BIOLASE, INC
Form 10-Q
August 09, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2013

OR

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

For the transition period from ______ to ______

Commission File Number 000-19627

BIOLASE, INC.

(Exact name of registrant as specified in its charter)

Delaware 87-0442441

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

4 Cromwell

Irvine, California 92618

(Address of principal executive offices, including zip code)

(949) 361-1200

(Registrant s telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

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

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

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

The number of shares of the issuer s common stock, $0.001 par value per share, outstanding, as of August 2, 2013, was 33,960,650 shares.

BIOLASE, INC.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

BIOLASE, INC.

CONSOLIDATED BALANCE SHEETS (Unaudited)

(in thousands, except per share data)

	June 30, 2013	December 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	$ 2,101	$ 2,543
Accounts receivable, less allowance of $380 in 2013 and $304 in 2012	11,477	11,680
Inventory, net	12,559	11,142
Prepaid expenses and other current assets	1,341	1,552
Total current assets	27,478	26,917
Property, plant, and equipment, net	1,581	1,509
Intangible assets, net	217	300
Goodwill	2,926	2,926
Deferred tax asset	16	16
Other assets	245	305
Total assets	$ 32,463	$ 31,973
LIABILITIES AND STOCKHOLDERS EQUITY (DEFICIT)		
Current liabilities:		
Lines of credit	$ 5,992	$ 1,637
Accounts payable	9,299	7,663
Accrued liabilities	5,084	6,267
Customer deposits	174	582
Deferred revenue, current portion	3,123	3,226
Total current liabilities	23,672	19,375
Deferred tax liabilities	591	663
Other liabilities, long-term	34	141
Total liabilities	24,297	20,179
Commitments and contingencies (Notes 8, 9, and 13)		
Stockholders equity (deficit):		
Preferred stock, par value $0.001, 1,000 shares authorized, no shares issued and outstanding		
	34	34

Common stock, par value $0.001, 50,000 shares authorized; 33,958 and 33,248 shares issued in 2013 and 2012, respectively; and 31,995 and 31,284 shares outstanding in 2013 and 2012, respectively		
Additional paid-in capital	142,383	140,747
Accumulated other comprehensive loss	(385)	(320)
Accumulated deficit	(117,467)	(112,268)
	24,565	28,193
Treasury stock (cost of 1,964 shares repurchased)	(16,399)	(16,399)
Total stockholders equity	8,166	11,794
Total liabilities and stockholders equity	$ 32,463	$ 31,973

See accompanying notes to consolidated financial statements.

BIOLASE, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS (Unaudited)

(in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Products and services revenue	$ 14,208	$ 12,125	$ 28,697	$ 24,437
License fees and royalty revenue	39	50	147	58
Net revenue	14,247	12,175	28,844	24,495
Cost of revenue	8,686	6,675	17,489	13,188
Gross profit	5,561	5,500	11,355	11,307
Operating expenses:				
Sales and marketing	4,138	3,720	9,390	7,748
General and administrative	2,598	2,221	4,845	4,432
Engineering and development	1,005	1,272	2,010	2,462
Excise tax	112		219	
Total operating expenses	7,853	7,213	16,464	14,642
Loss from operations	(2,292)	(1,713)	(5,109)	(3,335)
Gain (loss) on foreign currency transactions	9	(92)	(90)	(109)
Interest expense, net	(117)	(38)	(204)	(42)
Non-operating loss, net	(108)	(130)	(294)	(151)
Loss before income tax (benefit) provision	(2,400)	(1,843)	(5,403)	(3,486)
Income tax (benefit) provision	168	34	(204)	63
Net loss	(2,568)	(1,877)	(5,199)	(3,549)
Other comprehensive loss items:				
Foreign currency translation adjustments	(9)	(115)	(65)	(52)
Comprehensive loss	$ (2,577)	$ (1,992)	$ (5,264)	$ (3,601)
Net loss per share:				
Basic	$ (0.08)	$ (0.06)	$ (0.16)	$ (0.11)
Diluted	$ (0.08)	$ (0.06)	$ (0.16)	$ (0.11)
Shares used in the calculation of net loss per share:				
Basic	31,690	31,670	31,582	31,988
Diluted	31,690	31,670	31,582	31,988

See accompanying notes to consolidated financial statements.

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BIOLASE, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

(in thousands)

	Six Months Ended June 30,	
	2013	2012
Cash Flows From Operating Activities:		
Net loss	$ (5,199)	$ (3,549)
Adjustments to reconcile net loss to net cash and cash equivalents used in operating activities:		
Depreciation and amortization	298	247
Loss on disposal of assets, net		6
Provision for bad debts	91	315
Amortization of discounts on lines of credit	36	7
Amortization of debt issuance costs	81	15
Stock-based compensation	748	923
Other equity instruments compensation	64	23
Other non-cash compensation	124	124
Deferred income taxes	(71)	
Changes in operating assets and liabilities:		
Restricted cash		(106)
Accounts receivable	112	(992)
Inventory	(1,417)	612
Prepaid expenses and other assets	59	723
Customer deposits	(408)	7
Accounts payable and accrued liabilities	490	(2,144)
Deferred revenue	(103)	515
Net cash and cash equivalents used in operating activities	(5,095)	(3,274)
Cash Flows From Investing Activities:		
Additions to property, plant, and equipment	(331)	(457)
Purchased other intangible assets	(10)	
Net cash and cash equivalents used in investing activities	(341)	(457)
Cash Flows From Financing Activities:		
Borrowings under lines of credit	19,550	2,350
Payments under lines of credit	(15,195)	(415)
Payment of debt issuance costs		(295)
Proceeds from exercise of stock options and warrants	697	428
Net cash and cash equivalents provided by financing activities	5,052	2,068
Effect of exchange rate changes	(58)	(37)
Change in cash and cash equivalents	(442)	(1,700)
Cash and cash equivalents, beginning of period	2,543	3,307
Cash and cash equivalents, end of period	$ 2,101	$ 1,607

Supplemental cash flow disclosure:

Interest paid	$	81	$	10
Income taxes paid	$	49	$	29

See accompanying notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1 BASIS OF PRESENTATION

The Company

BIOLASE, Inc., (the Company) incorporated in Delaware in 1987, is a biomedical company operating in one reportable business segment that develops, manufactures, and markets proprietary lasers in dentistry and medicine and also markets and distributes two-dimensional (2-D) and three-dimensional (3-D) digital imaging equipment and CAD/CAM intra-oral scanners; products that are focused on technologies that advance the practice of dentistry and medicine.

Basis of Presentation

The unaudited consolidated financial statements include the accounts of BIOLASE, Inc. and its wholly-owned subsidiaries and have been prepared on a basis consistent with the December 31, 2012 audited consolidated financial statements and include all material adjustments, consisting of normal recurring adjustments and the elimination of all material intercompany transactions and balances, necessary to fairly present the information set forth therein. These unaudited, interim, consolidated financial statements do not include all the footnotes, presentations, and disclosures normally required by accounting principles generally accepted in the United States of America (GAAP) for complete consolidated financial statements. Certain amounts have been reclassified to conform to current period presentations.

The consolidated results of operations for the three and six months ended June 30, 2013 are not necessarily indicative of the results for the full year. The accompanying consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto for the year ended December 31, 2012, included in the Company s Annual Report on Form 10-K for the year ended December 31, 2012 (2012 Form 10-K) filed with the Securities and Exchange Commission on March 15, 2013.

Use of Estimates

The preparation of these consolidated financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect amounts reported in the consolidated financial statements and the accompanying notes. Significant estimates in these consolidated financial statements include allowances on accounts receivable, inventory, and deferred taxes, as well as estimates for accrued warranty expenses, indefinite-lived intangible assets, and the ability of goodwill to be realized, revenue deferrals for multiple element arrangements, effects of stock-based compensation and warrants, contingent liabilities, and the provision or benefit for income taxes. Due to the inherent uncertainty involved in making estimates, actual results reported in future periods may differ materially from those estimates.

Update to Significant Accounting Policies

There have been no material changes to the Company s significant accounting policies which are described in the Company s 2012 Form 10-K, except as noted below. See Note 2 Recent Accounting Pronouncements for adoption of updated authoritative guidance.

Excise Tax

Commencing January 1, 2013, certain of the Company s product sales are subject to the newly enacted medical device excise tax. The Company has included such taxes separately as a component of operating expense.

Income Tax

The income tax provision for the three and six months ended June 30, 2013 was calculated using the discrete year-to-date method, which management determined to be more appropriate than the annual effective rate method which was used to calculate the income tax provision for the quarter ended March 31, 2013. See Note 12 Income Taxes for additional disclosures related to the Company s income tax.

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Fair Value of Financial Instruments

The Company s financial instruments, consisting of cash and cash equivalents, accounts receivable, accounts payable, and accrued liabilities, approximate fair value because of the short maturity of these items. Financial instruments consisting of lines of credit approximate fair value, as the interest rates associated with the lines of credit approximates the market rates for debt securities with similar terms and risk characteristics.

Liquidity and Management s Plans

The Company suffered recurring losses from operations during the three years ended December 31, 2012. Although the Company s revenues increased during the quarter ended June 30, 2013 compared to the same period in 2012, the Company still incurred a loss from operations and a net loss. At June 30, 2013, the Company had approximately $3.8 million in working capital. The Company s principal sources of liquidity at June 30, 2013 consisted of approximately $2.1 million in cash and cash equivalents, $11.5 million of net accounts receivable, and $1.5 million of available borrowings under two revolving credit facility agreements.

On July 26, 2013, the Company filed a registration statement on Form S-3 (the 2013 Registration Statement) with the Securities and Exchange Commission (the SEC) to register an indeterminate number of shares of common stock, preferred stock, and warrants with a total offering price not to exceed $30 million. The Company intends to improve its financial condition and ultimately improve its financial results by increasing revenues through expansion of its product offerings, continuing to develop its direct sales force and distributor relationships both domestically and internationally, forming strategic arrangements within the dental and medical industries, and educating dental and medical patients as to the benefits of its advanced medical technologies. Management expects that the working capital and borrowings available under the lines of credit should be sufficient to fund the requirements of the Company; however, management will also continue to monitor the liquidity of the Company and is prepared to implement cash saving measures or potentially sell registered securities in the event that its plans to grow revenue do not materialize in the timeline anticipated by management.

NOTE 2 RECENT ACCOUNTING PRONOUNCEMENTS

Changes to U.S. GAAP are established by the Financial Accounting Standards Board (FASB) in the form of accounting standards updates (ASU s) to the FASB s Accounting Standards Codification (ASC).

The Company considers the applicability and impact of all ASU s. ASU s not listed below were assessed and determined to not be applicable or are expected to have minimal impact on the Company s consolidated financial position and results of operations.

Newly Adopted Accounting Standards

In July 2012, the FASB simplified guidance for testing for impairment of indefinite-lived intangible assets other than goodwill. The changes are intended to reduce compliance costs. The revised guidance allows a qualitative approach for testing indefinite-lived intangible assets for impairment, similar to the recently issued impairment testing guidance for goodwill and allows the option to first assess qualitative factors (events and circumstances) that could have affected the significant inputs used in determining the fair value of the indefinite-lived intangible asset to determine whether it is more likely than not (meaning a likelihood of more than 50 percent) that the indefinite-lived intangible asset is impaired. An organization may choose to bypass the qualitative assessment for any indefinite-lived intangible asset in any period and proceed directly to calculating its fair value. The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. The adoption did not have a material impact on the Company s consolidated financial statements.

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In February 2013, the FASB issued guidance for reporting of amounts reclassified out of accumulated other comprehensive income. The revised guidance requires reporting the effect of significant reclassifications out of accumulated other comprehensive income on the respective line items in net income if the amount being reclassified is required to be reclassified in its entirety to net income. For other amounts that are not required to be reclassified in their entirety to net income in the same reporting period, an entity is required to cross-reference other disclosures that provide additional detail about these amounts. The amendments do not change the current requirements for reporting net income or other comprehensive income in financial statements. The guidance is effective prospectively for reporting periods beginning after December 15, 2012. The adoption did not have a material impact on the Company s consolidated financial statements.

New Accounting Standards Not Yet Adopted

In March 2013, the FASB issued guidance on a parent s accounting for the cumulative translation adjustment upon de-recognition of certain subsidiaries or groups of assets within a foreign entity or of an investment in a foreign entity. The revised guidance requires that the parent release any related cumulative translation adjustment into net income only if the sale or transfer results in the complete or substantially complete liquidation of the foreign entity in which the subsidiary or group of assets had resided. The guidance is effective prospectively for reporting periods beginning after December 15, 2013. Early adoption is permitted. Management believes that the adoption of this guidance will not have a material impact on the Company s consolidated financial statements.

In June 2013, the FASB determined that an unrecognized tax benefit should be presented as a reduction of a deferred tax asset for a net operating loss (NOL) carryforward or other tax credit carryforward when settlement in this manner is available under applicable tax law. This guidance is effective for the Company s interim and annual periods beginning January 1, 2014. Management believes that the adoption of this guidance will not have a material impact on the Company s consolidated financial statements.

NOTE 3 STOCK-BASED AWARDS AND PER SHARE INFORMATION

Stock-Based Compensation

The Company currently has one stock-based compensation plan, the 2002 Stock Incentive Plan (the 2002 Plan) which will expire on May 5, 2019. Eligible persons under the 2002 Plan include certain officers and employees of the Company, and directors of the Company, as well as consultants. Under the 2002 Plan, 7,750,000 shares of common stock have been authorized for issuance. As of June 30, 2013, 2,836,000 shares of common stock have been issued pursuant to options that were exercised, 4,322,000 shares of common stock have been reserved for options that are outstanding, and 592,000 shares of common stock remain available for future grant.

Compensation cost related to stock options recognized in operating results totaled approximately $380,000 and $340,000 for the three months ended June 30, 2013 and 2012, respectively; and $748,000 and $923,000 for the six months ended June 30, 2013 and 2012, respectively. The net impact to earnings for those periods was $(0.01) and $(0.01) per basic and diluted share, and $(0.02) and $(0.03) per basic and diluted share, respectively. At June 30, 2013, the Company had approximately $2.8 million of total unrecognized compensation cost, net of estimated forfeitures, related to unvested share-based compensation arrangements granted under the 2002 Plan. The Company expects that cost to be recognized over a weighted-average period of 1.5 years.

The following table summarizes the income statement classification of compensation expense associated with share-based payments (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Cost of revenue	$ 74	$ 58	$ 154	$ 116
Sales and marketing	150	120	289	241
General and administrative	119	125	234	483
Engineering and development	37	37	71	83
	$ 380	$ 340	$ 748	$ 923

The stock option fair values were estimated using the Black-Scholes option-pricing model with the following assumptions:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Expected term	3.6 years	3.70 years	3.65 years	3.80 years
Volatility	75%	103%	85%	103%
Annual dividend per share	$ 0.00	$ 0.00	$ 0.00	$ 0.00
Risk-free interest rate	0.98%	0.87%	0.88%	0.88%

A summary of option activity under the Company s stock option plan for the six months ended June 30, 2013 is as follows:

	Shares	Weighted average exercise price	Weighted average remaining contractual term (years)	Aggregate intrinsic value(1)
Options outstanding at December 31, 2012	3,860,000	$ 3.48		
Plus: Options granted	1,157,000	$ 4.00		
Less: Options exercised	(338,000)	$ 2.07		
Options forfeited, canceled, or expired	(357,000)	$ 3.67		
Options outstanding at June 30, 2013	4,322,000	$ 3.60	4.02	$ 3,519,000
Options exercisable at June 30, 2013	2,281,000	$ 3.84	3.49	$ 2,214,000
Vested options expired during the quarter ended June 30, 2013	104,000	$ 7.05		

(1) The intrinsic value calculation does not include negative values. This can occur when the fair market value on the reporting date is less than the exercise price of the grant.

On June 6, 2013, the Board of Directors (the Board) granted stock options to purchase 350,000 shares of common stock to Alexander K. Arrow in connection with his appointment to President and Chief Operating Officer. These stock options were granted at an exercise price of $4.00 per share, vest and become exercisable in equal quarterly amounts over a four-year period beginning on June 5, 2013, and expire on June 5, 2020.

Cash proceeds along with fair value disclosures related to grants, exercises, and vesting options are provided in the following table (in thousands, except per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Proceeds from stock options exercised	$ 621	$ 145	$ 697	$ 422
Tax benefit related to stock options exercised [1]	N/A	N/A	N/A	N/A
Intrinsic value of stock options exercised [2]	$ 830	$ 80	$ 853	$ 91
Weighted-average fair value of options granted during period	$ 4.27	$ 1.78	$ 4.00	$ 1.82
Total fair value of shares vested during the period	$ 404	$ 473	$ 718	$ 1,029

(1) Excess tax benefits received related to stock option exercises are presented as financing cash inflows. The Company currently does not receive a tax benefit related to the exercise of stock options due to the Company s net operating losses.

(2) The intrinsic value of stock options exercised is the amount by which the market price of the stock on the date of exercise exceeded the market price of the stock on the date of grant.

Warrants

On April 26, 2013, the Company issued a warrant to Sun Dental Laboratories, LLC (Sun Dental Labs) to purchase up to 500,000 shares of the Company s common stock, at a price per share of $5.90 (the Sun Dental Warrant). The Sun Dental Warrant is performance-based and will vest at a rate of 1,000 shares per each 3Shape A/S (3Shape) Trios intraoral scanner (Trios IOS) that Sun Dental Labs assists in selling in conjunction with the agreement. For the purposes of the Sun Dental Warrant, a sale is defined as a Trios IOS that has been installed at the customer s place of business and is fully operational, where the customer has been trained, and the Trios IOS has been paid for in full by the customer. Any unvested warrant shares will expire on April 24, 2014. Vested warrant shares may be exercised with a cash payment, or, in lieu of a cash payment, Sun Dental Labs may convert the vested warrant shares into a net number of whole common shares. The Company recorded stock-based compensation expense of approximately $1,000 related to the Sun Dental Warrant during the three months ended June 30, 2013.

On April 18, 2013, the Company issued a warrant to purchase up to 60,000 shares of the Company s common stock to an investor relations firm, at a price per share of $5.10 (the IR Warrant). The IR Warrant vests and becomes exercisable only if the Company s common stock closing price on NASDAQ reaches or exceeds $7.50. The IR Warrant expires April 17, 2018. As of June 30, 2013, no stock-based compensation has been recognized for the IR Warrant. The Company will reassess whether achievement of the contingent exercise provisions are probable on a quarterly basis and recognize stock-based compensation when it is probable that the market performance requirements will be achieved.

On March 23, 2013, the Company issued two tranches of warrants to purchase up to 100,000 shares of the Company s common stock to a consultant, at a price per share of $4.50 (the CMR Warrant). The first tranche of 50,000 warrant shares vests and becomes exercisable only if the Company s common stock closing price on NASDAQ reaches or exceeds $7.50. The second tranche of 50,000 warrant shares vests and becomes exercisable only if the Company s common stock closing price on NASDAQ reaches or exceeds $10.00. The CMR Warrant expires March 22, 2018. As of June 30, 2013, no stock-based compensation has been recognized for the CMR Warrant. The Company will reassess whether achievement of the contingent exercise provision is probable on a quarterly basis and recognize stock-based compensation when it is probable that the market performance requirements will be achieved.

The warrant issued in connection with the lines of credit with Comerica Bank was exercised during the six months ended June 30, 2013. See Note 8 Lines of Credit and Other Borrowings for further discussion.

Subsequent to June 30, 2013, the Company issued a performance-based warrant associated with a strategic agreement; see Note 13 Subsequent Events for further discussion.

Net Loss Per Share Basic and Diluted

Basic net loss per share is computed by dividing loss available to common stockholders by the weighted-average number of common shares outstanding for the period. In computing diluted net loss per share, the weighted average number of shares outstanding is adjusted to reflect the effect of potentially dilutive securities.

Outstanding stock options and warrants to purchase 5,046,000 shares were not included in the computation of diluted loss per share for the three and six months ended June 30, 2013 as a result of their anti-dilutive effect. For the same 2012 periods, anti-dilutive outstanding stock options and warrants to purchase 4,637,000 shares were not included in the computation of diluted loss per share.

Stock Dividends

The Company intends to pay a 2% annual stock dividend, in quarterly installments, for the year ending December 31, 2013. Stock dividends are discussed quarterly by the Board and management. The actual declaration of future stock dividends and the establishment of the record and payment dates are subject to final determination by the Board after its review of the Company s financial performance, the expected results of future operations, availability of shares, and other factors that the Board may deem relevant. The Company s dividend policy may be changed at any time by the Board, and there is no assurance, with respect to the amount or frequency, that any stock dividend will be declared in the future.

The Board declared one-half percent stock dividends during each of the first two quarters of 2013. The stock dividend declared during the quarter ended June 30, 2013 was payable June 28, 2013 to shareholders of record on June 14, 2013 and the stock dividend declared during the quarter ended March 31, 2013 was payable March 29, 2013 to shareholders of record on March 15, 2013. All stock information presented, other than that related to stock options and warrants, has been adjusted to reflect the effects of stock dividends.

NOTE 4 INVENTORY

Inventory is valued at the lower of cost or market (determined by the first-in, first-out method) and is comprised of the following (in thousands):

	June 30, 2013	December 31, 2012
Raw materials	$ 4,091	$ 4,017
Work-in-process	2,022	1,949
Finished goods	6,446	5,176
Inventory, net	$ 12,559	$ 11,142

Inventory is net of a provision for excess and obsolete inventory totaling $1.9 million and $1.9 million as of June 30, 2013 and December 31, 2012, respectively.

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NOTE 5 PROPERTY, PLANT, AND EQUIPMENT

Property, plant, and equipment, net is comprised of the following (in thousands):

	June 30, 2013	December 31, 2012
Land	$ 188	$ 191
Building	242	246
Leasehold improvements	1,201	1,193
Equipment and computers	5,544	5,219
Furniture and fixtures	1,049	1,046
Construction in progress	73	132
	8,297	8,027
Accumulated depreciation and amortization	(6,716)	(6,518)
Property, plant, and equipment, net	$ 1,581	$ 1,509

Depreciation and amortization expense related to property, plant, and equipment totaled $116,000 and $215,000 for the three and six months ended June 30, 2013, respectively, and $90,000 and $182,000 for the three and six months ended June 30, 2012, respectively.

NOTE 6 INTANGIBLE ASSETS AND GOODWILL

The Company conducted its annual impairment test of intangible assets and goodwill as of June 30, 2013, and determined that there was no impairment. The Company also tests its intangible assets and goodwill between the annual impairment test if events occur or circumstances change that would more likely than not reduce the fair value of the Company or its assets below their carrying amounts. No events have occurred since June 30, 2013, that would trigger further impairment testing of the Company s intangible assets and goodwill.

Amortization expense for the three and six months ended June 30, 2013 totaled $37,000 and $83,000, respectively, and $32,000 and $65,000, respectively, for the same periods in 2012. Other intangible assets primarily include acquired customer lists and non-compete agreements.

The following table presents details of the Company s intangible assets, related accumulated amortization, and goodwill (in thousands):

	As of June 30, 2013				As of December 31, 2012			
	Gross	Accumulated Amortization	Impairment	Net	Gross	Accumulated Amortization	Impairment	Net
Patents 4-10 ears)	$ 1,914	$ (1,888)	$	$ 26	$ 1,914	$ (1,833)	$	$ 81

Trademarks (6 years)	69	(69)			69	(69)		
Other (4 to 6 years)	817	(626)		191	817	(598)		219
Total	$ 2,800	$ (2,583)	$	$ 217	$ 2,800	$ (2,500)	$	$ 300
Goodwill (Indefinite life)	$ 2,926			$ 2,926	$ 2,926			$ 2,926

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NOTE 7 ACCRUED LIABILITIES AND DEFERRED REVENUE

Accrued liabilities are comprised of the following (in thousands):

	June 30, 2013	December 31, 2012
Payroll and benefits	$ 1,841	$ 2,326
Warranty accrual	1,518	1,699
Sales tax	384	640
Accrued professional services	740	502
Accrued insurance premium	141	751
Other	460	349
Accrued liabilities	$ 5,084	$ 6,267

Changes in the initial product warranty accrual, and the expenses incurred under the Company s initial and extended warranties, for the three and six months ended June 30, 2013 and 2012 were as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Initial warranty accrual, beginning balance	$ 1,755	$ 1,926	$ 1,699	$ 2,218
Provision for estimated warranty cost	379	661	1,029	783
Warranty expenditures	(616)	(607)	(1,210)	(1,021)
Initial warranty accrual, ending balance	1,518	1,980	1,518	1,980
Total warranty accrual, long-term				
Total warranty accrual, current portion	$ 1,518	$ 1,980	$ 1,518	$ 1,980

Deferred revenue is comprised of the following (in thousands):

	June 30, 2013	December 31, 2012
Undelivered elements (training, installation and product and support services)	$ 1,671	$ 1,723
Extended warranty contracts	1,454	1,506
Total deferred revenue	3,125	3,229
Less long-term amounts:		
Extended warranty contracts	(2)	(3)
Total deferred revenue, long-term	(2)	(3)
Total deferred revenue, current portion	$ 3,123	$ 3,226

NOTE 8 LINES OF CREDIT AND OTHER BORROWINGS

Lines of Credit

During the year ended December 31, 2012, the Company entered into and amended two revolving credit facility agreements with Comerica Bank (the Credit Agreements), which provide for borrowings against certain domestic accounts receivable and inventory, as set forth in the $4.0 million revolving credit facility agreement (the Domestic Revolver), and borrowings against certain export related accounts receivable and inventory, as set forth in the $4.0 million revolving credit facility agreement (the Ex-Im Revolver), for a combined aggregate commitment of borrowings up to $8.0 million. On May 7, 2013, the Company amended the Credit Agreements (Amendment No. 2) with Comerica Bank to increase the borrowing capacity under the Domestic Revolver from $4.0 million to $6.0 million, resulting in a combined aggregate commitment of borrowings up to $10.0 million. The lines of credit mature on May 1, 2014, at which date any remaining borrowings and accrued interest under the lines of credit become due and payable. As of June 30, 2013, the Company had aggregate outstanding borrowings totaling approximately $6.0 million, which included $3.2 million under the Domestic Revolver and $2.8 million under the

Ex-Im Revolver, as compared with aggregate outstanding borrowings totaling approximately $1.6 million as of December 31, 2012.

Lockbox arrangements under the revolving bank facilities provide that substantially all of the income generated is deposited directly into lockbox accounts and then swept into cash management accounts for the benefit of Comerica Bank. Cash is disbursed from Comerica Bank to the Company only after payment of the applicable debt service and principal. At June 30, 2013 and December 31, 2012, there were no restricted cash amounts. The Company s obligations are generally secured by substantially all of the Company s assets now owned or hereinafter acquired.

The Credit Agreements require the Company to maintain compliance with certain financial and non-financial covenants, as defined therein. If a default occurs, Comerica Bank may declare the amounts outstanding under the Credit Agreements immediately due and payable. As of June 30, 2013, the Company was in compliance with these covenants with the exception of the earnings before income tax, depreciation and amortization (EBITDA) covenant. On August 5, 2013, the Company obtained a waiver for noncompliance of the minimum EBITDA covenant from Comerica Bank as of June 30, 2013, provided that the Company and Comerica Bank establish amended covenants by September 13, 2013 and until the amendment is executed the aggregate borrowing capacity is reduced from $10.0 million to $7.5 million.

As a result of Amendment No. 2, interest rates on the outstanding principal balance of the Credit Agreements bear interest at annual percentage rates equal to the daily prime rate, plus 2.00% for the Domestic Revolver and 1.50% for the Ex-Im Revolver. The daily prime rate is subject to a floor of the daily adjusting LIBOR rate plus 2.50% per annum, or if LIBOR is undeterminable, 2.50% per annum. Prior to the amendment, interest rates were equal to the daily adjusting LIBOR rate (subject to a floor of 1.00% per annum), plus spreads of 5.25% for the Domestic Revolver and 4.25% for the Ex-Im Revolver. The Company is also required to pay an unused commitment fee of 0.25% based on a portion of the undrawn lines of credit, payable quarterly in arrears. During the three and six months ended June 30, 2013, the Company incurred interest expense associated with the credit facilities of $116,000 and $200,000, respectively, including $43,000 and $81,000 of amortization of deferred debt issuance costs and $18,000 and $36,000 of amortization of the discount on lines of credit, respectively. During the three and six months ended June 30, 2012, the Company incurred interest expense associated with the credit facilities of $38,000, including $15,000 of amortization of deferred debt issuance costs and $7,000 of amortization of the discount on lines of credit. Interest expense payable was approximately $26,000 and $19,000 at June 30, 2013 and December 31, 2012, respectively, and was included in accrued liabilities in the accompanying consolidated financial statements.

During the year ended December 31, 2012, the Company issued and amended a warrant to Comerica Bank (the 2012 Comerica Warrant) to purchase up to 80,000 shares of the Company s common stock at an amended exercise price of $2.00. During the three months ended March 31, 2013, Comerica Bank exercised all 80,000 of the 2012 Comerica Warrant shares on a cashless basis pursuant to the Notice of Exercise resulting in a net issuance of 40,465 shares of common stock.

Other Borrowings

The Company finances a portion of its annual insurance premiums which it pays in installments over nine months. As of June 30, 2013 and December 31, 2012, $85,000 at an annual interest rate of 3.0% and $379,000 at an annual interest rate of 3.0%, respectively, was outstanding under this arrangement and was included in accrued liabilities in the accompanying consolidated financial statements. The Company incurred interest expense associated with the financed insurance premiums of approximately $1,000 and $4,000 during the three and six months ended June 30, 2013, respectively, and approximately $1,000 and $4,000 during the three and six months ended June 30, 2012, respectively.

NOTE 9 COMMITMENTS AND CONTINGENCIES

Leases

The Company leases its corporate headquarters and manufacturing facility in Irvine, California and also leases certain other facilities, office equipment, and automobiles under various operating lease arrangements. Future minimum rental commitments under operating lease agreements with non-cancelable terms greater than one year for the years ending December 31, 2013, 2014, 2015, and 2016 and thereafter, is $400,000, $659,000, $192,000, and $0, respectively.

Employee arrangements and other compensation

Certain members of management are entitled to severance benefits payable upon termination following a change in control, which would approximate $958,000 at June 30, 2013. The Company also has agreements with certain employees to pay bonuses based on targeted performance criteria. No amount was required to be accrued at June 30, 2013.

Purchase Commitments

The Company generally purchases components and subassemblies for its products from a limited group of third party suppliers through purchase orders. The Company had $13.0 million of purchase commitments as of June 30, 2013, for which the Company has not received the goods or services and which is expected to be purchased within one year. These purchase commitments were made to secure better pricing and to ensure the Company will have the necessary parts to meet anticipated near term demand.

Litigation

The Company discloses material loss contingencies deemed to be reasonably possible and accrues for loss contingencies when, in consultation with its legal advisors, management concludes that a loss is probable and reasonably estimable. The ability to predict the ultimate outcome of such matters involves judgments, estimates, and inherent uncertainties. The actual outcome of such matters could differ materially from management s estimates.

Intellectual Property Litigation

On April 24, 2012, CAO Group, Inc. (CAO) filed a lawsuit against the Company in the United States District Court for the District of Utah, Central Division, alleging patent infringement of U.S. Patent No. 7,485,116 involving the Company s ezLase diode laser. On September 12, 2012, CAO filed a First Amended Complaint, which added claims for (1) business disparagement/injurious falsehood and (2) unfair competition. The new claims are based on a press release that the Company issued on or about April 30, 2012, which CAO alleges contain statements that are factually inaccurate and falsities that are disparaging to CAO and its diode product. The First Amended Complaint seeks unspecified damages, punitive damages, injunctive relief, treble damages, costs, interest, and attorneys fees. On September 14, 2012, the Company filed an inter partes reexamination request with respect to the asserted patent with the United States Patent and Trademark Office (USPTO). The Court then entered a stay of the lawsuit pending the request for reexamination, which reexamination request was subsequently granted. The USPTO issued an office action in a reexamination proceeding rejecting all of the claims of CAO that were subject to reexamination. Because all of the pertinent patent claims being asserted by CAO against the Company in the lawsuit have been reexamined by the USPTO, the District Court has stayed CAO s lawsuit pending the final outcome of the reexamination. Management plans to vigorously defend against the allegations.

Other Matters

In the normal course of business, the Company is subject to other legal proceedings, lawsuits, and other claims. Although the ultimate aggregate amount of probable monetary liability or financial impact with respect to these matters is subject to many uncertainties and is therefore not predictable with assurance, the Company s management believes that any monetary liability or financial impact to the Company from these other matters, individually and in the aggregate, would not be material to the Company s financial condition, results of operations or cash flows. However, there can be no assurance with respect to such result, and monetary liability or financial impact to the Company from these other matters could differ materially from those projected.

NOTE 10 SEGMENT INFORMATION

The Company currently operates in a single reportable segment. For the three and six months ended June 30, 2013, sales in the United States accounted for approximately 64% and 63% of net revenue, respectively, and international sales accounted for approximately 36% and 37% of net revenue, respectively. For the three and six months ended June 30, 2012, sales in the United States accounted for approximately 66% and 67% of net revenue, respectively, and international sales accounted for approximately 34% and 33% of net revenue, respectively.

Net revenue by geographic location based on the location of customers was as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
United States	$ 9,085	$ 8,045	$ 18,133	$ 16,409
International	5,162	4,130	10,711	8,086
	$ 14,247	$ 12,175	$ 28,844	$ 24,495

No individual country, other than the United States, represents more than 10% of total net revenue.

Long-lived assets located outside of the United States at our foreign subsidiaries totaled $400,000 and $412,000 as of June 30, 2013 and December 31, 2012, respectively.

NOTE 11 CONCENTRATIONS

Revenue from laser systems, the Company s core product, which includes the iPlus, MD Turbo, and Epic, comprised 68% and 69% of total net revenues for the three and six months ended June 30, 2013, respectively, and 69% and 72% of total net revenue, respectively, for the same periods in 2012. Revenue from consumables and other comprised 11% and 11% of total revenue for the same periods in 2013, and 12% and 12% for the same periods in 2012, respectively. Revenue from imaging systems comprised 10% and 8% of total net revenue for the same periods in 2013, and 8% and 5% for the same periods in 2012, respectively. Revenue from services comprised 11% and 11% of total net revenue for the same periods in 2013, and 11% and 11% for the same periods in 2012, respectively. Revenue from license fees and royalties comprised 0% and 1% of total net revenue for the same periods in 2013, and 0% and 0% for the same periods in 2012, respectively.

No individual customer represented more than 10% of the Company s revenue in the three and six months ended June 30, 2013 and 2012.

The Company maintains its cash and cash equivalent accounts with established commercial banks. Such cash deposits periodically exceed the Federal Deposit Insurance Corporation insured limit.

Accounts receivable concentrations from one international distributor totaled $1.2 million, or 11%, at June 30, 2013 and $607,000, or 5%, at December 31, 2012. No individual customer represented more than 10% of the Company s accounts receivable at December 31, 2012.

The Company currently purchases certain key components of its products from single suppliers. Although there are a limited number of manufacturers of these key components, management believes that other suppliers could provide similar key components on comparable terms. A change in suppliers, however, could cause delays in manufacturing and a possible loss of sales, which could adversely affect the Company s results of operations.

NOTE 12 INCOME TAXES

The Company accounts for income taxes under the asset and liability method, whereby deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Management evaluates the need to establish a valuation allowance for deferred tax assets based upon the amount of existing temporary differences, the period in which they are expected to be recovered, and expected levels of taxable income. A valuation allowance to reduce deferred tax assets is established when it is more likely than not that some or all of the deferred tax assets will not be realized. Management has determined that a full valuation allowance against the Company s net deferred tax assets is appropriate.

As of June 30, 2013, the Company had net operating loss (NOL) carryforwards for federal and state purposes of approximately $81.1 million and $56.9 million, respectively, which begin to expire in 2013. The utilization of NOL and credit carryforwards may be limited under the provisions of the Internal Revenue Code

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(IRC) Section 382 and similar state provisions. IRC Section 382 generally imposes an annual limitation on the amount of NOL carryforwards that may be used to offset taxable income where a corporation has undergone significant changes in stock ownership. During the year ended December 31, 2006, the Company completed an analysis to determine the potential applicability of any annual limitations imposed by IRC Section 382. Based on the analysis, management determined that there was no significant IRC Section 382 limitation. As of June 30, 2013, the Company had research and development tax credit carryforwards for federal and state purposes of approximately $1.3 million and $815,000, respectively, which will begin to expire in 2018 for federal purposes and will carryforward indefinitely for state purposes. An updated analysis may be required at the time the Company begins utilizing any of its net operating losses to determine if there is an IRC Section 382 limitation.

Accounting for uncertainty in income taxes prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return and provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Company has elected to classify interest and penalties as a component of its income tax provision. With respect to the liability for unrecognized tax benefits, including related estimates of penalties and interest, the Company recorded increases of $0 and $1,000 for the three and six months ended June 30, 2013, respectively, and $1,000 and $2,000 for the three and six months ended June 30, 2012, respectively.

For the three and six months ended June 30, 2013, the Company recorded an income tax provision of $168,000 and benefit of $204,000, respectively. For the three and six months ended June 30, 2012, the Company recorded an income tax provision of $34,000 and $63,000, respectively. During the six months ended June 30, 2013, the Company reversed certain deferred tax liabilities associated with unrecognized tax benefits related to international operations due to expiring statutes and recognized tax benefits of $107,000 and recognized deferred tax assets related to certain indefinite lived assets (federal alternative minimum tax credits and California R&D credits) that were used to offset deferred tax liabilities related to indefinite-lived intangible assets of $107,000 resulting in an overall tax benefit of $214,000. Management does not expect to record additional significant tax benefits in the foreseeable future.

During the three and six months ended June 30, 2013, the Company recorded an income tax expense of $168,000 and $10,000, respectively, related to the current year tax provision. The tax expense differs from expense derived from statutory rate of 34% primarily due to the existence of valuation allowances against net deferred tax assets and current liabilities resulting from the estimated state income tax liabilities and federal alternative minimum tax liability. The income tax provision for the three and six months ended June 30, 2013 was calculated using the discrete year-to-date method, which management determined to be more appropriate than the annual effective rate method which was used to calculate the income tax provision for the quarter ended March 31, 2013.

Recently enacted tax laws may also affect the tax provision on the Company s financial statements. The state of California requires the use of a single sales factor apportionment formula for tax years beginning on or after January 1, 2013. During the three months ended June 30, 2013, the Company s state deferred tax assets were revalued to account for the change in the tax law; however, the Company records a full valuation allowance against the state deferred tax assets therefore the California apportionment mandate did not have a material impact on the Company s consolidated financial statements.

NOTE 13 SUBSEQUENT EVENTS

2013 Shelf Registration

On July 26, 2013, the Company filed the 2013 Registration Statement with the SEC to register an indeterminate number of shares of common stock, preferred stock, and warrants with a total offering price not to exceed $30 million.

Strategic Agreement

On July 12, 2013, the Company entered into a strategic agreement with Valam, Inc. (Valam) to develop, market, and sell office-based laser systems to otolaryngologists (also known as Ear, Nose, and Throat or ENT doctors) (the Valam Agreement). The Valam Agreement provides the Company with an exclusive worldwide license to Valam s ENT related patents and pending patents which complements the Company s patent portfolio and supports the Company s planned launch into the ENT laser market in late 2013. In connection with the Valam Agreement, the Company issued a warrant to Valam to purchase up to 165,000 shares of the Company s common stock, at a price per share of $6.00 (the Valam Warrant). The Valam Warrant is performance-based and will vest as follows: 30,000 warrant shares upon the launch of the Company s first ENT laser; 55,000 warrant shares upon the receipt of certain specified clearances required from the U.S. Food and Drug Administration (the FDA); 40,000 warrant shares upon achieving $5 million in ENT laser revenues for a 12-month period; and 40,000 warrant shares upon achieving $10 million in ENT laser revenues for a 12-month period. Vested warrant shares may be exercised with a cash payment, or, in lieu of a cash payment, Valam may convert the vested warrant shares into a net number of whole common shares. The Valam Warrant expires on July 14, 2020.

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

This Quarterly Report on Form 10-Q contains forward-looking statements as defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause the results of Biolase, Inc. (the Company, we , us or our) to differ materially and adversely from those expressed or implied by su forward-looking statements. Such forward-looking statements include any statements, predictions, and expectations regarding our earnings, revenue, sales and operations, operating expenses, anticipated cash needs, capital requirements and capital expenditures, needs for additional financing, use of working capital, plans for future products and services and for enhancements of existing products and services, anticipated growth strategies, ability to attract customers, sources of net revenue, anticipated trends and challenges in our business and the markets in which we operate, the adequacy of our facilities, the impact of economic and industry conditions on our customers and our business, customer demand, our competitive position, the outcome of any litigation against us, the perceived benefits of any technology acquisitions, critical accounting policies, the impact of recent accounting pronouncements, statements pertaining to financial items, plans, strategies, expectations or objectives of management for future operations, our financial condition or prospects, and any other statement that is not historical fact. Forward-looking statements are often identified by the use of words such as may, might, will, intend, should, could, can, would, conti believe, anticipate, estimate, predict, potential, plan, seek and similar expressions and variations or the neg these terms or other comparable terminology. These forward-looking statements are based on the beliefs and assumptions of our management based upon information currently available to management. Such forward looking statements are subject to risks, uncertainties, and other factors that could cause actual results and the timing of certain events to differ materially and adversely from future results expressed or implied from such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified under Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2012 (the 2012 Form 10-K) filed with the Securities and Exchange Commission (the SEC) on March 15, 2013. Such forward-looking statements speak only as of the date of this report. We undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements for any reason except as otherwise required by law.

Overview

We are a biomedical company that develops, manufactures, and markets proprietary lasers in dentistry and medicine and also markets and distributes two-dimensional (2-D) and three-dimensional (3-D) digital imaging equipment and CAD/CAM intra-oral scanners; products that are focused on technologies that advance the practice of dentistry and medicine. Our dental laser systems allow dentists, periodontists, endodontists, oral surgeons, and other specialists to perform a broad range of dental procedures, including cosmetic and complex surgical applications. Our systems are designed to provide clinically superior performance for many types of dental procedures with less pain and faster recovery times than are generally achieved with drills, scalpels, and other dental instruments. We have clearance from the U.S. Food and Drug Administration (the FDA) to sell our laser systems in the United States and also have the necessary approvals to sell our laser systems in Canada, the European Union, and various other international markets. Our licensed dental imaging equipment and other related products are designed to improve diagnoses, applications, and procedures in dentistry and medicine.

We offer two categories of laser system products: Waterlase® systems and Diode systems. Our flagship product category, the Waterlase system, uses a patented combination of water and laser energy to perform most procedures currently performed using dental drills, scalpels, and other traditional dental instruments for cutting soft and hard tissue. We also offer our Diode laser systems to perform soft tissue, pain therapy, and cosmetic procedures, including teeth whitening. We currently have approximately 190 issued and 150 pending U.S. and international patents, the majority of which are related to our core Waterlase technology and dental and medical lasers. Since 1998, we have sold over 9,800 Waterlase systems, including more than 5,800 Waterlase MD® and iPlus® systems, and more than

23,000 laser systems in over 70 countries around the world.

During the six months ended June 30, 2013, we unveiled and began selling the new Epic™ V-Series diode laser system which we believe will be a leading technology in the evolution of dental and medical treatments

available in the veterinary market. We also received FDA clearance for both the Diolase 10™ and Epic 10S for over 80 different procedures in 19 additional medical markets, including general surgery, ophthalmology, dermatology, plastic surgery, ENT, oral surgery, arthroscopy, gastroenterology, podiatry, GI/GU, gynecology, neurosurgery, pulmonary surgery, cardiac surgery, thoracic surgery, urology, aesthetics, and vascular surgery. We continue to invest in our intellectual property and were granted several new patents covering the use of laser technologies for treating various conditions of the eye, including presbyopia, glaucoma, retinal disorders, and cataracts, several new patents for our laser delivery system configurations, and a new patent for our non-contact hand piece for cutting both hard and soft tissue with our WaterLase® all-tissue lasers. The FDA also cleared the Waterlase iPlus all-tissue laser for use as a surgical instrument for soft-tissue procedures in orthopedic and podiatric surgery.

We are actively seeking strategic partnerships for our patented advanced technologies and recently entered into a strategic agreement with Valam, Inc. (Valam) to develop, market, and sell office-based laser systems to otolaryngologists (also known as Ear, Nose, and Throat or ENT doctors) (the Valam Agreement). The Valam Agreement provides us with an exclusive worldwide license to Valam s ENT related patents and patent applications which complement our patent portfolio and supports our expected launch into the ENT laser market in late 2013. We are also engaged in collaboration with Procter and Gamble Company (P&G) to commercialize a consumer product utilizing our patents. Recently we launched the OCCULASE™ website as a marketing tool for our ophthalmology technologies for which we continue to seek strategic partnerships to assist in our entry into the ophthalmology laser market.

During the six months ended June 30, 2013, we also expanded our line of digital imaging equipment with the newly FDA cleared NewTom Biolase VG3 (VG3), a readily upgradeable 2-D/3-D hybrid system manufactured by Cefla Dental Group, which we began distributing in the United States and Canada. We also entered into an affiliation agreement with Sun Dental Laboratories, LLC (Sun Dental) by which we leverage Sun Dental s existing relationships with dentists, laboratory associates, and dental practice customers to enhance sales of our imaging systems.

On July 26, 2013, we filed a registration statement on Form S-3 (the 2013 Registration Statement) with the Securities and Exchange Commission (the SEC) to register an indeterminate number of shares of our common stock, preferred stock, and warrants with a total offering price not to exceed $30 million.

Critical Accounting Policies

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America which require us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and revenues and expenses reported during the period. Information with respect to our critical accounting policies which we believe could have the most significant effect on our reported results and require subjective or complex judgments by management is contained on pages 48 to 51 in Item 7, Management s Discussion and Analysis of Financial Condition and Results of Operations, of the Company s 2012 Form 10-K. We believe that there have been no significant changes during the six months ended June 30, 2013 in our critical accounting policies from those disclosed in Item 7 of the 2012 Form 10-K, except for our income tax provision for the three and six months ended June 30, 2013 which was calculated using the discrete year-to-date method, which we determined to be more appropriate than the annual effective rate method which was used to calculate the income tax provision for the quarter ended March 31, 2013.

Results of Operations

The following table sets forth certain data from our consolidated statements of operations expressed as percentages of net revenue:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Products and services	99.7%	99.6%	99.5%	99.7%
License fees and royalty	0.3	0.4	0.5	0.3
Net revenue	100.0	100.0	100.0	100.0
Cost of revenue	61.0	54.8	60.6	53.8
Gross profit	39.0	45.2	39.4	46.2
Operating expenses:				
Sales and marketing	29.0	30.6	32.5	31.6
General and administrative	18.2	18.3	16.8	18.1
Engineering and development	7.1	10.4	7.0	10.1
Excise tax	0.8		0.8	
Total operating expenses	55.1	59.3	57.1	59.8
Loss from operations	(16.1)	(14.1)	(17.7)	(13.6)
Non-operating loss, net	(0.8)	(1.0)	(1.0)	(0.6)
Loss before income taxes	(16.9)	(15.1)	(18.7)	(14.2)
Income tax (benefit) provision	1.1	0.3	(0.7)	0.3
Net loss	(18.0)%	(15.4)%	(18.0)%	(14.5)%

The following table summarizes our net revenues by category for the three and six months ended June 30, 2013 and 2012 (dollars in thousands):

	Three Months Ended June 30,				Six Months Ended June 30,			
	2013		2012		2013		2012	
Laser systems	$ 9,686	68%	$ 8,385	69%	$ 19,824	69%	$ 17,709	72%
Imaging systems	1,360	10%	904	8%	2,388	8%	1,047	5%
Consumables and other	1,652	11%	1,490	12%	3,282	11%	3,004	12%
Services	1,510	11%	1,346	11%	3,203	11%	2,677	11%
Total products and services	14,208	100%	12,125	100%	28,697	99%	24,437	100%
License fees and royalty	39	%	50	%	147	1%	58	%
Net revenue	$ 14,247	100%						