business.

Effective September 22, 2004, the Company terminated its S Corporation status. As a result of the termination of the Company's S Corporation status, the Company is subject to federal and certain state income taxes at the corporate level at statutory rates.

During the first quarter of 2005, the Company experienced disqualifying dispositions of incentive stock options. Disqualifying dispositions result in a tax deduction on the Company's corporate tax return equal to the intrinsic value of the option at exercise. To the extent the Company recorded stock-based compensation expense related to disqualifying dispositions of incentive stock options, the Company recorded the benefit from the disqualifying disposition of incentive stock options as a reduction to the Company's provision for income taxes. A tax benefit resulting from an amount of compensation expense allowable for income tax purposes that is greater than the benefit arising from the expense previously recorded in the financial statements is credited to additional paid-in capital. As a result of the disqualifying dispositions of incentive stock options during the three months ended March 31, 2005, the Company recorded a tax benefit from stock option transactions which totaled approximately \$5.5 million as a credit to additional paid-in capital. The Company's effective tax rate for the three months ended March 31, 2005 was less than the statutory rate primarily as a result of the tax benefit resulting from the disqualifying dispositions and research and development tax credits.

**Note 9. Pro Forma Net Income and Pro Forma Net Income Per Share**

Pro forma net income reflects the income tax expense that would have been reported by the Company had it been subject to income taxes at the corporate level during the three months ended March 31, 2004.

Pro forma net income per share is computed by dividing the pro forma net income available to common stockholders for the period by the weighted average number of shares of common shares and potentially dilutive common shares outstanding during the period.

**Note 10. Deferred Revenues and Deferred Costs**

In the third quarter of 2004, the Company entered into contracts with a total value of approximately \$54 million with the National Electoral Council ( CNE ) of Venezuela. The contracts required the Company to provide a full identification solution to the CNE including licensed software, hardware, installation, maintenance and service. The contracts also provided for the short-term lease of equipment to be used by the CNE in connection with the August 15, 2004 Venezuela national election. The estimated value of the lease component of approximately \$7.0 million, which was based upon an independent valuation, was recognized as revenue in the third quarter of fiscal 2004. Because vendor-specific objective evidence ( VSOE ) of the maintenance element of this contract does not exist, all revenue in excess of the fair value of the lease component is being amortized over the life of the contracts. During the three months ended March 31, 2005, the Company recognized approximately \$11.8 million of revenue representing the ratable recognition of the total remaining value of the contracts over the one-year maintenance period. The remaining \$15.8 million of the contract value is included in deferred revenue at March 31, 2005. Deferred costs related to this contract are included in inventory and contract related costs at March 31, 2005 and will be recognized as cost of product revenues ratably over the remaining contractual maintenance period.

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**Table of Contents****COGENT, INC.****NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(unaudited)**

In the fourth quarter of 2004, the Company entered into a contract with a total value of approximately \$20.2 million with the CNE. The contract also required the Company to provide a full identification solution to the CNE including licensed software, hardware, installation, maintenance and service. The contract also provided for the short-term lease of equipment to be used by the CNE in connection with the October 31, 2004 Venezuela regional elections. The estimated value of the lease component of approximately \$3.7 million, which was based upon an independent valuation, was recognized as revenue in the fourth quarter of fiscal 2004. Because VSOE of the maintenance element of this contract does not exist, all revenue in excess of the fair value of the lease component is being amortized over the life of the contract. During the three months ended March 31, 2005 the Company recognized approximately \$4.0 million of revenue representing the ratable recognition of the total remaining value of the contract over the one-year maintenance period. The remaining \$9.6 million of the contract value is included in deferred revenue at March 31, 2005. Deferred costs related to this contract are included in inventory and contract related costs and will be recognized as cost of product revenues ratably over the remaining contractual maintenance period.

In 2003, the Company entered into a contract with a value of approximately \$15 million with a domestic customer to provide a customized AFIS solution for which VSOE of the maintenance element did not exist. Revenue from this contract is being recognized ratably over the contractual maintenance period of five years, commencing upon the acceptance of the AFIS solution by the customer in October 2003. During the three months ended March 31, 2004 and 2005, the Company recognized \$700,000 and \$708,000 of revenue related to this contract, respectively. As of December 31, 2004 and March 31, 2005, deferred revenue related to this contract totaled approximately \$9.3 million and \$8.9 million, respectively. Deferred costs related to this contract are included in inventory and contract related costs and will be recognized as cost of product revenues ratably over the remaining contractual maintenance period.

In 2003, the Company entered into a contract with a value of approximately \$10 million with a domestic customer to provide a customized AFIS solution. This contract includes provisions that could require a refund of the entire contract value in the event of non-performance by the Company during the contract term. As a result of the refund provision, in accordance with of Statement of Position ( SOP ) 97-2, Software Revenue Recognition, the Company is deferring recognition of revenue from the contract until the expiration of the refund provision, which is expected to expire in the quarter ending December 31, 2005. As of December 31, 2004 and March 31, 2005, deferred revenue related to this contract totaled approximately \$6.5 million. Deferred costs related to this contract are included in inventory and contract related costs and will be recognized as cost of product revenues upon the expiration of the refund provisions.

**Note 11. Employee Stock Purchase Plan**

In May 2004, the Company's board of directors and stockholders adopted the 2004 Employee Stock Purchase Plan (the Purchase Plan) which became effective immediately upon the closing of the Company's initial public offering. The Purchase Plan is intended to qualify as an employee stock purchase plan under Section 423 of the Internal Revenue Code. A total of two million shares of common stock were initially authorized and reserved for sale under the Purchase Plan. The Purchase Plan permits eligible employees to purchase shares of common stock at a fifteen percent (15%) discount through payroll deductions during sequential six month offering periods. Unless the Board establishes a higher price, the price at which shares are purchased under the Purchase Plan for such six month offering period is equal to 85% of the lesser of the fair market value of the common stock on the first day of such offering period or the purchase date, which is the last day of the offering period.



**Table of Contents****COGENT, INC.****NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(unaudited)**

Pursuant to a resolution by the Company's Board of Directors, the purchase plan was terminated on April 30, 2005.

**Note 12. Segment Information**

The Company considers its business activities to constitute a single segment. A summary of the Company's revenues by geographic area follows:

	<b>Three Months Ended March 31, 2004</b>				
	<b>Americas</b>	<b>Europe</b>	<b>Asia</b>	<b>Other</b>	<b>Total</b>
	<b>(In Thousands)</b>				
<b>Revenues:</b>					
<b>Product revenues</b>	\$ 12,364	\$ 90	\$ 240	\$	\$ 12,694
<b>Maintenance and services revenues</b>	2,450	123	131		2,704
<b>Total</b>	<b>\$ 14,814</b>	<b>\$ 213</b>	<b>\$ 371</b>	<b>\$</b>	<b>\$ 15,398</b>
	<b>Three Months Ended March 31, 2005</b>				
	<b>Americas</b>	<b>Europe</b>	<b>Asia</b>	<b>Other</b>	<b>Total</b>
	<b>(In Thousands)</b>				
<b>Revenues:</b>					
<b>Product revenues</b>	\$ 28,412	\$ 63	\$ 1,434	\$ 1,871	\$ 31,780
<b>Maintenance and services revenues</b>	3,570	351	140		4,061
<b>Total</b>	<b>\$ 31,982</b>	<b>\$ 414</b>	<b>\$ 1,574</b>	<b>\$ 1,871</b>	<b>\$ 35,841</b>

At December 31, 2004 and March 31, 2005, the Company's property and equipment, net of accumulated depreciation and amortization in the United States was approximately \$5,505,000 and \$5,374,000, respectively. At December 31, 2004 and March 31, 2005, the Company's property and equipment, net of accumulated depreciation and amortization in foreign countries was approximately \$2,974,000 and \$2,779,000, respectively.





**Table of Contents****COGENT, INC.****NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(unaudited)****Note 13. Restated Quarterly Results**

Subsequent to the issuance of its consolidated financial statements for the period ended March 31, 2004 an error was discovered in the calculation of amortization of deferred stock-based compensation that extended back into 2003. As a result, the Company's results of operations for the three months ended March 31, 2004 have been restated from the amounts previously reported for this period. The effects of the error in 2003 were not significant and have been recognized in the quarter ended March 31, 2004. A summary of the significant effects of the restatement for the three months ended March 31, 2004 is as follows:

	<u>As Previously Reported</u>	<u>As Restated</u>
	(In thousands)	
<b>Three months ended March 31, 2004</b>		
Amortization of deferred stock-based compensation	\$ 3,471	\$ 4,337
Income before income taxes	5,694	4,828
Net income	5,327	4,517
Basic net income per share	\$ 0.09	\$ 0.08
Diluted net income per share	\$ 0.08	\$ 0.07
<b>Excludes amortization of deferred stock-based compensation as follows:</b>		
Cost of product revenues	\$ 50	\$ 32
Cost of maintenance and services revenue	131	82
Research and development expenses	482	318
Selling and marketing expenses	462	371
General and administrative expenses	2,346	3,534

**Note 14. Commitments and Contingencies**

The Company periodically evaluates all pending or threatened contingencies and any commitments, if any, which are reasonably likely to have a material adverse effect on its operations or financial position. The Company assesses the probability of an adverse outcome and determines if it is remote, reasonably possible or probable as defined in accordance with the provisions of SFAS No. 5, Accounting for Contingencies. If information available prior to the issuance of the Company's financial statements indicates that it is probable that an asset had been impaired or a liability had been incurred at the date of the Company's financial statements, and the amount of the loss, or the range of probable loss can be reasonably estimated, then such loss is accrued and charged to operations. If no accrual is made for a loss contingency because one or both of the conditions pursuant to SFAS No. 5 are not met, but the probability of an adverse outcome is at least reasonably possible, the Company will disclose the nature of the contingency and provide an estimate of the possible loss or range of loss, or state that such an estimate cannot be made.

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During the normal course of business, the Company may be subject to litigation involving various business matters. Management believes that an adverse outcome of any such known matters would not have a material adverse impact on the Company.

## **Table of Contents**

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

*This report contains forward-looking statements. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as may, will, should, expect, plan, anticipate, believe, estimate, predict, potential or continue, the negative of such terms or other comparable terminology. These statements are only predictions. Actual events or results may differ materially.*

*Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Moreover, neither we, nor any other person, assume responsibility for the accuracy and completeness of the forward-looking statements. We are under no obligation to update any of the forward-looking statements after the filing of this Quarterly Report to conform such statements to actual results or to changes in our expectations.*

*The following discussion of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the related notes and other financial information appearing elsewhere in this Quarterly Report. Readers are also urged to carefully review and consider the various disclosures made by us which attempt to advise interested parties of the factors which affect our business, including without limitation the disclosures made under the caption Management's Discussion and Analysis of Financial Condition and Results of Operations, under the caption Risk Factors, and the audited consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2004, previously filed with the Securities and Exchange Commission.*

*The accompanying management's discussion and analysis of financial condition and results of operations gives effect to the restatement of our March 31, 2004 condensed consolidated financial statements. See Note 13 to our condensed consolidated financial statements.*

#### **Overview**

We are a leading provider of advanced Automated Fingerprint Identification Systems, or AFIS, and other fingerprint biometrics solutions to governments, law enforcement agencies and other organizations worldwide. We were incorporated and commenced operations in 1990. We have been researching, designing, developing and marketing AFIS and other fingerprint biometrics solutions since inception. During most of our operating history, we have achieved positive income and cash flows from operations. We have experienced a significant increase in our revenues and net income since the fourth quarter of 2003 as the market for our AFIS and other fingerprint biometric solutions expanded primarily due to increased demand by the Department of Homeland Security (DHS), as well as the National Electoral Council of Venezuela (CNE), for our AFIS solutions. There can be no assurance that our revenues or net income will continue to grow at the same rates as in the past or at the rate we expect or that we will achieve similar results in future periods.

#### **Sources of Revenue**

*Revenues.* We generate product revenues principally from sales of our AFIS solutions, which typically consist of our Programmable Matching Accelerator, or PMA, servers and other AFIS equipment, including work stations and live-scans, bundled with our proprietary software. Also included in product revenues are fees generated from design and deployment of our AFIS solutions. To a lesser extent, we generate product revenues from sales of our proprietary biometrics application specific integrated circuit, or ASIC, and biometrics products that incorporate our ASIC. Revenues from sales of our ASIC and products that incorporate our ASIC have historically been immaterial and accounted for less than

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1% of our total revenue in both 2004 and the three months ended March 31, 2005. We generate maintenance revenues from maintenance contracts that are typically included with the sale of our AFIS solutions. Maintenance contracts for technical support and software updates generally cover a period of one year, and after contract expiration, our customers have the right to purchase maintenance contract renewals, which generally cover a period of one year. For larger AFIS deployments, the maintenance period is frequently longer than one year. Revenues from maintenance contracts are deferred and amortized on a straight-line basis over the life of the maintenance obligation. We generate services revenues from engineering services and AFIS system operation services that are not an element of an arrangement for the sale of products. These services are typically performed under fixed-price and time-and-material agreements.

## **Table of Contents**

We market our solutions primarily to U.S. and foreign government agencies and law enforcement agencies. In a typical contract with a government agency for an initial AFIS deployment, we agree to design the AFIS, supply and install equipment and software and integrate the AFIS within the agency's existing network infrastructure. These initial deployment contracts frequently require significant modification or customization of our solution as part of our integration services. These contracts provide for billings up to a fixed price total contract value upon completion of agreed milestones or deliveries, with each milestone or delivery typically having a value specified in the contract. These customers usually impose specific performance and acceptance criteria that must be satisfied prior to invoicing for each milestone or delivery. When customers purchase AFIS solutions that do not require significant modification or customization of our software, whether as an initial deployment or as an expansion of an existing AFIS, we typically agree to deliver the products and perform limited installation services subject to customer-specific acceptance criteria. Certain of our customers, including the DHS, submit purchase orders under blanket purchase order agreements. Blanket purchase order agreements set out the basic terms and conditions of our arrangement with the customer and simplify the procedures for ordering our products to avoid administrative processes that would otherwise apply, particularly with the federal government. The billing of these contracts is generally tied to delivery and acceptance of specific AFIS equipment, usually our PMA servers or live-scans. Most of our contracts for AFIS solutions also include an ongoing maintenance obligation that we honor over a term specified in the deployment contract or the blanket purchase order agreement. The nature of our business and our customer base is such that we negotiate a set of unique terms for each contract that are based upon the purchaser's standard form of documentation.

Our growth in revenues since the fourth quarter of 2003 is due principally to increased demand by the DHS and CNE for our AFIS solutions. The DHS uses our solutions in connection with the implementation of the United States Visitor and Immigrant Status Indicator Technology, or US-VISIT, program, and the CNE uses our solutions for national and regional elections. We anticipate that both of these customers will account for a significant portion of our revenues in 2005 and thereafter. We do not have any long-term contracts with the DHS or the CNE for the sale of our products, and our future sales to the DHS and CNE will depend upon the receipt of new orders. Any delay or other change in the rollout of US-VISIT or any failure to obtain new orders from CNE could cause our revenues to fall short of our expectations.

We also expect to experience increased demand from a number of other governments as they deploy AFIS solutions in elections and at points of entry and exit, including borders, seaports and airports. Notwithstanding our expectations regarding demand for these solutions, the quantity and timing of orders from both U.S. and foreign government entities depends on a number of factors outside of our control, such as the level and timing of budget appropriations. Government contracts for security solutions in elections and at points of entry and exit are typically awarded in open competitive bidding processes. Therefore, our future level of sales of AFIS solutions for deployments in elections and at points of entry and exit may vary substantially, and will depend on our ability to successfully compete for this business.

## **Cost of Revenues and Operating Expenses**

*Cost of Revenues.* Cost of product revenues consists principally of compensation costs incurred in designing, integrating, installing and in some cases, customizing AFIS solutions and the costs associated with manufacturing, assembling and testing our AFIS solutions. A substantial portion of these costs is comprised of the costs of components, such as servers, integrated circuits, workstations, live-scans and other hardware. Cost of product revenues also includes related overhead, compensation, final assembly, quality-assurance, inventory management, support costs and payments to contract manufacturers that perform assembly functions. Cost of maintenance and services revenues consists of customer support costs, training and professional service expenses, including compensation. Cost of revenues also includes amortization of deferred stock-based compensation allocable to personnel performing services related to cost of revenues. We expect our gross margin to be affected by many factors, including our mix of products and our resale of third party hardware included in our AFIS solutions. Other factors that may affect our gross margin include changes in selling prices of our products, maintenance and services, fluctuations in demand for our products, the timing and size of customer

## **Table of Contents**

orders, fluctuations in manufacturing volumes, changes in costs of components and new product introductions by us and our competitors and agreements entered into with our subcontractors.

*Research and Development.* Research and development expenses consist primarily of salaries and related expenses for engineering personnel, fees paid to consultants and outside service providers, depreciation of development and test equipment, prototyping expenses related to the design, development, testing and enhancements of our products, and the cost of computer support services. We expense all research and development costs as incurred. Under our customer contracts, we typically obtain the rights to use any improvements to our technology developed on a particular customer deployment on other customer deployments. As a result, we have historically been able to moderate our research and development expenses by leveraging the improvements developed by our personnel working on customer engagements. Research and development expenses do not include amortization of deferred stock-based compensation allocable to personnel performing services related to research and development.

*Selling and Marketing.* Selling and marketing expenses consist primarily of salaries, commissions and related expenses for personnel engaged in marketing, sales, public relations and advertising, along with promotional and trade show costs and travel expenses. Sales and marketing expenses do not include amortization of deferred stock-based compensation allocable to personnel performing services related to sales and marketing.

*General and Administrative.* General and administrative expenses include salaries and related expenses for personnel engaged in finance, human resources, insurance, information technology, administrative activities and legal and accounting fees. General and administrative expenses do not include amortization of deferred stock-based compensation allocable to personnel performing general and administrative services.

*Amortization of Deferred Stock-Based Compensation.* In connection with the grant of stock options during the year ended December 31, 2004, and the three months ended March 31, 2005, we recorded \$17.9 million and \$0 in deferred stock-based compensation within stockholders' equity, respectively. These options were considered compensatory because the deemed fair value of the underlying common stock for financial reporting purposes was greater than the exercise prices determined by the board of directors on the date of grant. The determination of the fair value prior to our initial public offering of the underlying shares of common stock involves subjective judgment and the consideration of a variety of factors, including our historical and anticipated operating results and the earnings and revenue multiples implicit in the trading prices of securities of comparable companies. Because there was no public market for our common stock prior to our initial public offering, the amount of the compensatory charge is not based on an objective measure such as the trading price of our common stock. For the year ended December 31, 2004 and the three months ended March 31, 2005, we recognized expense for amortization of deferred stock compensation of \$10.4 million and \$1.8 million, respectively. As of March 31, 2005, we had an aggregate of \$8.1 million of deferred stock-based compensation remaining to be amortized. This deferred compensation balance will be amortized as follows: \$4.1 million in the remainder of 2005; \$2.9 million in 2006; \$1.0 million in 2007; and \$61,000 in 2008. We are amortizing the deferred compensation on an accelerated basis over the vesting period of the related options, which is generally four years. The amount of stock-based compensation amortization actually recognized in future periods could decrease if options for which accrued but unvested deferred compensation has been recorded are forfeited. The amount of stock based compensation which we recognize will increase beginning in the fiscal quarter ending March 31, 2006 as a result of the implementation of Statement of Financial Accounting Standards ( SFAS ) 123 (Revised 2004) Share Based Payment (SFAS 123R). See Recent Accounting Pronouncements.

## **Prior S Corporation Status**

In 1992, we elected to be treated for federal and certain state income tax purposes as an S Corporation under Subchapter S of the Internal Revenue Code of 1986, as amended, or the Code, and comparable state laws. As a result, our earnings since such initial election and through September 21, 2004, were included in the taxable income of our stockholders for federal and certain state income tax purposes, and we were

subject only to



## **Table of Contents**

reduced amounts of state income tax on such earnings. By reason of our treatment as an S Corporation for federal and state income tax purposes, since 1992 we have paid dividends to our stockholders. We terminated our S Corporation status effective September 22, 2004, and beginning on that date we were and are treated for federal and state income tax purposes as a C Corporation under Subchapter C of the Code and, as a result, are now subject to state and federal income taxes.

We declared as a dividend to Ming Hsieh, our sole stockholder prior to our initial public offering, the undistributed balance of our federal tax-exempt earnings and taxable earnings included or includable in the taxable income of our stockholders as a result of our S Corporation status through December 31, 2003. We also declared as a dividend to Mr. Hsieh in the same manner and at the same time our estimate of such amounts for the period beginning on January 1, 2004 and ending on the day before we terminated our S Corporation election (September 22, 2004). The total final dividend was \$65.5 million.

We have entered into a tax matters agreement with Mr. Hsieh pursuant to which we have agreed, among other things, to indemnify Mr. Hsieh and Mr. Hsieh has agreed to indemnify us against certain income tax consequences which may occur if a taxing authority increases our income for tax periods prior to or after the termination of our S election, as applicable, but only to the extent of the actual tax benefit, if any, to the indemnifying party attributable to the circumstances resulting in additional tax to the indemnified party. Mr. Hsieh has further agreed to indemnify us for any tax liability resulting from our failure to qualify as an S Corporation at the initial election or at any time prior to the our termination of our S Corporation status.

All pro forma income taxes and pro forma net income (loss) data reflect adjustments for federal and state income taxes as if we had been taxed as a C Corporation rather than an S Corporation.

## **Application of Critical Accounting Policies**

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate these estimates, including those related to percentage-of-completion, bad debts, inventories, investments, income taxes, commitments, contingencies and litigation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We consider the following accounting policies to be both those most important to the portrayal of our results of operations and financial condition and those that require the most subjective judgment:

revenue recognition;

commitments and contingencies;

allowance for doubtful accounts;

accounting for taxes; and

accounting for stock-based compensation.

*Revenue Recognition.* Because our proprietary software is essential to the functionality of our AFIS solutions and other biometrics products, we apply the provisions of Statement of Position ( SOP ) 97-2, Software Revenue Recognition, as amended by SOP 98-9, Modification of SOP 97-2, Software Revenue Recognition, With Respect to Certain Transactions. For arrangements that require significant production, modification, or customization of software, we apply the provisions of Accounting Research Bulletin ( ARB ) No. 45, Long-Term Construction-Type Contracts, and SOP 81-1, Accounting for Performance of

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## **Table of Contents**

Construction-Type and Production Type Contracts. To the extent an element within our software arrangements falls within a level of accounting literature that is higher than SOP 97-2, we record revenue on such element in accordance with the relevant authoritative literature. For arrangements that contain the lease of equipment, we account for the lease element in accordance with SFAS No. 13 Accounting for Leases and account for the remaining elements in the arrangement in accordance with SOP 97-2. The application of the appropriate accounting principle to our revenue is dependent upon the specific transaction and whether the sale includes systems, software and services or a combination of these items. As our business evolves, the mix of products and services sold will impact the timing of when revenue and related costs are recognized. Additionally, revenue recognition involves judgments, including estimates of costs to complete contracts accounted for using the percentage of completion method of accounting and assessments of the likelihood of nonpayment. We analyze various factors, including a review of specific transactions, the credit-worthiness of our customers, our historical experience and market and economic conditions. Changes in judgments on these factors could materially impact the timing and amount of revenue and costs recognized.

### *Product Revenues*

The timing of product revenues recognition is dependent on the nature of the product sold.

Revenues associated with AFIS solutions that do not require significant modification, or customization of our software, exclusive of amounts allocated to maintenance for which we have vendor-specific objective evidence of fair value, or VSOE, is recognized upon installation and receipt of written acceptance of the solution by the customer when required by the provisions of the contract, provided all other criteria for revenue recognition have been met. For example, we recognize revenue in this manner from sales of our PMA servers to the DHS under our blanket purchase agreement with the DHS. Revenue resulting from arrangements for which VSOE of the maintenance element does not exist is recognized ratably over the maintenance period.

Revenues associated with AFIS solutions that require significant modification, or customization of our software, are recognized using the percentage-of-completion method as described by SOP 81-1. The percentage-of-completion method reflects the portion of the anticipated contract revenue, excluding maintenance that has VSOE, which has been earned, equal to the ratio of labor effort expended to date to the anticipated final labor effort, based on current estimates of total labor effort necessary to complete the project. Material differences may result in the amount and timing of our revenue for any period if actual results differ from our judgments and estimates. We recognize revenue in this manner from sales of significant initial AFIS deployments. Revenue resulting from arrangements for which VSOE of the maintenance element does not exist is recognized ratably over the contractual maintenance period.

Revenue associated with the sale of our ASIC applications and other biometric products, excluding maintenance when applicable, is recognized upon shipment to the customer provided (i) persuasive evidence of an arrangement exists, (ii) title and risk of ownership has passed to the buyer, (iii) the fee is fixed or determinable and (iv) collection is deemed probable. We recognize revenue in this manner upon shipment of our BioGate and MobileIdent products. The amount of these revenues has historically not been significant.

Revenue associated with service offerings where we maintain and operate a portion of the AFIS systems on an outsourced application-hosting basis is recognized on a per transaction basis provided (i) persuasive evidence of an arrangement exists, (ii) title and risk of ownership has passed to the buyer, (iii) the fee is fixed or determinable and (iv) collection is deemed probable.

Cash received from customers in advance of recognition of the related revenue is recorded as deferred revenue.

### *Maintenance Revenues*

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Maintenance revenue consists of fees for providing technical support and software updates on a when-and-if available basis. We recognize all maintenance revenue ratably over the applicable maintenance period. We

## **Table of Contents**

determine the amount of maintenance revenue to be deferred through reference to substantive maintenance renewal provisions contained in a particular arrangement or, in the absence of such renewal provisions, through reference to VSOE of maintenance renewal rates. We consider substantive maintenance provisions to be provisions where the stated maintenance renewal as a percentage of the product fee is comparable to our normal pricing for maintenance only renewals. In the event that maintenance included in an AFIS solutions contract does not have VSOE, the entire arrangement fee, including the contractual amount of the maintenance obligation, is included in product revenues and recognized ratably over the term of the maintenance period.

### *Services Revenues*

Professional services revenue is primarily derived from engineering services and AFIS system operation and maintenance services that are not an element of an arrangement for the sale of products. These services are generally billed on a time-and-materials basis. The majority of our professional services are performed either directly or indirectly for U.S. government organizations. Revenue from such services is recognized as the services are provided.

Consistent with EITF Issue No. 99-19, Reporting Revenue Gross as a Principal Versus Net as an Agent, the amount of revenue recognized from commissions where we are acting as an agent is the net amount after payments are made to the primary obligor responsible for delivering the services.

### *Revenue Recognition Criteria*

We recognize revenue when persuasive evidence of an arrangement exists, the element has been delivered, the fee is fixed or determinable, collection of the resulting receivable is probable and VSOE of the fair value of any undelivered element exists.

*Persuasive evidence of an arrangement:* We use either contracts signed by both the customer and us or written purchase orders issued by the customer that legally bind us and the customer as evidence of an arrangement.

*Product delivery:* We deem delivery to have occurred when AFIS solutions are installed and, when required under the terms of a particular arrangement, upon acceptance by the customer. Shipments of our ASICs and other biometric products are recognized as revenue when shipped and title and risk of ownership has passed to the buyer.

*Fixed or determinable fee:* For product arrangements not accounted for using the percentage-of-completion method, we consider the fee to be fixed or determinable if the fee is not subject to refund or adjustment and the payment terms are within normal established practices. If the fee is not fixed or determinable, we recognize the revenue as amounts become due and payable.

*Collection is deemed probable:* We conduct a credit review for all significant transactions at the time of the arrangement to determine the credit-worthiness of the customer. Collection is deemed probable if we expect that the customer will pay amounts under the arrangement as payments become due.

*Deferred Revenues*

Our deferred revenue balance results primarily from payments received from customers in advance of recognition of the related revenue and, to a lesser extent, from invoicing of customers prior to recognition of the related revenue. For example, certain customers, such as CNE, make upfront payments resulting in cash collected prior to our recognition of revenue. We record this upfront payment as deferred revenue and reduce the deferred revenue balance as revenue is recognized. As a result, our deferred revenue balance fluctuates from quarter to quarter because it is a function of the timing of (i) the receipt of cash payments from those customers who pay in advance of revenue recognition, (ii) invoicing of customers in advance of revenue recognition and (iii) amortization of deferred revenues into revenues. Deferred revenues also consist of payments received in advance

## Table of Contents

from our customers for maintenance agreements, under which revenues are recognized ratably over the term of the maintenance period. However, the fluctuation in the deferred revenue balance from quarter to quarter is generally not significantly affected by the deferred maintenance revenue. Because the mix of customers who pay or are invoiced in advance of revenue recognition changes from period to period, fluctuations in our deferred revenue balance are not a reliable indicator of total revenue to be recognized in any future period. Our cash flow from operations is also affected each quarter as a result of fluctuations in the deferred revenue balance.

*Commitments and Contingencies.* We periodically evaluate all pending or threatened contingencies and commitments, if any, that are reasonably likely to have a material adverse effect on our operations or financial position. We assess the probability of an adverse outcome and determine if it is remote, reasonably possible or probable as defined in accordance with the provisions of SFAS No. 5, Accounting for Contingencies. If information available prior to the issuance of our financial statements indicates that it is probable that an asset had been impaired or a liability had been incurred at the date of our financial statements, and the amount of the loss, or the range of probable loss can be reasonably estimated, then such loss is accrued and charged to operations. If no accrual is made for a loss contingency because one or both of the conditions pursuant to SFAS No. 5 are not met, but the probability of an adverse outcome is at least reasonably possible, we will disclose the nature of the contingency and provide an estimate of the possible loss or range of loss, or state that such an estimate cannot be made.

*Allowances for Doubtful Accounts.* We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments, which results in a provision for bad debt expense. We determine the adequacy of this allowance by evaluating individual customer accounts receivable, through consideration of the customer's financial condition, credit history and current economic conditions. If the financial condition of our customers was to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

*Accounting for Taxes.* In preparing our consolidated financial statements, we estimate our income tax liability in each of the jurisdictions in which we operate by estimating our actual current tax exposure together with assessing temporary differences resulting from differing treatment of items for tax and financial statement purposes. As of March 31, 2005, our net deferred tax assets were approximately \$14.3 million. Management judgment is required in assessing the realizability of our deferred tax assets. In performing this assessment, we consider whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. We consider the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. In the event that actual results differ from our estimates or we adjust our estimates in future periods, we may need to make or adjust valuation allowances with respect to our deferred tax assets, which could materially impact our financial position and results of operations. Our income tax provision is based on calculations and assumptions that may be subject to examination by the Internal Revenue Service and other tax authorities. Should the actual results differ from our estimates, we would have to adjust the income tax provision in the period in which the facts that give rise to the revision become known. Tax law and rate changes are reflected in the income tax provision in the period in which such changes are enacted.

Our effective tax rate beginning in the first quarter of 2005, and for the remainder of 2005, is expected to be impacted as a result of the disqualifying disposition of incentive stock options. We expect our effective tax rate to fluctuate from quarter to quarter primarily as a result of disqualifying dispositions that may occur after the first quarter of 2005 related to incentive stock options currently outstanding. The tax benefit resulting from the disqualifying dispositions of incentive stock options is only recognized when the actual disposition takes place thus impacting the effective tax rate on a quarterly basis. The benefit resulting from disqualifying dispositions results in a tax deduction on our corporate tax return with no expense recorded in our consolidated financial statements. To the extent we have previously recorded stock-based compensation expense related to incentive stock options in our consolidated financial statements, we record the benefit from the disqualifying disposition of

**Table of Contents**

incentive stock options as a reduction to our provision for income taxes. A tax benefit resulting from an amount of compensation expense allowable for income tax purposes that is greater than the expense recorded in the consolidated financial statements is credited to additional paid-in capital. As a result of the disqualifying dispositions of incentive stock options during the three months ended March 31, 2005, the Company recorded a tax benefit from stock option transactions which totaled approximately \$5.5 million as a credit to additional paid-in capital.

*Accounting for Stock-Based Compensation.* We account for stock-based employee compensation arrangements in accordance with the provisions of Accounting Principles Board, or APB, Opinion No. 25, *Accounting for Stock Issued to Employees* and related interpretations, and comply with the disclosure requirements of SFAS No. 123, *Accounting for Stock-Based Compensation*. Under APB Opinion No. 25, compensation cost, if any, is recognized over the respective vesting period based on the difference between the deemed fair value of our common stock and the exercise price on the date of grant. The determination of the volatility, expected term and other assumptions used to determine the fair value of stock options granted under SFAS 123 for footnote disclosure purposes involves subjective judgment and the consideration of a variety of factors, including our historical stock price, option exercise activity to date and the review of assumptions used by comparable companies. We have recorded compensation charges for issuances of stock awards where the exercise price was less than the deemed fair value of the underlying stock for financial accounting purposes. See *Costs of Revenues and Operating Expenses Amortization of Deferred Stock-Based Compensation*.

We account for stock options issued to non-employees, in which goods or services are the consideration received for the equity instruments issued, in accordance with the provisions of SFAS No. 123 and EITF No. 96-18, *Accounting for Equity Instruments That are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services* and FASB Interpretation (FIN) No. 28, *Accounting for Stock Appreciation Rights and Other Variable Stock Option or Award Plans*.



**Table of Contents****Results of Operations**

The following table sets forth selected statements of operations data for each of the periods indicated expressed as a percentage of total revenues:

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2005</b>	<b>2004</b>
<b>Consolidated Statements of Operations Data:</b>		
Revenues:		
Product revenues	88.7%	82.4%
Maintenance and services revenues	11.3	17.6
<b>Total revenues</b>	<b>100.0</b>	<b>100.0</b>
Cost of revenues:		
Cost of product revenues	38.6	15.4
Cost of maintenance and services revenue	3.0	4.0
Amortization of deferred stock-based compensation	0.6	0.7
<b>Total cost of revenues</b>	<b>42.2</b>	<b>20.1</b>
<b>Gross profit</b>	<b>57.8</b>	<b>79.9</b>
Operating expenses:		
Research and development	5.3	10.8
Selling and marketing	4.3	5.3
General and administrative	4.8	5.3
Amortization of deferred stock-based compensation	4.5	27.4
<b>Total operating expenses</b>	<b>18.9</b>	<b>48.8</b>
Income from operations	38.9	31.1
Interest income	3.9	0.3
Other, net	0.8	
Income before income taxes	43.5	31.3
Income tax provision	15.4	2.0
<b>Net income</b>	<b>28.1%</b>	<b>29.3%</b>
<b>Pro forma net income data:</b>		
Pro forma provision for net income taxes		17.9%
Pro forma net income		13.5%

**Comparison of Results for the Three Months Ended March 31, 2005 and 2004**

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*Revenues.* Revenues were \$35.8 million for three months ended March 31, 2005 compared to \$15.4 million for the three months ended March 31, 2004. This substantial increase in revenues resulted from a number of factors which are driving the growth in the market for AFIS solutions. These factors include recent legislation passed in the United States and in many foreign jurisdictions mandating the implementation of fingerprint systems at points of entry and exit such as the US-VISIT program, increased government spending on the infrastructure for fingerprint biometrics, recent terrorist attacks and increased demand in the civil sector, particularly for voting applications. Product revenues were \$31.8 million for the three months ended March 31, 2005 compared to \$12.7 million for the three months ended March 31, 2004. The \$19.1 million increase in product revenues resulted primarily from AFIS solutions delivered to the National Electoral Council in the Republic of Venezuela ( CNE ), an AFIS solution sold to a customer in Algeria as well as sales to a number of other domestic and international customers. During the three months ended March 31, 2005, we recognized revenue of approximately \$15.8 million for AFIS solutions delivered to the CNE. In the third quarter of 2004,

**Table of Contents**

we entered into a contract with the CNE for the deployment and sale of an automated fingerprint identification and voter authentication/matching system for use in the Venezuela national and regional elections. Revenue recorded related to this contract totaled \$11.8 million in the first quarter of fiscal 2005. Deferred revenue of \$15.8 million related to this contract will be recognized ratably over the remaining portion of the one year maintenance period. In the fourth quarter of 2004, we entered into a second contract with the CNE for the deployment and sale of a new automated fingerprint identification and voter authentication/matching system for use in the Venezuelan regional elections. Revenue recorded on this contract totaled \$4.0 million in first quarter of fiscal 2005. Deferred revenue of \$9.6 million related to this contract will be recognized ratably over the remaining portion of the one year maintenance period. In 2004, we also entered into a contract with a value of approximately \$10 million for the development and implementation of an automated palm and fingerprint identification system for a customer in Algeria. During the three months ended March 31, 2005, we recorded revenue of approximately \$1.9 million related to this contract, which is being accounted for using the percentage of completion method. Maintenance and services revenues increased by 50.2% to \$4.1 million for the three months ended March 31, 2005 from \$2.7 million for the three months ended March 31, 2004. The \$1.4 million increase was due to an increase in maintenance revenues and engineering services associated with higher product sales and increased support provided to the DHS as well as to the generally increasing size of the installed base of customers who purchase maintenance. Maintenance and services revenues as a percentage of total revenues declined from period to period due to the increase in product revenues in the three months ended March 31, 2005 in comparison to the three months ended March 31, 2004.

*Gross Profit.* Gross profit as a percentage of revenues was 57.8% for the three months ended March 31, 2005 compared to 79.9% for the three months ended March 31, 2004. Amortization of deferred stock-based compensation included in cost of revenues increased to \$195,000 for the three months ended March 31, 2005 from \$114,000 for the three months ended March 31, 2004, which accounted for approximately one percentage point of revenues for both of these respective periods. Product gross margins were 56.2% for the three months ended March 31, 2005 compared to 81.1% for the three months ended March 31, 2004. The portion of deferred stock-based compensation included in cost of revenues related to product cost of revenues was \$66,000 and \$32,000 for the three months ended March 31, 2005 and 2004, respectively, which reduced product gross margins by less than one percentage point for these respective periods. The decrease in product gross margins was primarily due to lower gross margins associated with our significant AFIS installations, particularly the CNE contracts, resulting from the resale of third party hardware, which was partially offset by the allocation of fixed overhead costs over a higher revenue base. Costs of product revenues increased to \$13.8 million for the three months ended March 31, 2005 from \$2.4 million for the three months ended March 31, 2004. Maintenance and services gross margins were 70.0% for the three months ended March 31, 2005 compared to 74.1% for the three months ended March 31, 2004. The portion of deferred stock-based compensation included in cost of revenues related to maintenance and services cost of revenues was \$129,000 and \$82,000 for the three months ended March 31, 2005 and 2004, respectively, which reduced maintenance and service margins by three percentage points for both of these respective periods. Costs of maintenance and service revenues increased to \$1.1 million for the three months ended March 31, 2005 from \$619,000 for the three months ended March 31, 2004.

*Research and Development.* Research and development expenses increased to \$1.9 million, or 5% of revenues, for the three months ended March 31, 2005 compared to \$1.7 million, or 11% of revenues for the three months ended March 31, 2004. The increase was primarily due to an increase in outside development fees of approximately \$288,000 for the three months ended March 31, 2005 compared to March 31, 2004.

*Selling and Marketing.* Selling and marketing expenses increased to \$1.5 million, or 4% of revenues, for the three months ended March 31, 2005 compared to \$807,000, or 5% of revenues, for the three months ended March 31, 2004. The increase in absolute dollars was primarily due to an increase in consulting and professional service fees to support increased business development and proposal activities.

*General and Administrative.* General and administrative expenses increased to \$1.7 million, or 5% of revenues, for the three months ended March 31, 2005 compared to \$818,000, or 5% of revenues, for the three

## **Table of Contents**

months ended March 31, 2004. The increase in absolute dollars was attributable to increased outside legal and accounting fees of approximately \$354,000, increased compensation expenses of approximately \$221,000, which is resulting from an increase in headcount in finance and accounting personnel and an increase in board fees, directors and officers insurance costs and investor relations expenses of approximately \$226,000.

*Interest Income.* We earned interest income of \$1.4 million during the three months ended March 31, 2005 compared to \$36,000 during the three months ended March 31, 2004. The increase in interest income was primarily due to higher cash and investment balances as a result of net proceeds raised of approximately \$228.6 million from our initial public offering in the third quarter of fiscal 2004 and cash generated from operations.

*Other, net.* During the three months ended March 31, 2005 the Company recorded other income of \$284,000 primarily related to receipt of a payment to the Company related to royalty obligations under a settlement agreement.

*Income Tax Provision.* We recognized an income tax provision of \$5.5 million, with an effective tax rate of 35.5%, during the three months ended March 31, 2005 as a result of the net income incurred in the period. Our effective tax rate of 35.5% for the three months ended March 31, 2005 represents federal, state and foreign taxes on our income reduced primarily as a result of benefits resulting from the disqualifying disposition of incentive stock options and by research and development credits. We expect our effective tax rate may fluctuate from quarter to quarter as a result of disqualifying dispositions that may occur after the first quarter of 2005 related to incentive stock options currently outstanding and held by Company personnel. The tax benefit resulting from the disqualifying dispositions of incentive stock options is only recognized when the actual disposition takes place. During the three months ended March 31, 2004, we recorded an income tax provision of \$311,000 due to the net income incurred in the period and based on our tax rate as an S Corporation.

## **Liquidity and Capital Resources**

Since inception, we have financed our operations by generating cash from operations. As of March 31, 2005, we had \$23.5 million in cash and cash equivalents and \$196.5 million in investments in marketable securities.

We derive cash from operations primarily from cash collected on product sales and maintenance contract sales. Net cash (used in) provided by operating activities was (\$2.7) million and \$17.4 million in the three months ended March 31, 2005 and 2004, respectively. The decrease in cash provided by operating activities during the three months ended March 31, 2005 resulted from net income of \$10.1 million adjusted for non-cash reconciling items, the most significant of which were amortization of deferred stock-based compensation of \$1.8 million, the tax benefit from stock option transactions of \$5.5 million, a decrease in inventory and contract related costs (including deferred cost of sales) of \$12.3 million and an increase in accrued expenses of \$2.1 million. These items were offset by a decrease in deferred revenues of \$19.9 million, an increase in billed accounts receivable of \$8.1 million and a decrease in income taxes payable of \$5.7 million.

Net cash provided by operating activities in the three months ended March 31, 2004 of \$17.4 million resulted from net income of \$4.5 million adjusted for non-cash reconciling items, the most significant of which were amortization of deferred stock-based compensation of \$4.3 million, an increase in deferred revenues of \$6.7 million and a decrease in billed accounts receivable of \$1.1 million.

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For the three months ended March 31, 2005 and 2004, cash used in investing activities was \$1.4 million and \$51,000, respectively. Investing activities consisted of purchases and sales of available-for-sale securities and capital expenditures, which consist primarily of computer equipment for our engineering and service departments.

## **Table of Contents**

For the three months ended March 31, 2005 and 2004, cash provided by (used in) financing activities was \$807,000 and (\$6.3) million, respectively. For the three months ended March 31, 2005, cash provided by financing activities resulted from the proceeds collected related to the exercise of stock options. For the three months ended March 31, 2004, cash used in financing activities consisted of cash paid out as stockholder distributions.

We currently have no material cash commitments, except our normal recurring trade payables, expense accruals and operating leases, all of which are currently expected to be funded through existing working capital and future cash flows from operations. We believe that our cash and cash equivalent balances will be sufficient to satisfy our cash requirements for at least the next twelve months. Although we cannot accurately anticipate the effect of inflation or foreign exchange markets on our operations, we do not believe these external economic forces have had, or are likely in the foreseeable future to have, a material impact on our results of operations.

At March 31, 2005, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance, special purpose, or variable interest entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. In addition, we did not engage in trading activities involving non-exchange traded contracts. As a result, we are not exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in such relationships. We do not have material relationships and transactions with persons or entities that derive benefits from their non-independent relationship with us or our related parties.

## **Recent Accounting Pronouncements**

In July 2004, the Emerging Issues Task Force ( EITF ) published its consensus on Issue No. 03-01, The Meaning of Other Than-Temporary Impairment and Its Application to Certain Investments. EITF Issue No. 03-01 addresses the meaning of other-than-temporary impairment and its application to debt and equity securities within the scope of Statement of Financial Accounting Standards ( SFAS ) No. 115, certain debt and equity securities within the scope of SFAS No. 124, and equity securities that are not subject to the scope of SFAS No. 115 and not accounted for under the equity method of accounting. In September 2004, the Financial Accounting Standards Board ( FASB ) issued FASB Staff Position ( FSP ) Emerging Issues Task Force (EITF) Issue 03-1-1, Effective Date of Paragraphs 10-20 of EITF Issue No. 03-1, which delays the effective date for the recognition and measurement guidance in EITF Issue No. 03-1. In addition, the FASB has issued a proposed FSP to consider whether further application guidance is necessary for securities analyzed for impairment under EITF Issue No. 03-1. The Company continues to assess the potential impact that the adoption of the proposed FSP could have on its financial statements.

In December 2004, the FASB issued SFAS 123 (Revised 2004)-Share Based Payment (SFAS 123R). SFAS 123R requires that the Company record stock option expense in its financial statements based on a fair value methodology. In April 2005, the Securities and Exchange Commission (SEC) adopted a rule that delayed the compliance dates for adoption of SFAS 123R. The SEC's rule allows companies to implement SFAS 123R at the beginning of the next fiscal year after June 15, 2005, which is January 1, 2006 for the Company. The Company is evaluating the impact of the new standard and the method and timing of adoption. Although the Company has not completed its analysis, it is anticipated that the expense related to stock options will increase under the new pronouncement, however, it cannot be quantified at this time.

In December 2004, the FASB issued Statement No. 153, Exchanges of Nonmonetary Assets, an amendment of APB Opinion No. 29, Accounting for Nonmonetary Transactions. Statement 153 addresses the measurement of exchanges of nonmonetary assets and redefines the scope of transactions that should be measured based on the fair value of the assets exchanged. Statement 153 is effective for nonmonetary asset exchanges beginning in the Company's second quarter of fiscal 2006. The Company does not believe adoption of Statement 153 will have a material effect on its consolidated financial position, results of operations or cash flows.



**Table of Contents**

**RISK FACTORS**

*You should consider each of the following factors as well as the other information in this Quarterly Report in evaluating our business and our prospects. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently consider immaterial may also impair our business operations. If any of the following risks actually occur, our business and financial results could be harmed. In that case, the trading price of our common stock could decline. You should also refer to the other information set forth in this Quarterly Report, including our financial statements and the related notes.*

***Our business could be adversely affected by significant changes in the contracting or fiscal policies of governments and governmental entities.***

We derive substantially all of our revenues from contracts with international, federal, state and local governments and government agencies, and subcontracts under federal government prime contracts, and we believe that the success and growth of our business will continue to depend on our successful procurement of government contracts either directly or through prime contractors. Accordingly, changes in government contracting policies or government budgetary constraints could directly affect our financial performance. Among the factors that could adversely affect our business are:

changes in fiscal policies or decreases in available government funding;

changes in government programs or applicable requirements;

the adoption of new laws or regulations or changes to existing laws or regulations;

changes in political or social attitudes with respect to security and defense issues;

potential delays or changes in the government appropriations process; and

delays in the payment of our invoices by government payment offices.

These and other factors could cause governments and governmental agencies, or prime contractors that use us as a subcontractor, to reduce their purchases under existing contracts, to exercise their rights to terminate contracts at-will or to abstain from exercising options to renew contracts, any of which could have an adverse effect on our business, financial condition and results of operations. Many of our government customers are subject to stringent budgetary constraints.

***In 2004 and for the three months ended March 31, 2005, we derived 71% and 70%, respectively, of our revenues from a limited number of customers.***



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In each fiscal period we have derived, and we believe that in each future fiscal period we will continue to derive, a significant portion of our revenues from a limited number of customers. We had three customers that collectively accounted for 71% of revenues in 2004, including the DHS and the CNE, which accounted for 25% and 38% of revenues, respectively. In the three months ended March 31, 2005, the DHS and the CNE collectively accounted for 70% of revenues for that period, or 26% and 44%, respectively. The success of our business is substantially dependent on the continuation of our relationships with, and additional sales to, these significant customers. In addition, our business is dependent upon entering into relationships with additional significant customers. To the extent that any significant customer reduces or delays its purchases from us or terminates its relationship with us, our revenues would decline significantly and our financial condition and results of operations would suffer substantially. None of our customers are obligated to purchase additional solutions from us. As a result, the amount of revenue that we derive from a specific customer may vary from period to period, and a significant customer in one period may not be a significant customer in any subsequent period.

## **Table of Contents**

*In 2004 and for the three months ended March 31, 2005, we derived 44% and 42%, respectively, of our revenues from the sale of our solutions either directly or indirectly to U.S. government entities pursuant to government contracts, which differ materially from standard commercial contracts, involve competitive bidding and may be subject to cancellation or delay without penalty, any of which may produce volatility in our revenues and earnings.*

Our performance in any one reporting period is not necessarily indicative of future operating performance because of our reliance on a small number of customers, the majority of which are government entities. Government contracts frequently include provisions that are not standard in private commercial transactions. For example, government contracts may include bonding requirements and provisions permitting the purchasing agency to cancel or delay the contract without penalty in certain circumstances. Many of our government customer contracts have these provisions.

In addition, government contracts are frequently awarded only after formal competitive bidding processes, which have been and may continue to be protracted, and typically impose provisions that permit cancellation in the event that necessary funds are unavailable to the public agency. In many cases, unsuccessful bidders for government agency contracts are provided the opportunity to formally protest certain contract awards through various agency, administrative and judicial channels. The protest process may substantially delay a successful bidder's contract performance, result in cancellation of the contract award entirely and distract management. We may not be awarded contracts for which we bid, and substantial delays or cancellation of purchases may even follow our successful bids as a result of such protests.

In addition, local government agency contracts may be contingent upon availability of matching funds from federal or state entities. Also, law enforcement and other government agencies are subject to political, budgetary, purchasing and delivery constraints which may cause our quarterly and annual revenues and operating results to fluctuate in a manner that is difficult to predict.

*If the biometrics market does not experience significant growth or if our products do not achieve broad acceptance both domestically and internationally, we will not be able to achieve our anticipated level of growth.*

Our revenues are derived from sales of our biometrics solutions. We cannot accurately predict the future growth rate or the size of the biometrics market. The expansion of the biometrics market and the market for our biometrics solutions depends on a number of factors, such as:

the cost, performance and reliability of our solutions and the products and services offered by our competitors;

customers' perceptions regarding the benefits of biometrics solutions;

the development and growth of demand for biometric solutions in markets outside of government and law enforcement;

public perceptions regarding the intrusiveness of these solutions and the manner in which organizations use the biometric information collected;

public perceptions regarding the confidentiality of private information;

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proposed or enacted legislation related to privacy of information;

customers' satisfaction with biometrics solutions; and

marketing efforts and publicity regarding biometrics solutions.

Even if biometrics solutions gain wide market acceptance, our solutions may not adequately address market requirements and may not continue to gain market acceptance. If biometrics solutions generally or our solutions specifically do not gain wide market acceptance, we may not be able to achieve our anticipated level of growth and our revenues and results of operations would suffer.

**Table of Contents**

*Our financial results often vary significantly from quarter to quarter and may be negatively affected by a number of factors.*

Since individual orders can represent a meaningful percentage of our revenues and net income in any single quarter, the deferral or cancellation of or failure to close a single order in a quarter can result in a revenue and net income shortfall that results in our failing to meet securities analysts' expectations for that period. 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 sufficiently reduce our costs in any quarter to adequately compensate for an unexpected near-term shortfall in revenues, and even a small shortfall could disproportionately and adversely affect financial results for that quarter.

In addition, our financial results may fluctuate from quarter to quarter and be negatively affected by a number of factors, including the following:

the lack or reduction of government funding and the political, budgetary and purchasing constraints of our government agency customers;

the size and timing of our receipt of customer orders;

significant fluctuation in demand for our solutions;

price reductions or adjustments, new competitors, or the introduction of enhanced solutions from new or existing competitors;

cancellations, delays or contract amendments by government agency customers;

protests of federal, state or local government contract awards by competitors;

unforeseen legal expenses, including litigation and/or administrative protest costs;

expenses related to acquisitions or mergers;

potential effects of providing services as a prime contractor that may not carry gross margins as high as those of our core solutions;

impairment charges arising out of our assessments of goodwill and intangibles; and

other one-time financial charges.

*We face intense competition from other biometrics solutions providers, including diversified technology providers, alternative solutions providers and providers of biometric products.*

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A significant number of established companies have developed or are developing and marketing software and hardware for fingerprint biometrics products and applications that currently compete with or will compete directly with our offerings. Our offerings also compete with non-biometric technologies such as public key infrastructure solutions, smart card security solutions and traditional key, card surveillance and password systems. We believe that additional competitors will enter the biometrics market and become significant long-term competitors, and that, as a result, competition will increase. In certain instances, we compete with third parties who are also our suppliers or prime contractors. Companies competing with us may introduce solutions that are competitively priced, have increased performance or functionality or incorporate technological advances we have not yet developed or implemented. Our current principal competitors include:

diversified technology providers such as NEC, Sagem SA (through its wholly owned subsidiary Sagem Morpho) and Motorola, Inc. (through its Printrak International division) that offer integrated AFIS solutions to governments, law enforcement agencies and other organizations;

companies that are AFIS component providers, such as Identix;

prime government contractors, such as Northrop Grumman, that develop integrated information technology products and services that include biometrics-related solutions that are frequently delivered in partnership with diversified technology providers and biometrics-focused companies; and

## **Table of Contents**

companies focused on other fingerprint biometric solutions, such as BioScript and Dermalog.

We expect competition to intensify in the near term in the biometrics market. Many current and potential competitors have substantially greater financial, marketing, research and manufacturing resources than we have. To compete effectively in this environment, we must continually develop and market new and enhanced solutions and technologies at competitive prices and must have the resources available to invest in significant research and development activities. Our failure to compete successfully could cause our revenues and market share to decline.

***If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results. As a result, current and potential stockholders could lose confidence in our financial reporting, which would harm our business.***

Effective internal controls are necessary for us to provide reliable financial reports. If we cannot provide reliable financial reports, our operating results could be misstated, our reputation may be harmed and the trading price of our stock could be negatively affected. Prior to commencement of our preparations for our initial public offering, we operated primarily on a cash accounting basis consistent with our status as a privately held S Corporation, and did not maintain a system of internal controls that was adequate for a public company. As a result, we have in the past discovered, and may in the future discover, areas in our internal controls that need improvement. For example, in connection with the audit of our financial statements for the three years ended December 31, 2003, in May 2004 our independent registered public accounting firm ( independent auditors ) reported to our audit committee several matters that were reportable conditions and material weaknesses in our internal controls as defined in standards established by the American Institute of Certified Public Accountants. In addition, in connection with the preparation of our Quarterly Report on Form 10-Q for the quarter ended September 30, 2004, we discovered a deficiency in our internal controls used in calculating amortization of deferred stock compensation. In general, reportable conditions are significant deficiencies in our internal controls that, in our auditor's judgment, could adversely affect our ability to record, process, summarize and report financial data consistent with the assertions of management in the financial statements. A material weakness is a reportable condition in which our internal controls do not reduce to a low level the risk that undetected misstatements caused by error or fraud may occur in amounts that are material to our audited financial statements.

In 2004, we devoted significant resources to remediate and improve our internal controls. We believe that these efforts have remediated the concerns that gave rise to the reportable conditions and material weaknesses. We did not identify any reportable conditions or material weaknesses in connection in the preparation of our financial statements for the year ended December 31, 2004. However, our auditors did not audit our internal control over financial reporting and we cannot be certain that our internal controls over financial reporting will be adequate in the future. Any deficiencies in our internal control over financial reporting in the future could cause us to fail to accurately report our financial results on a timely basis and could adversely affect the results of our required annual management evaluation reports and auditor attestation reports regarding the effectiveness of our internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002, which will be required beginning with our Annual Report on Form 10-K for our current fiscal year ending December 31, 2005.

***We are subject to extensive government regulation, and our failure to comply with applicable regulations could subject us to penalties that may restrict our ability to conduct our business.***

We are affected by and must comply with various government regulations that impact our operating costs, profit margins and the internal organization and operation of our business. Furthermore, we may be audited to assure our compliance with these requirements. Our failure to comply with applicable regulations, rules and approvals could result in the imposition of penalties, the loss of our government contracts or our disqualification as a U.S. government contractor, all of which could adversely affect our business, financial condition and results of operations.

## **Table of Contents**

Among the most significant regulations affecting our business are:

the Federal Acquisition Regulations, or the FAR, and agency regulations supplemental to the FAR, which comprehensively regulate the formation and administration of, and performance under government contracts;

the Truth in Negotiations Act, which requires certification and disclosure of all cost and pricing data in connection with contract negotiations;

the Cost Accounting Standards, which impose accounting requirements that govern our right to reimbursement under cost-based government contracts;

the Foreign Corrupt Practices Act; and

laws, regulations and executive orders restricting the use and dissemination of information classified for national security purposes and the exportation of certain products and technical data.

These regulations affect how our customers and we can do business and, in some instances, impose added costs on our business. Any changes in applicable laws and regulations could restrict our ability to conduct our business. Any failure by us to comply with applicable laws and regulations could result in contract termination, price or fee reductions or suspension or debarment from contracting with the federal government generally.

### ***Our lengthy and variable sales cycle will make it difficult to predict financial results.***

Our AFIS solutions often require a lengthy sales cycle ranging from several months to sometimes over a year before we can receive approvals for purchase. The length of the sales cycle depends on the size and complexity of the solutions, the customer's in-depth evaluation of our solutions and a competitive bidding process. As a result, we may incur substantial expense before we earn associated revenues, since a significant portion of our operating expenses is relatively fixed. The lengthy sales cycles of our solutions make forecasting the volume and timing of sales difficult. In addition, the delays inherent in lengthy sales cycles raise additional risks that customers may cancel contracts or change their minds. If customer cancellations occur, they could result in the loss of anticipated sales without allowing us sufficient time to reduce our operating expenses.

### ***Security breaches in systems that we sell or maintain could result in the disclosure of sensitive government information or private personal information that could result in the loss of clients and negative publicity.***

Many of the systems we sell manage private personal information and protect information involved in sensitive government functions. A security breach in one of these systems could cause serious harm to our business as a result of negative publicity and could prevent us from having further access to such systems or other similarly sensitive areas for other governmental clients.

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As part of our service offerings, we agree from time to time to maintain and operate a portion of the AFIS systems of our customers on an outsourced application hosting basis. Our ability to continue this service is subject to a number of risks. For example, our systems may be vulnerable to physical or electronic break-ins and service disruptions that could lead to interruptions, delays, loss of data or the inability to process user requests. If any such compromise of our security were to occur, it could be very expensive to cure, could damage our reputation and could discourage potential customers from using our services. Although we have not experienced attempted break-ins, we may experience such attempts in the future. Our systems may also be affected by outages, delays and other difficulties. Our insurance coverage may be insufficient to cover losses and liabilities that may result from such events.



## **Table of Contents**

***If we are unable to continue to obtain U.S. government authorization regarding the export of our products, or if current or future export laws limit or otherwise restrict our business, we could be prohibited from shipping our products to certain countries, which could cause our business, financial condition and results of operations to suffer.***

We must comply with U.S. laws regulating the export of our products. In some cases, explicit authorization from the U.S. government is needed to export our products. The export regimes and the governing policies applicable to our business are subject to changes. We cannot assure you that such export authorizations will be available to us or for our products in the future. In some cases where we act as a subcontractor, we rely upon the compliance activities of our prime contractors, and we cannot assure you that they have taken or will take all measures necessary to comply with applicable export laws. If we or our prime contractor partners cannot obtain required government approvals under applicable regulations, we may not be able to sell our products in certain international jurisdictions.

***Failure to properly manage projects may result in costs or claims against us, and our financial results could be adversely affected.***

Deployments of our solutions often involve large-scale projects. The quality of our performance on such projects depends in large part upon our ability to manage relationships with our customers and to effectively manage the projects and deploy appropriate resources, including our own project managers and third party subcontractors, in a timely manner. Any defects or errors or failures to meet clients' expectations could result in reputational damage or even claims for substantial monetary damages against us. In addition, we sometimes guarantee customers that we will complete a project by a scheduled date or that our solutions will achieve defined performance standards. If our solutions experience a performance problem, we may not be able to recover the additional costs we will incur in our remedial efforts, which could materially impair profit from a particular project. Moreover, 79% of our revenues in 2004 and 58% of our revenues for the three months ended March 31, 2005 were derived from fixed price contracts. Changes in the actual and estimated costs and time to complete fixed-price, time-certain projects may result in revenue adjustments for contracts where revenue is recognized under the percentage of completion method. Finally, if we miscalculate the amount of resources or time we need to complete a project for which we have agreed to capped or fixed fees, our financial results could be adversely affected.

***The biometrics industry is characterized by rapid technological change and evolving industry standards, which could render our existing solutions obsolete.***

Our future success will depend upon our ability to develop and introduce a variety of new capabilities and enhancements to our existing solutions in order to address the changing and sophisticated needs of the marketplace. Frequently, technical development programs in the biometrics industry require assessments to be made of the future direction of technology, which is inherently difficult to predict. Delays in introducing new products and enhancements, the failure to choose correctly among technical alternatives or the failure to offer innovative products or enhancements at competitive prices may cause customers to forego purchases of our solutions and purchase our competitors' solutions. We may not have adequate resources available to us or may not adequately keep pace with appropriate requirements in order to effectively compete in the marketplace.

***We are dependent on our management team, particularly Ming Hsieh, our founder and Chief Executive Officer, and the loss of any key member of our team may impair our ability to operate effectively and may harm our business.***

Our success depends largely upon the continued services of our executive officers and other key personnel, particularly Ming Hsieh, our founder and Chief Executive Officer. The relationships that our key managers have cultivated with our customers makes us particularly dependent upon their continued employment with us. We are also substantially dependent on the continued services of our existing engineering and project

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management personnel because of the highly technical nature of our solutions. We do not have employment agreements with any of our executive officers or key personnel obligating them to provide us with continued services and

## **Table of Contents**

therefore, they could terminate their employment with us at any time without penalty. We do not maintain key person life insurance policies on any of our employees. The loss of one or more members of our management team could seriously harm our business.

*Our strategy to increase our sales of other fingerprint biometrics products and solutions may not be successful.*

Historically, our business and products have been focused on the government and law enforcement markets. In 2004 and for the three months ended March 31, 2005, sales to customers in these markets accounted for 99% of our revenues. A key component of our strategy is to develop and grow our sales of other fingerprint biometrics solutions. The market for these solutions is at an early stage of development compared to the market for law enforcement and other government sector biometrics products. We cannot assure you that other fingerprint biometrics products and solutions will gain wide market acceptance, that this market will develop and grow as we expect, that we will successfully develop products for this market or that we will have the same success in this market as we have had in the government and law enforcement markets. In addition, we cannot assure you that our strategy of expanding our business to cover biometric solutions and products based on biometrics other than fingerprints will be successful.

*Termination of all or some of our backlog of orders could negatively affect our sales.*

We record an item as backlog when we receive a contract, purchase order or other notification indicating the specific products and/or services to be purchased, the purchase price, specifications and other customary terms and conditions. Our backlog includes deferred revenue reflected on our consolidated balance sheet. There can be no assurance that any of the contracts comprising our backlog will result in actual revenue in any particular periods or that the actual revenue from such contracts will equal our backlog estimates. Furthermore, there can be no assurance that any contract included in our estimated backlog that actually generates revenue will be profitable. These estimates are based on our experience under such contracts and similar contracts and may not be accurate.

*Loss of limited source suppliers may result in delays or additional expenses.*

We obtain hardware components and complete products from a limited group of suppliers, and we do not have any long term agreements with any of these suppliers obligating them to continue to sell components or products to us. Our reliance on them involves significant risks, including reduced control over quality, price, and delivery schedules. Moreover, any financial instability of, or consolidation among, our manufacturers or contractors could result in our having to find new suppliers. We may experience significant delays in manufacturing and shipping our products to customers if we lose these sources or if the supplies from these sources are delayed, or are of poor quality or supplied in insufficient amounts. As a result, we may be required to incur additional development, manufacturing and other costs to establish alternative sources of supply. It may take several months to locate alternative suppliers, if required, or to re-tool our products to accommodate components from different suppliers. We cannot predict if we will be able to obtain replacement components within the time frames we require at an affordable cost, or at all. Any delays resulting from suppliers failing to deliver components or products on a timely basis, in sufficient quantities and of sufficient quality or any significant increase in the price of components from existing or alternative suppliers could disrupt our ability to meet customer demands or reduce our gross margins.

*Our business could be adversely affected by negative audits by government agencies, and we could be required to reimburse the U.S. government for costs that we have expended on our contracts, and our ability to compete successfully for future contracts could be materially impaired.*

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Government agencies may audit us as part of their routine audits and investigations of government contracts. As part of an audit, these agencies may review our performance on contracts, cost structures and

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**Table of Contents**

compliance with applicable laws, regulations and standards. These agencies may also review the adequacy of, and our compliance with, our internal control systems and policies, including our purchasing, property, estimating, compensation and management information systems. If any of our costs are found to be improperly allocated to a specific contract, the costs may not be reimbursed and any costs already reimbursed for such contract may have to be refunded. An audit could materially affect our competitive position and result in a material adjustment to our financial results or statement of operations. If a government agency audit uncovers improper or illegal activities, we may be subject to civil and criminal penalties and administrative sanctions, including termination of contracts, forfeiture of profits, suspension of payments, fines and suspension or debarment from doing business with the federal government. In addition, we could suffer serious reputational harm if allegations of impropriety were made against us. While we have never had a negative audit by a governmental agency, we cannot assure you that one will not occur. If we were suspended or debarred from contracting with the federal government generally, or if our reputation or relationships with government agencies were impaired, or if the government otherwise ceased doing business with us or significantly decreased the amount of business it does with us, our revenues and prospects would be materially harmed.

*Any failure to protect our intellectual property rights could impair our ability to protect our proprietary technology which could have a material adverse effect on our business, financial condition and results of operations, and on our ability to compete effectively.*

The core technology used in our products and solutions is not the subject of any patent protection, and we may be unable to obtain patent protection in the future. We rely primarily on trade secrets and confidentiality procedures to protect our proprietary technology. Despite our efforts, these measures can only provide limited protection. Unauthorized third parties may try to copy or reverse engineer portions of our products or otherwise obtain and use our intellectual property. If we fail to protect our intellectual property rights adequately, our competitors may gain access to our technology, and our business would thus be harmed. In addition, defending our intellectual property rights may entail significant expense. Any of our trademarks or other intellectual property rights may be challenged by others or invalidated through administrative processes or litigation. In addition, if any patents are issued to us in the future, they may not provide us with any competitive advantages, or may be challenged by third parties. Furthermore, legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain. Effective patent, trademark, copyright and trade secret protection may not be available to us in every country in which we market our solutions. The laws of some foreign countries may not be as protective of intellectual property rights as those in the United States, and domestic and international mechanisms for enforcement of intellectual property rights may be inadequate. Accordingly, despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our intellectual property or otherwise gaining access to our technology.

We may be required to expend significant resources to monitor and protect our intellectual property rights. We may initiate claims or litigation against third parties for infringement of our proprietary rights or to establish the validity of our proprietary rights. Any such litigation, whether or not it is ultimately resolved in our favor, could result in significant expense to us and divert the efforts of our technical and management personnel.

*We may be sued by third parties for alleged infringement of their proprietary rights.*

As the size of our market increases, the likelihood of an intellectual property claim against us increases. Our technologies may not be able to withstand third-party claims against their use. Any intellectual property claims, with or without merit, could be time-consuming and expensive to litigate or settle, and could divert management attention away from the execution of our business plan. In addition, we may be required to indemnify our customers for third-party intellectual property infringement claims, which would increase the cost to us of an adverse ruling in such a claim. An adverse determination could also prevent us from offering our solutions to others.

## **Table of Contents**

***Ming Hsieh controls a majority of our outstanding stock, and this may delay or prevent a change of control of our company or adversely affect our stock price.***

Ming Hsieh, our Chief Executive Officer, controls 72% of our outstanding common stock as of March 31, 2005. As a result, he is able to exercise control over matters requiring stockholder approval, such as the election of directors and the approval of significant corporate transactions. These types of transactions include transactions involving an actual or potential change of control of our company or other transactions that the non-controlling stockholders may deem to be in their best interests and in which such stockholders could receive a premium for their shares. We are a controlled company under the Nasdaq corporate governance rules, and therefore we are entitled to exemptions from certain of the Nasdaq corporate governance rules. These requirements are generally intended to increase the likelihood that boards will make decisions in the best interests of stockholders. Specifically, we are not required to have a majority of our directors be independent or to have compensation, nominating and corporate governance committees comprised solely of independent directors. We do not intend to avail ourselves of the controlled company exemptions, but our intentions may change and in such event, if our stockholders' interests differed from those of Mr. Hsieh, our stockholders would not be afforded the protections of these Nasdaq corporate governance requirements.

***Because competition for highly qualified project managers and technical personnel is intense, we may not be able to attract and retain the managers we need to support our planned growth.***

To execute our growth plan, we must attract and retain highly qualified project managers. Competition for hiring these managers is intense, especially with regard to engineers with high levels of experience in designing, developing and integrating biometrics solutions. We may not be successful in attracting and retaining qualified managers. Many of the companies with which we compete for hiring experienced managers have greater resources than we have. In addition, in making employment decisions, particularly in the Internet and high-technology industries, job candidates often consider the value of the stock options they are to receive in connection with their employment. Significant volatility in the price of our stock may, therefore, adversely affect our ability to attract or retain key managers. Furthermore, proposed changes to accounting principles generally accepted in the United States relating to the expensing of stock options may discourage us from granting the sizes or types of stock options that job candidates may require to join our company. If we fail to attract new personnel or fail to retain and motivate our current managers, our business and future growth prospects could be severely harmed.

Competition for skilled personnel in our industry is intense and companies such as ours sometimes experience high attrition rates with regard to their skilled employees. In addition, we often must comply with provisions in federal government contracts that require employment of persons with specified levels of education and work experience. The loss of any significant number of our existing key technical personnel or our inability to attract and retain key technical employees in the future could have a material adverse effect on both our ability to win new business and our financial results.

***International uncertainties and fluctuations in the value of foreign currencies could harm our profitability.***

In 2004 and for the three months ended March 31, 2005, revenues outside of the Americas accounted for approximately 15% and 11%, respectively, of our total revenues. We also currently have international operations, including offices in Austria, China and Taiwan. Our international revenues and operations are subject to a number of material risks, including, but not limited to:

difficulties in building and managing foreign operations;

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regulatory uncertainties in foreign countries;

difficulties in enforcing agreements and collecting receivables through foreign legal systems and other relevant legal issues;

**Table of Contents**

longer payment cycles;

foreign and U.S. taxation issues;

potential weaknesses in foreign economies;

fluctuations in the value of foreign currencies;

general economic and political conditions in the markets in which we operate; and

unexpected domestic and international regulatory, economic or political changes.

Our sales, including sales to customers outside the United States, are primarily denominated in U.S. dollars, and therefore downward fluctuations in the value of foreign currencies relative to the U.S. dollar may make our solutions more expensive than local solutions in international locations. This would make our solutions less price competitive than local solutions, which could harm our business. We do not currently engage in currency hedging activities to limit the risks of currency fluctuations. Therefore, fluctuations in the value of foreign currencies could harm our profitability.

***If biometrics solutions and products based on biometrics other than fingerprints become predominant or more significant in the biometrics market, our business, financial condition and results of operations could suffer materially.***

Our current business and products are based primarily on fingerprint biometrics. It is possible that other biometrics solutions could become predominant or more significant in the future, such as biometrics based on face or iris recognition. In such event, we cannot assure you that we would be able to develop successful products and solutions based on these other biometrics or that any such products or solutions we develop would be as successful as our fingerprint biometric solutions.

***Our products and solutions could have unknown defects or errors, which may give rise to claims against us or divert application of our resources from other purposes.***

Products and solutions as complex as those we offer frequently develop or contain undetected defects or errors. Despite testing, defects or errors may arise in our existing or new products and solutions, which could result in loss of revenue or market share, failure to achieve market acceptance, diversion of development resources, injury to our reputation and increased service and maintenance costs. Defects or errors in our products and solutions might discourage customers from purchasing future products and services.

***Potential future acquisitions could be difficult to integrate, divert the attention of key management personnel, disrupt our business, dilute stockholder value and adversely affect our financial results.***



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As part of our business strategy, we intend to consider acquisitions of companies, technologies and products that we feel could accelerate our ability to compete in our core markets or allow us to enter new markets. Acquisitions involve numerous risks, including:

difficulties in integrating operations, technologies, accounting and personnel;

difficulties in supporting and transitioning customers of our acquired companies;

diversion of financial and management resources from existing operations;

risks of entering new markets;

potential loss of key employees; and

inability to generate sufficient revenues to offset acquisition costs.

Acquisitions also frequently result in the recording of goodwill and other intangible assets which are subject to potential impairments in the future that could harm our financial results. In addition, if we finance acquisitions

## **Table of Contents**

by issuing convertible debt or equity securities, our existing stockholders may be diluted, which could affect the market price of our stock. As a result, if we fail to properly evaluate acquisitions or investments, we may not achieve the anticipated benefits of any such acquisitions, and we may incur costs in excess of what we anticipate.

*Our charter documents and Delaware law may deter potential acquirers of our business and may thus depress our stock price.*

Our certificate of incorporation, as amended, and our bylaws, as amended, contain provisions that could delay or prevent a change of control of our company that our stockholders might consider favorable. In addition, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which may discourage, delay or prevent certain business combinations with stockholders owning 15% or more of our outstanding voting stock. These and other provisions in our charter documents may make it more difficult for stockholders or potential acquirers to initiate actions that are opposed by the then-current board of directors, including delaying or impeding a merger, tender offer, or proxy contest or other change of control transaction involving our company. Any delay or prevention of a change of control transaction could cause stockholders to lose a substantial premium over the then current market price of their shares.

*The trading price of our common stock is volatile.*

The trading prices of the securities of technology companies have historically been highly volatile. Accordingly, the trading price of our common stock is likely to be subject to wide fluctuations. Factors affecting the trading price of our common stock may include:

variations in our financial results;

announcements of technological innovations, new solutions, strategic alliances or significant agreements by us or by our competitors;

recruitment or departure of key personnel;

changes in the estimates of our financial results or changes in the recommendations of any securities analysts that elect to follow our common stock;

market conditions in our industry, the industries of our customers and the economy as a whole.

In addition, if the market for biometrics or other technology stocks or the stock market in general experiences continued or greater loss of investor confidence, the trading price of our common stock could decline for reasons unrelated to our business or financial results. The trading price of our common stock might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us.

*Future sales of shares by existing stockholders could cause our stock price to decline.*

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Ming Hsieh, who was our sole stockholder prior to the sale of the shares in our initial public offering, continues to hold a substantial number of shares of our common stock that he is able to sell to the public. Sales by Mr. Hsieh of a substantial number of shares, or the expectation that such sales may occur, could significantly reduce the market price of our common stock.

In addition, the lock-up agreements that were executed in connection with our initial public offering expired on March 22, 2005. As a result, all of our outstanding shares are eligible for sale in the public market, subject to volume limitations under Rule 144 under the Securities Act of 1933, as amended, or Securities Act. Also, shares subject to outstanding options and rights under our 2000 Stock Option Plan and 2004 Equity Incentive Plan are eligible for sale in the public market to the extent permitted by the provisions of various vesting agreements and Rules 144 and 701 under the Securities Act. If these additional shares are sold, or if it is perceived that they will be sold in the public market, the trading price of our common stock could decline.

## **Table of Contents**

### **Item 2. Properties**

Our corporate headquarters occupy approximately 20,074 square feet in South Pasadena, California in a building we purchased in 1997. We also lease properties in Reston, Virginia, Dublin, Ohio, London, U.K., Vienna, Austria and Taipei, Taiwan for use as local project management and business development offices. The size and location of these properties changes from time to time based on business requirements. We lease a manufacturing facility in Shenzhen, China. We believe our space is adequate for current needs; however, we will evaluate our space needs as we expand to accommodate planned increased head count. We believe that suitable additional or substitute space will be available to accommodate the foreseeable expansion of our operations.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Although we currently bill for our products and services mostly in U.S. dollars, our financial results could be affected by factors such as changes in foreign currency rates or weak economic conditions in foreign markets. A strengthening of the dollar could make our products and services less competitive in foreign markets and therefore could reduce our revenues. We are billed by and pay substantially all of our vendors in U.S. dollars. In the future, an increased portion of our revenues and costs may be denominated in foreign currencies. To date, exchange rate fluctuations have had little impact on our operating results. We do not enter into derivative instrument transactions for trading or speculative purposes.

Fixed income securities are subject to interest rate risk. The fair value of our investment portfolio would not be significantly impacted by either a 100 basis point increase or decrease in interest rates due mainly to the short-term nature of the major portion of our investment portfolio. The portfolio is diversified and consists primarily of investment grade securities to minimize credit risk.

### **Item 4. Controls and Procedures**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Rule 13a-15(b) under the Exchange Act, we conducted an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based upon the foregoing evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of the end of the quarterly period covered by this report.

There has been no change in our internal controls over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.



**Table of Contents****PART II. OTHER INFORMATION****Item 1. Legal Proceedings**

From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are not currently aware of any such legal proceedings or claims that we believe will have, individually or in the aggregate, a material adverse affect on our business, financial condition or operating results.

**Item 2. Changes in Securities and Use of Proceeds**

The Securities and Exchange Commission declared our registration statement, which we filed on Form S-1 (Registration No. 333-115535) under the Securities Act of 1933 in connection with the initial public offering of our common stock, effective on September 23, 2004. The sale of shares of our common stock, including the sale of 2,700,000 shares pursuant to the exercise of the over-allotment option by the underwriters, resulted in aggregate gross proceeds of approximately \$248.4 million, approximately \$17.4 million of which we applied to underwriting discounts and commissions and approximately \$2.4 million of which we applied to related costs. As a result, we received approximately \$228.6 million of the offering proceeds. The underwriting syndicate was managed by Morgan Stanley & Co. Incorporated, J.P. Morgan Securities Inc., Bear, Stearns & Co. Inc., SG Cowen & Co., LLC and Needham & Company, Inc.

As of March 31, 2005, we had used approximately \$65.5 million of the net proceeds of the offering to fund the final dividend of our undistributed accumulated S Corporation earnings to our stockholder of report prior to our initial public offering. We had also used approximately \$38 million to fund operating expenses.

**Item 6. Exhibits**

<b>Exhibit Number</b>	<b>Description of Documents</b>
3.2(1)	Amended and Restated Certificate of Incorporation
3.3(2)	Bylaws of the registrant
4.1(3)	Specimen Common Stock Certificate
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(1) Filed with a Current Report on Form 8-K dated November 1, 2004.

(2) Filed with initial Registration Statement on Form S-1 (File No. 333-115535) dated May 14, 2004.

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(3) Filed with Amendment No. 4 to the Registration Statement on Form S-1 (File No. 333-115535) dated September 23, 2004.

