IDENTIVE GROUP, INC.
Form 10-Q
November 13, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 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: 000-29440

IDENTIVE GROUP, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	77-0444317
(STATE OR OTHER JURISDICTION OF	(I.R.S. EMPLOYER

INCORPORATION OR ORGANIZATION) IDENTIFICATION NUMBER)
1900 Carnegie Avenue, Building B

Santa Ana, California 92705

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES INCLUDING ZIP CODE)

(949) 250-8888

(REGISTRANT S TELEPHONE NUMBER, INCLUDING AREA CODE)

N/A

(FORMER NAME, FORMER ADDRESS AND FORMER FISCAL YEAR, IF CHANGED SINCE LAST REPORT)

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 þ 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 þ No ¨

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

Large accelerated filer ¨ Accelerated filer ¨ Non-accelerated filer ¨ Smaller reporting company þ

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ¨ No þ

At November 11, 2013, 74,128,747 shares of common stock were outstanding, excluding 618,400 shares held in treasury.

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PART I: FINANCIAL INFORMATION

Item 1. Financial Statements

IDENTIVE GROUP, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

(unaudited)

	Three Months Ended September 30, 2013	Three Months Ended September 30, Restated (A) 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, Restated (A) 2012
Net revenues:				
Products	$ 22,756	$ 18,663	$ 59,421	$ 55,053
Services	3,512	4,282	11,506	12,954
Total net revenues	26,268	22,945	70,927	68,007
Cost of revenues:				
Products	12,149	10,761	34,805	32,516
Services	2,796	2,464	7,451	7,433
Total cost of revenues	14,945	13,225	42,256	39,949
Gross profit	11,323	9,720	28,671	28,058
Operating expenses:				
Research and development	1,956	2,019	6,192	6,894
Selling and marketing	5,606	5,440	17,097	18,978
General and administrative	4,540	4,603	13,025	14,537
Impairment of long-lived assets	325	870	325	24,785
Impairment of goodwill	22,622	4,979	22,622	26,429
Re-measurement of contingent consideration				(5,657)
Restructuring and severance	1,252		1,252	278
Total operating expenses	36,301	17,911	60,513	86,244
Loss from operations	(24,978)	(8,191)	(31,842)	(58,186)
Other income (expense)	0	23	0	(135)
Interest expense, net	(506)	(379)	(1,963)	(1,023)
Foreign currency gain (loss), net	312	(29)	464	(108)
Loss before income taxes and noncontrolling interest	(25,172)	(8,576)	(33,341)	(59,452)
Income tax (provision) benefit	(363)	(15)	(256)	5,415
Consolidated net loss	(25,535)	(8,591)	(33,597)	(54,037)
Less: Loss attributable to noncontrolling interest	1,322	678	1,708	3,524
Net loss attributable to Identive Group, Inc. stockholders equity	$ (24,213)	$ (7,913)	$ (31,889)	$ (50,513)
Basic and diluted net loss per share attributable to Identive Group, Inc. stockholders equity	$ (0.35)	$ (0.13)	$ (0.50)	$ (0.85)

Weighted average shares used to compute basic and diluted loss per share	68,518	60,033	63,697	59,441

(A) Certain amounts shown in the table above have changed as compared to amounts reported in prior periods as noted in Item 1, Financial Statements, Note 1 of Notes to Condensed Consolidated Financial Statements, Reclassifications and Restatements.

The accompanying notes are an integral part of these condensed consolidated financial statements.

IDENTIVE GROUP, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(In thousands)

(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
		Restated (A)		Restated (A)
	2013	2012	2013	2012
Consolidated net loss	$ (25,535)	$ (8,591)	$ (33,597)	$ (54,037)
Other comprehensive (loss) income, net of tax of nil:				
Unrealized gain on defined benefit plans	18		55	
Foreign currency translation (loss) gain	(238)	236	(697)	(332)
Total other comprehensive (loss) income	(220)	236	(642)	(332)
Consolidated comprehensive loss	(25,755)	(8,355)	(34,239)	(54,369)
Less: Comprehensive loss attributable to noncontrolling interest	1,312	599	1,764	3,683
Comprehensive loss attributable to Identive Group, Inc. stockholders equity	$ (24,443)	$ (7,756)	$ (32,475)	$ (50,686)

(A) Certain amounts shown in the table above have changed as compared to amounts reported in prior periods as noted in Item 1, Financial Statements, Note 1 of Notes to Condensed Consolidated Financial Statements, Reclassifications and Restatements.

The accompanying notes are an integral part of these condensed consolidated financial statements.

IDENTIVE GROUP, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except par value)

(unaudited)

		September 30, 2013		December 31, 2012 (A)
ASSETS				
Current assets:				
Cash and cash equivalents	$	9,541	$	7,378
Accounts receivable, net of allowances of $179 and $401 as of September 30, 2013 and December 31, 2012, respectively		17,964		17,261
Inventories		11,010		8,892
Prepaid expenses and other current assets		3,282		3,659
Total current assets		41,797		37,190
Property and equipment, net		8,837		8,892
Goodwill		22,723		45,270
Intangible assets, net		10,572		11,882
Other assets		1,169		1,671
Total assets	$	85,098	$	104,905
LIABILITIES AND STOCKHOLDERS EQUITY				
Current liabilities:				
Accounts payable	$	15,365	$	12,926
Liability to related party		1,606		1,552
Liability for consumer cards		6,963		5,811
Financial liabilities		6,477		4,532
Deferred revenue		3,232		2,843
Accrued compensation and related benefits		3,911		3,164
Other accrued expenses and liabilities		8,160		6,490
Total current liabilities		45,714		37,318
Long-term liability to related party		5,804		6,177
Long-term financial liabilities		4,759		9,795
Other long-term liabilities		2,964		2,025
Total liabilities		59,241		55,315
Commitments and contingencies (see Note 14)				
Stockholders Equity:				
Identive Group, Inc. stockholders equity:				
Preferred stock, $0.001 par value; 10,000 shares authorized; 0 issued and outstanding				
Common stock, $0.001 par value: 130,000 shares authorized; 74,140 and 60,809 shares issued and outstanding as of September 30, 2013 and December 31, 2012, respectively		74		61
Additional paid-in capital		348,304		337,811

Treasury stock, 618 shares as of September 30, 2013 and December 31, 2012, respectively		(2,777)		(2,777)
Accumulated deficit		(317,900)		(286,011)
Accumulated other comprehensive income		793		1,379
Total Identive Group, Inc. stockholders equity		28,494		50,463
Noncontrolling interest		(2,637)		(873)
Total stockholders equity		25,857		49,590
Total liabilities and stockholders equity	$	85,098	$	104,905

(A) The condensed consolidated balance sheet has been derived from the audited consolidated financial statements at December 31, 2012 but does not include all the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements.

The accompanying notes are an integral part of these condensed consolidated financial statements.

IDENTIVE GROUP, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF EQUITY

Year Ended December 31, 2012 and Nine Months Ended September 30, 2013

(unaudited)

	Identive Group, Inc. Stockholders							
	Common Stock							
(In thousands)	Share	Amount	Additional Paid-in Capital	Treasury Stock	Accumulated Deficit	Accumulative Other Comprehensive Income	Noncontrolling Interest	Total Equity
Balances, December 31, 2011	58,309	$ 58	$ 331,758	$ (2,777)	$ (235,675)	$ 1,777	$ 1,792	$ 96,933
Net loss					(50,336)		(3,232)	(53,568)
Other comprehensive loss						(398)	(35)	(433)
Issuance of common stock in connection with payment solution acquisition	1,358	1	3,040					3,041
Noncontrolling interest in connection with payment solution acquisition							2,131	2,131
Issuance of common shares to acquire additional noncontrolling interest in payment solution	548	1	1,167				(1,168)	
Acquisition of noncontrolling interest in idOnDemand			(139)				(361)	(500)
Issuance of common stock in connection	57		128					128

with earn-out agreement								
Issuance of common stock in connection with ESPP	298	1	340					341
Issuance of common stock in connection with stock bonus and incentive plans	239		420					420
Stock options grants in connection with stock bonus and incentive plans			99					99
Stock-based compensation expense for stock options			816					816
Stock-based compensation expense for ESPP			182					182
Balances, December 31, 2012	60,809	$ 61	$ 337,811	$ (2,777)	$ (286,011)	$ 1,379	$ (873)	$ 49,590
Net loss					(31,889)		(1,708)	(33,597)
Other comprehensive loss						(586)	(56)	(642)
Acquisition of noncontrolling interest in payment solution			(217)					(217)
Issuance of common stock in connection with capital raise, net of issuance costs	3,659	4	2,769					2,773
Issuance of common stock in connection with private placement, net of issuance costs	9,348	9	6,272					6,281

Issuance of common stock in connection with ESPP	192		132					132
Issuance of common stock in connection with stock bonus and incentive plans	132		119					119
Stock options grants in connection with stock bonus and incentive plans			48					48
Stock-based compensation expense for stock options			706					706
Stock-based compensation expense for ESPP			151					151
Issuance of warrants in connection with amendment of secured debt facility			513					513
Balances, September 30, 2013	74,140	$ 74	$ 348,304	$ (2,777)	$ (317,900)	$ 793	$ (2,637)	$ 25,857

The accompanying notes are an integral part of these condensed consolidated financial statements.

IDENTIVE GROUP, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(unaudited)

	Nine Months Ended September 30, 2013	Nine Months Ended September 30, Restated (A) 2012
Cash flows from operating activities:		
Net loss	$ (33,597)	$ (54,037)
Adjustments to reconcile net loss to net cash used in operating activities:		
Deferred income taxes	(99)	(5,516)
Depreciation and amortization	2,981	4,575
Impairment of goodwill and long-lived assets	22,947	51,214
Accretion of interest to related party liability	470	542
Amortization of debt issuance costs	502	
Re-measurement of contingent consideration		(5,657)
Stock-based compensation expense	1,139	884
Pension charges	309	
Loss on disposal of fixed assets	57	15
Changes in operating assets and liabilities:		
Accounts receivable	(702)	574
Inventories	(2,001)	(1,539)
Prepaid expenses and other assets	412	(1,598)
Accounts payable	2,377	2,427
Liability to related party	(799)	(790)
Liability for consumer cards	1,008	(272)
Deferred revenue	396	995
Accrued expenses and other liabilities	2,503	784
Net cash used in operating activities	(2,097)	(7,399)
Cash flows from investing activities:		
Capital expenditures	(1,456)	(1,709)
Restricted cash deposited for capital expenditure		(696)
Net cash acquired from acquisitions		572
Net cash used in investing activities	(1,456)	(1,833)
Cash flows from financing activities:		
Proceeds from capital raise, net of issuance costs	9,053	
Proceeds from issuance of common stock under ESPP	132	341
Cash paid for acquisition of noncontrolling interest	(72)	(500)
Restricted cash related to factoring arrangement		(1,321)
Payments on financial liabilities	(2,681)	(868)
Changes in bank line of credit, net	(177)	129
Net cash provided by (used in) financing activities	6,255	(2,219)

Effect of exchange rates on cash and cash equivalents		(539)		503
Net increase (decrease) in cash and cash equivalents		2,163		(10,948)
Cash and cash equivalents at beginning of period		7,378		17,239
Cash and cash equivalents at end of period	$	9,541	$	6,291
Supplemental disclosures of cash flows information:				
Common stock issued in connection with business combinations	$		$	3,041
Common stock issued in connection with stock bonus and incentive plans	$	55	$	324
Common stock issued in connection with acquiring noncontrolling interest	$		$	1,168
Common stock issued in connection with contingent consideration	$		$	128
Stock option grants in connection with stock bonus and incentive plans	$	48	$	99
Property and equipment subject to accounts payable	$	351	$	148
Leasehold improvements funded by lease incentives	$	508	$	

(A) Certain amounts shown in the table above have changed as compared to amounts reported in prior periods as noted in Item 1, Financial Statements, Note 1 of Notes to Condensed Consolidated Financial Statements, Reclassifications and Restatements.

The accompanying notes are an integral part of these condensed consolidated financial statements.

IDENTIVE GROUP, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2013

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of Identive Group, Inc. (Identive or the Company) have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) for interim financial information and with the instructions to Form 10-Q and the rules and regulations of the U.S. Securities and Exchange Commission (SEC). Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments, including normal recurring adjustments, considered necessary for a fair presentation of the Company s unaudited condensed consolidated financial statements have been included. The results of operations for the nine months ended September 30, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013 or any future period. The information included in this Quarterly Report on Form 10-Q should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations, Risk Factors, Quantitative and Qualitative Disclosures About Market Risk, and the Consolidated Financial Statements and footnotes thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2012. The preparation of unaudited condensed consolidated financial statements necessarily requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the condensed consolidated balance sheet dates and the reported amounts of revenues and expenses for the periods presented. In our business overall, we may experience significant variations in demand for our products quarter to quarter, and overall we typically experience a stronger demand cycle in the second half of our fiscal year. As a result, the quarterly results may not be indicative of the full year results.

Going Concern

The accompanying condensed consolidated financial statements have been prepared under the assumption that the Company will continue as a going concern. Such assumption contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has historically incurred operating losses and has a total accumulated deficit of $318 million as of September 30, 2013. These factors, among others, including the recent effects of the U.S. Government sequester and related budget uncertainty on certain parts of our business, have raised significant doubt about the Company s ability to continue as a going concern. The condensed consolidated financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

The ability to continue as a going concern is contingent upon the Company s ability to generate revenue and cash flow to meet its obligations on a timely basis and its ability to raise financing or dispose of certain noncore assets as required. The Company s plans may be adversely impacted if it fails to realize its assumed levels of revenues and expenses or savings from its cost reduction activities. If events, such as reductions in spending under the federal budget sequester, cause a significant adverse impact on its revenues or expenses, the Company may need to delay, reduce the scope of, or eliminate one or more of its development programs or obtain funds through collaborative arrangements with others that may require the Company to relinquish rights to certain of its technologies, or programs that the Company would otherwise seek to develop or commercialize itself, and to reduce personnel related costs. The Company may resort to contingency plans to make needed cost reductions upon determination that funds will not be available in a timely matter. These contingency plans include consolidating certain functions or disposing of non-core or underperforming assets. We are in the process of conducting a strategic review of our business activities with the intent of disposing of certain non-core businesses and as stated in Note 15, Subsequent Event, we have determined to sell our U.S. Multicard business group and the assets related to our Tagtrail mobile services platform. The Company may also need to raise additional funds through public or private offerings of additional debt or equity during the course from time to time as it may deem appropriate, which might cause dilution to existing stockholders. However, there can be no assurance that the Company will be able to raise such funds if and when they are required. Failure to obtain future funding when needed or on acceptable terms would adversely affect the Company s ability to fund operations.

Reclassifications and Restatements

Certain reclassifications have been made to prior period amounts to conform to current period presentation. In the condensed consolidated statements of operations, the amount related to re-measurement of contingent consideration was classified as a non-operating item in the Company s Form 10-Q filing for the third quarter of 2012, and is now presented as part of operating expenses/income. This change in presentation did not have any impact on the consolidated net loss as reported in the Company s third quarter financial statements for 2012.

In the condensed consolidated statements of cash flows, the cash paid for the interest on financial liabilities was presented as cash outflows from financing activities in the Company s Form 10-Q filing for the third quarter of 2012. This should have been presented as cash outflows from operating activities. As a result, cash used in operating activities was understated and cash used in financing activities was overstated by $0.5 million, respectively. The amounts for the nine months ended September 30, 2012 have been restated to correct the impact of such error.

As stated in Note 17 to the Consolidated Financial Statements in its 2012 Annual Report on Form 10-K, the Company determined that the income tax benefit related to its impairment of certain intangible assets was misstated. An income tax benefit of $5.5 million should have been recorded in the Company s Form 10-Q for the nine months ended September 30, 2012. As a result, consolidated net loss and loss per shares were overstated by $5.5 million and $0.09, respectively, during such period. The amount presented for the nine months ended September 30, 2012 has been restated to correct the impact of such error. There was no impact to the net cash used in operating activities for the nine months ended September 30, 2012.

Recent Accounting Pronouncements

In February 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income (ASU 2013-02). The updated accounting standard is an amendment to ASU 2011-12, which requires companies to present information about reclassifications out of accumulated other comprehensive income in a single note or on the face of the financial statements. The updated standard is effective for fiscal years, and interim periods within those years, beginning after December 15, 2012. The Company adopted this standard effective January 1, 2013. The Company s adoption of this standard did not have a significant impact on its consolidated financial statements.

In July 2013, the FASB issued ASU No. 2013-11, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists (ASU 2013-11). ASU 2013-11 provides guidance on financial statement presentation of an unrecognized tax benefit when a net operating loss (NOL) carryforward, a similar tax loss, or a tax credit carryforward exists. The updated accounting standard requires an unrecognized tax benefit, or a portion of an unrecognized tax benefit, to be presented in the financial statements as a reduction to a deferred tax asset for an NOL or tax credit carryforward whenever the NOL or tax credit carryforward would be available to reduce the additional taxable income or tax due if the tax position is disallowed. The ASU s amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013, with early adoption permitted. The amendments should be applied to all unrecognized tax benefits that exist as of the effective date, and may be applied retrospectively. The Company will adopt this standard in the first quarter of 2014 and does not expect the adoption will have a material impact on its consolidated results of operations or financial condition.

2. Acquisitions

Acquisition of payment solution AG

On January 30, 2012 (payment solution acquisition date), through its majority-owned subsidiary Bluehill ID AG, the Company acquired approximately 58.8% of the outstanding shares and thereby obtained control of payment solution AG, a company organized under the laws of Germany (payment solution). In exchange for the shares of payment solution, the Company issued an aggregate of 1,357,758 shares, or approximately 2.4% of its outstanding common stock, to the selling shareholders, having a value of approximately $3.0 million. On April 2, 2012, the Company acquired additional noncontrolling interest and increased its ownership to approximately 82.5% of the outstanding shares of payment solution. In exchange for the additional shares of payment solution, the Company issued 548,114 shares of its common stock to the selling shareholders, having a value of approximately $1.2 million. On July 1, 2013, the Company acquired additional noncontrolling interest and increased its ownership to approximately 93.7% of the outstanding shares of payment solution. In exchange for the additional shares of payment solution, the Company agreed to pay Euro 165,000 or $0.2 million in cash in three equal installments due on July 1, 2013, December 31, 2014 and December 31, 2015, respectively, to the selling shareholders.

The payment solution acquisition was accounted for under the acquisition method of accounting in accordance with Accounting Standards Codification (ASC) Topic 805, Business Combinations (ASC 805). During the fourth quarter of 2012, the Company finalized the measurement of identifiable acquired assets and assumed liabilities and as a result, the amounts of such assets and liabilities and the resulting goodwill and deferred income tax have changed as compared to the provisionally reported amounts in the Quarterly Report on Form 10-Q for the quarter ended March 31, 2012.

The following table summarizes the final fair value of total consideration transferred for payment solution controlling and noncontrolling interests, the total fair value of net identifiable liabilities acquired at the payment solution acquisition date and the resulting goodwill recorded (in thousands):

Fair value of common stock	$ 3,041
Fair value of total consideration transferred	3,041
Fair value of noncontrolling interest	2,131
Fair value of controlling and noncontrolling interest	5,172
Fair value of net identifiable liabilities acquired	8,083
Goodwill	$ 13,255

Of the total purchase consideration, $13.3 million was recognized as goodwill, which represents the excess of the purchase consideration of an acquired business over the fair value of the underlying net assets acquired and liabilities assumed. The goodwill arising from the payment solution acquisition is assigned to the Company s Identity Management reportable segment in accordance with ASC 350, Intangibles Goodwill and Other (ASC 350). None of the goodwill recorded as part of the payment solution acquisition will be deductible for income tax purposes. As noted in Note 7 below, the Company performed an interim goodwill and long-lived assets impairment analysis in accordance with its critical accounting policy and recorded an impairment charge in its condensed consolidated financial statements. Refer to Note 7, Goodwill and Intangible Assets, for further information.

3. Fair Value Measurements

The Company determines the fair values of its financial instruments based on a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The classification of a financial asset or liability within the hierarchy is based upon the lowest level input that is significant to the fair value measurement. Under ASC Topic 820, Fair Value Measurement and Disclosures (ASC 820), the fair value hierarchy prioritizes the inputs into three levels that may be used to measure fair value:

- Level 1 Quoted prices (unadjusted) for identical assets and liabilities in active markets;
- Level 2 Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly; and
- Level 3 Unobservable inputs.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

As of September 30, 2013 and December 31, 2012, there were no assets and liabilities that are measured and recognized at fair value on a recurring basis. As of September 30, 2013 and December 31, 2012, the maximum possible amounts payable for contingent consideration related to the acquisition of idOnDemand in April 2011 was $10.0 million and for the acquisition of polyright in July 2011 was $0.3 million; however, the earn-out liability remains zero as there were no significant changes in the range of outcomes for such contingent consideration.

As of September 30, 2012, the Company s liability measured at fair value on a recurring basis includes contingent consideration related to the acquisitions of idOnDemand and polyright, and is as follows (in thousands):

	Three Months Ended September 30, 2012		Nine Months Ended September 30, 2012	
	Amount paid	Income recognized for changes in fair value	Amount paid	Income recognized for changes in fair value
Contingent consideration:				
idOnDemand	$	$	$	$ (5,463)
polyright	(108)		(108)	(194)
	$ (108)	$	$ (108)	$ (5,657)

Under their respective acquisition agreements, the sellers of polyright and idOnDemand are eligible to receive limited earn-out payments (contingent consideration) in the form of shares of common stock subject to certain lock-up periods under the terms of their respective acquisition agreements. The fair value of the contingent consideration is based on achieving certain revenue and profit targets as defined under the applicable agreement. These contingent payments are probability weighted and are discounted to reflect the restriction on the resale or transfer of such shares. The valuation of the contingent consideration is classified as a Level 3 measurement because it is based on significant unobservable inputs and involves management judgment and assumptions about achieving revenue and profit targets and discount rates. The unobservable inputs used in the measurement of contingent consideration are highly sensitive to fluctuations and any changes in the inputs or the probability weighting thereof could significantly change the measured value of the contingent considerations at each reporting period. The fair value of the contingent consideration is classified as a liability and is re-measured each reporting period in accordance with ASC 480, Distinguishing Liabilities from Equity (ASC 480). During the nine months ended September 30, 2012, there were significant changes in the range of outcomes for the contingent consideration recognized as of the respective acquisition dates for polyright and idOnDemand and it was determined that there is no future expectation of earn-out payments. As a result, the Company remeasured the total contingent consideration to fair value and recognized $5.7 million as a credit to expense during the nine months ended September 30, 2012, as disclosed in the condensed consolidated statements of operations.

Assets and Liabilities Measured at Fair Value on a Non-recurring Basis

As of September 30, 2013 and December 31, 2012, there were no liabilities that are measured and recognized at fair value on a non-recurring basis.

As of September 30, 2013 and December 31, 2012, the Company s long-lived assets are measured at fair value on a non-recurring basis if impairment is indicated. During the nine months ended September 30, 2013 and for the year ended December 31, 2012, long-lived assets were measured at fair value resulting in an impairment charge of $0.3 million and $24.8 million, respectively, which was recorded in the condensed consolidated statements of operations. The assets impairment charge during the third quarter of 2013 was recorded due to a determination that the assets were no longer usable. The Company measured the fair value of the assets in 2012 primarily using discounted cash flow projections. The discounted cash flow projections require estimates for expected performance such as revenue, gross margin and operating expenses, in order to discount the sum of future independent cash flows using discount rates which were determined based on an analysis of each individual identified asset group and consideration of the aggregate business of the Company. The discount rates used in the present value calculations during 2012 impairment test were in the range of 16% to 20%, except for one asset group where it was 50%. The discount rates were derived from a weighted average cost of capital (WACC) analysis, adjusted to reflect additional risks related to each asset s characteristics. The Company evaluated the inputs and outcomes of its discounted cash flow analysis by comparing these items to available market data. Acquired intangible assets are classified as Level 3 assets, due to the absence of quoted market prices. See Note 7, Goodwill and Intangibles Assets, for further information.

4. Stockholders Equity of Identive Group, Inc.

Private Placement

On August 14, 2013, in a private placement, the Company issued 8,348,471 shares of its common stock at a price of $0.85 per share and warrants to purchase an additional 8,348,471 share of its common stock at an exercise price of $1.00 per share to accredited and other qualified investors (the Investors or Warrant holders). Aggregate gross consideration was $7.1 million and $0.8 million in issuance costs were recorded in connection with the private placement. The private placement was made pursuant to definitive subscription agreements between the Company and each Investor. The sale was made to accredited and other qualified investors in the United States and internationally in reliance upon available exemptions from the registration requirements of the U.S. Securities Act of 1933, as amended (the Securities Act) including Section 4(a) (2) thereof and Regulation D and Regulation S thereunder, as well as comparable exemptions under applicable state and foreign securities laws. The Company engaged a placement agent in connection with private placement outside the United States. The placement agent was paid cash compensation at closing of $0.6 million, together with bonus compensation of warrants to purchase 1,000,000 shares of common stock and 1,000,000 shares of common stock on the same terms as those sold to investors in the offering. The securities were issued to the placement agent in reliance upon available exemptions from the registrations requirements of the

Securities Act, including Regulation S thereunder. As agreed, the Company subsequent filed a registration statement in September 2013 with the Securities and Exchange Commission to register the resale of the shares and shares of common stock issuable upon exercise of the warrants.

The warrants have a term of four years and will not be exercisable for six months following the date of issuance. Any warrants, or portion thereof, not exercised prior to the expiration date will become void and of no value and such warrants shall be terminated and no longer outstanding. The number of shares issuable upon exercise of the warrants is subject to adjustment for any stock dividends, stock splits or distributions by the Company, or upon any merger or consolidation or sale of assets of the Company, tender or exchange offer for the Company s common stock, or a reclassification of the Company s common stock. The Company calculated the fair value of the warrants using the Black-Scholes option pricing model using the following assumptions: estimated volatility of 91.57%, risk-free interest rate of 1.08%, no dividend yield, and an expected life of four years. The fair value of the warrants is determined to be $4.0 million. The warrants are classified as equity in accordance with ASC Topic 505, Equity (ASC 505) as the settlement of the warrants will be in shares and are within the control of the Company.

Sale of Common Stock

On April 16, 2013, the Company entered into a purchase agreement (the Purchase Agreement) with Lincoln Park Capital Fund, LLC (LPC), pursuant to which the Company has the right to sell to LPC up to $20,000,000 in shares of the Company s common stock, subject to certain limitations and conditions set forth in the Purchase Agreement. As consideration for entering into the Purchase Agreement, the Company agreed to issue to LPC 251,799 shares of common stock (Commitment Shares) and is required to issue up to 323,741 additional shares of common stock on a pro rata basis for any additional purchases the Company requires LPC to make under the Purchase Agreement over its duration. The Company will not receive any cash proceeds from the issuance of these 251,799 shares or the 323,741 shares that may be issued if subsequent funding is received by the Company.

Pursuant to the Purchase Agreement, upon the satisfaction of all of the conditions to the Company s right to commence sales under the Purchase Agreement (the Commencement), LPC initially purchased $2,000,000 in shares of common stock at $1.14 per share on April 17, 2013. Thereafter, on any business day and as often as every other business day over the 36-month term of the Purchase Agreement, and up to an aggregate amount of an additional $18,000,000 (subject to certain limitations) in shares of common stock, the Company has the right, from time to time, at its sole discretion and subject to certain conditions to direct LPC to purchase up to 100,000 shares of common stock. The purchase price of shares of common stock pursuant to the Purchase Agreement will be based on prevailing market prices of common stock at the time of sales without any fixed discount, and the Company will control the timing and amount of any sales of common stock to LPC, but in no event will shares be sold to LPC on a day the common stock closing price is less than $0.50 per share, subject to adjustment. In addition, the Company may direct LPC to purchase additional amounts as accelerated purchases if on the date of a regular purchase the closing sale price of the common stock is not below $0.75 per share. The Company intends to use the net proceeds from this offering for working capital and other general corporate purposes.

All shares of common stock to be issued and sold to LPC under the Purchase Agreement will be issued pursuant to the Company s effective shelf registration statement on Form S-3 (Registration No. 333-173576), filed with the Securities and Exchange Commission in accordance with the provisions of the Securities Act of 1933, as amended, and declared effective on May 3, 2011, and the prospectus supplement thereto dated April 16, 2013. The Purchase Agreement contains customary representations, warranties and agreements of the Company and LPC, limitations and conditions to completing future sale transactions, indemnification rights and other obligations of the parties. There is no upper limit on the price per share that LPC could be obligated to pay for common stock under the Purchase Agreement. The Company has the right to terminate the Purchase Agreement at any time, at no cost or penalty. Actual sales of shares of common stock to LPC under the Purchase Agreement will depend on a variety of factors to be determined by the Company from time to time, including (among others) market conditions, the trading price of the common stock and determinations by the Company as to available and appropriate sources of funding for the Company and its operations.

On April 17, 2013, LPC initially purchased 1,754,386 shares of common stock for a net consideration of $1.5 million after recording $0.5 million in underwriting discounts, legal fees and issuance costs. As stipulated in the Purchase Agreement, the Company issued 284,173 shares of common stock consisting of 251,799 as Commitment Shares and 32,374 additional pro-rated shares of common stock. Subsequent to the initial purchase, the Company directed LPC to purchase 1,600,000 shares of common stock from April 17, 2013 through September 30, 2013 for a net consideration of $1.3 million and issued 20,380 additional pro-rated shares of common stock.

2011 Employee Stock Purchase Plan

In June 2011, Identive s stockholders approved the 2011 Employee Stock Purchase Plan (the ESPP). Initially, 2.0 million shares of common stock are reserved for issuance over the term of the ESPP, which is ten years. In addition, on the first day of each fiscal year commencing with fiscal year 2012, the aggregate number of shares reserved for issuance under the ESPP is automatically increased by a number equal to the lowest of (i) 750,000 shares,

(ii) two percent of all shares outstanding at the end of the previous year, or (iii) an amount determined by the Board of Directors (the Board). If any option granted under the ESPP expires or terminates for any reason without having been exercised in full, the unpurchased shares subject to that option will again be available for issuance under the ESPP. Under the ESPP, eligible employees may purchase shares of common stock at 85% of the lesser of the fair market value of the Company s common stock at the beginning of or end of the applicable offering period and each offering period lasts for six months. The first six-month exercise period under the ESPP commenced on July 1, 2011. The plan contains an automatic reset feature under which if the fair market value of a share of common stock on any exercise date (except the final scheduled exercise date of any offering period) is lower than the fair market value of a share of common stock on the first trading day of the offering period in progress, then the offering period in progress shall end immediately following the close of trading on such exercise date, and a new offering period shall begin on the next subsequent January 1 or July 1, as applicable, and shall extend for a 24-month period ending on December 31 or June 30, as applicable. As of June 30, 2013 and June 30, 2012, the plan automatically reset and a new offering period began on July 1, 2013 and July 1, 2012, respectively. As of January 1, 2013 and 2012, respectively, the aggregate number of shares reserved for issuance under the ESPP were automatically increased by 750,000 shares each in accordance with the terms of the plan. There were 123,507 and 192,113 shares of common stock issued under the ESPP during the three and nine months ended September 30, 2013, respectively. As of September 30, 2013, there are 3,009,646 shares reserved for future grants under the ESPP.

The following table illustrates the stock-based compensation expense resulting from the ESPP included in the consolidated statements of operations for the three and nine months ended September 30, 2013 and 2012 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Cost of revenue	$ 11	$ 14	$ 39	$ 28
Research and development	3	11	24	27
Selling and marketing	9	26	42	50
General and administrative	15	16	46	38
Total	$ 38	$ 67	$ 151	$ 143

As of September 30, 2013, there was $0.2 million of total unrecognized compensation cost related to the ESPP that is expected to be recognized on a straight-line basis over the remaining vesting periods of twenty-one months.

Stock-Based Compensation Plans

The Company has various stock-based compensation plans to attract, motivate, retain and reward employees, directors and consultants by providing its Board or a committee thereof the discretion to award equity incentives to these persons. The Company s stock-based compensation plans, the majority of which are stockholder approved, consist of the Director Option Plan, 1997 Stock Option Plan, 2000 Stock Option Plan, 2007 Stock Option Plan (the 2007 Plan), the Bluehill ID AG Executive Bonus Plan and Share Option Plan (the Bluehill Plans), the 2010 Bonus and Incentive Plan (the 2010 Plan), and the 2011 Incentive Compensation Plan (the 2011 Plan).

Stock Bonus and Incentive Plans

In connection with its acquisition of Bluehill ID AG in January 2010, the Company assumed the Bluehill Plans, pursuant to which options to purchase 2.0 million shares of the Company s common stock may be granted to executives, key employees and other service providers, based upon the achievement of certain performance targets or other terms and conditions as determined by the administrator of the plans. No grants have been made under these plans since the date of assumption.

In June 2010, Identive s stockholders approved the 2010 Plan, under which cash and equity-based awards may be granted to executive officers and other key employees of the Company and its subsidiaries and members of the Company s Board, as designated from time to time by the Compensation Committee of the Board (Participants). An aggregate of 3.0 million shares of the Company s common stock was reserved for issuance under the 2010 Plan as equity-based awards, including shares, nonqualified stock options, restricted stock or deferred stock awards. These awards provide the Company s executives and key employees with the opportunity to earn shares of common stock depending on the extent to which certain performance goals are met. For services rendered, Company executives are eligible to receive an incentive bonus in cash and shares of the Company s common stock with certain lock-up periods. In addition, the Company s executives and key employees are eligible to receive a grant of non-qualified stock options in an amount equal to 20% of the number of U.S. dollars in the participant s base salary. The Compensation Committee may make incentive awards based on such terms, conditions and criteria as it considers appropriate, including awards that are subject to the achievement of certain performance criteria. Stock awards are generally fully vested at the time of grant, but subject to a 24-month lock-up from the date of grant. Because the award of share-based payments described above represents an obligation to issue a variable number of the Company s shares determined on the basis of a monetary value derived solely on variations in an operating performance measure (and not on the basis of variations in the fair value of the entity s equity shares), the award is considered a share-based liability in accordance with ASC 480 and is remeasured to fair value each reporting period. All shares reserved and remaining available for grant under the 2010 plan were transferred to the 2011 Plan upon the adoption of the 2011 Plan (described below) and the Company utilizes all such shares for performance-based awards to Participants pursuant to the 2011 Plan. As of September 30, 2013, a total of 1.1 million shares have been issued as performance awards pursuant to the 2011 Plan.

On June 6, 2011, Identive s stockholders approved the 2011 Plan, which is administered by the Compensation Committee of the Board. The 2011 Plan provides that stock options, stock units, restricted shares, and stock appreciation rights may be granted to officers, directors, employees, consultants, and other persons who provide services to the Company or its subsidiaries. The 2011 Plan serves as a successor plan to the Company s 2007 Plan and the 2010 Plan. The Company reserved 4.0 million shares of common stock under the 2011 Plan, plus 4.6 million shares common stock that remained available for delivery under the 2007 Plan and the 2010 Plan as of June 6, 2011. In aggregate, as of June 6, 2011, 8.6 million shares were available for future grants under the 2011 Plan, including shares rolled over from the 2007 Plan and the 2010 Plan. From June 6, 2011 through September 30, 2013, a total of 3.8 million options have been granted pursuant to the 2011 Plan.

Stock-Based Compensation Expense (Stock Bonus and Incentive Plans)

The following table illustrates the stock-based compensation expense resulting from stock bonus and incentive plans included in the condensed consolidated statements of operations for the three and nine months ended September 30, 2013 and 2012 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Cost of revenue	$ 3	$	$ 7	$ 1
Research and development	3	5	6	14
Selling and marketing	68	(7)	180	35
General and administrative	42	237	89	113
Total	$ 116	$ 235	$ 282	$ 163

As of September 30, 2013 and 2012, $0.3 million and $0.1 million, respectively, were accrued for and included in the accrued compensation and related benefits in the respective consolidated balance sheets for the periods.

Stock Option Plans

Vesting terms of awards made under the Company s stock incentive plans are generally time-based and the awards expire seven to ten years from the date of grant. Vesting varies, with some options vesting 25% each year over four years; some vesting 25% after one year and monthly thereafter; some vesting 100% on the date of grant; some vesting 1/12th per month over one year; some vesting 100% after one year; some vesting monthly over four years; and some vesting 1/12th per month, commencing four years from the date of grant. The Director Option Plan and 1997 Stock Option Plan both expired in March 2007. The 2000 Stock Option Plan expired in December 2010 and as noted above, the 2007 Plan and the 2010 Plan were discontinued in June 2011 in connection with the approval of the 2011 Plan. As a result, awards will no longer be granted under any of these plans.

As of September 30, 2013, an aggregate of 0.2 million options were outstanding under the Director Option Plan and 1997 Stock Option Plan, 0.2 million options were outstanding under the 2000 Stock Option Plan, 1.0 million options were outstanding under the 2007 Plan, and 3.4 million options were outstanding under the 2011 Plan. These outstanding options remain exercisable in accordance with the terms of the original grant agreements under the respective plans.

A summary of the activity under the Company s stock-based compensation plans for the nine months ended September 30, 2013 and for the year ended December 31, 2012 is as follows:

		Stock Options				Stock Awards	
	Shares Available for Grant	Number Outstanding	Average Exercise Price per share	Average Intrinsic Value	Remaining Contractual Life (in years)	Number Granted	Fair Value
Balance at January 1, 2012	10,114,332	2,266,821	$ 2.86	$ 49,298	5.90		
Authorized							
Granted	(2,447,033)	2,208,110	$ 1.17			238,923	$ 419,824
Cancelled or Expired	101,740	(425,959)	$ 2.85				
Exercised							
Balance at December 31, 2012	7,769,039	4,048,972	$ 1.94	$ 825,309	7.43		
Authorized							
Granted	(1,352,437)	1,220,725	$ 0.93			131,712	$118,600
Cancelled or Expired	295,889	(499,888)	$ 2.08				
Exercised		(188)	$ 0.72				
Balance at September 30, 2013	6,712,491	4,769,621	$ 1.67	$	6.67		
Vested or expected to vest at September 30, 2013		4,406,558	$ 1.72	$	6.53		
Exercisable at September 30, 2013		2,982,413	$ 2.02	$	5.59		

The following table summarizes information about options outstanding as of September 30, 2013:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
$0.72 - $ 0.80	1,181,979	9.33	$ 0.77	150,604	$ 0.72

$0.81 - $ 1.20	1,289,169	7.47	1.14	1,177,461	1.15
$1.21 - $ 2.40	1,068,405	5.71	1.80	505,295	2.19
$2.41 - $ 3.13	956,113	4.36	2.69	875,098	2.71
$3.14 - $ 8.34	273,955	3.15	3.95	273,955	3.95
$0.72 - $ 8.34	4,769,621	6.67	$ 1.67	2,982,413	$ 2.02

The weighted-average grant date fair value per option for options granted during the three and nine months ended September 30, 2013 was $0.77 and $0.93, respectively. The weighted-average grant date fair value per option for options granted during the three and nine months ended September 30, 2012 was $0.72 and $1.14, respectively. During the three and nine months ended September 30, 2013 and 2012, 188 options were exercised.

Stock-Based Compensation Expense (Stock Options)

The following table illustrates the stock-based compensation expense resulting from stock options included in the condensed consolidated statements of operations for the three and nine months ended September 30, 2013 and 2012 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Cost of revenue	$ 3	$ 3	$ 10	$ 8
Research and development	14	16	55	36
Selling and marketing	40	114	221	246
General and administrative	42	157	375	288
Restructuring	45		45	
Stock-based compensation expense, net of income taxes of nil	$ 144	$ 290	$ 706	$ 578

At September 30, 2013, there was $0.9 million of unrecognized stock-based compensation expense, net of estimated forfeitures related to non-vested options, that is expected to be recognized over a weighted-average period of 2.95 years.

Common Stock Reserved for Future Issuance

As of September 30, 2013, the Company has reserved an aggregate of 14.5 million shares of its common stock for future issuance under its various equity incentive plans, of which 4.7 million shares are reserved for future grants under the 2011 Plan 4.8 million shares are reserved for future issuance pursuant to outstanding options under all other stock option and incentive plans, 3.0 million shares are reserved for future issuance under the ESPP and 2.0 million shares are reserved for future issuance under the Bluehill Plans.

As of September 30, 2013, the Company has reserved an aggregate of 3.3 million shares of common stock for future issuance in connection with its acquisition of Bluehill ID, consisting of 2.0 million shares for the outstanding options assumed at the closing of the Bluehill ID acquisition and 1.3 million shares for the noncontrolling shareholders of Bluehill ID.

As of September 30, 2013, the Company has reserved an aggregate of 18.9 million shares of common stock for future issuance pursuant to outstanding warrants, of which, 4.9 million shares are reserved pursuant to outstanding warrants in connection with its April 2009 acquisition of Hirsch Electronics Corporation, 3.7 million shares are reserved pursuant to outstanding warrants in connection with its November 2010 private placement, 1.0 million shares are reserved pursuant to outstanding warrants related to the third Amendment of the Loan and Security Agreement with Hercules Technology Growth Capital, Inc. in August 2013 and 9.3 million shares are reserved pursuant to outstanding warrants issued in connection with its August 2013 private placement.

As of September 30, 2013, the Company has reserved an aggregate of 4.3 million shares of common stock for future issuance for contingent consideration in connection with its acquisitions of idOnDemand and polyright, consisting of 3.9 million shares and 0.4 million shares, respectively.

As of September 30, 2013, the Company has reserved an aggregate of 8.4 million shares of common stock for future issuance to LPC under the Purchase Agreement.

Net Loss per Common Share Attributable to Identive Group, Inc. Stockholders Equity

Basic and diluted net loss per share is based upon the weighted average number of common shares outstanding during the period. For the three and nine months ended September 30, 2013 and 2012, common stock equivalents consisting of outstanding stock options and warrants were excluded from the calculation of diluted loss per share because these securities were anti-dilutive due to the net loss in the respective period. For the nine months ended September 30, 2013 and 2012, the total number of shares excluded from diluted loss per share relating to these securities was 0 and 600,000, respectively.

5. Inventories

The Company s inventories are stated at the lower of cost or market. Inventories consist of (in thousands):

	September 30, 2013	December 31, 2012
Raw materials	$ 3,631	$ 4,002
Work-in-process	602	248
Finished goods	6,777	4,642
Total	$ 11,010	$ 8,892

6. Property and Equipment

Property and equipment, net consists of (in thousands):

	September 30, 2013	December 31, 2012
Land	$ 286	$ 282
Building and leasehold improvements	2,531	1,988
Furniture, fixture and office equipment	5,326	5,067
Machinery	10,297	9,789
Software (1)	2,058	1,812
Total	20,498	18,938
Accumulated depreciation (2)	(11,661)	(10,046)
Property and equipment, net	$ 8,837	$ 8,892

(1) Amounts shown as of September 30, 2013 are net of $0.2 million for software, which was impaired during the third quarter of 2013 due to a determination that it was no longer usable.

(2) Amounts shown as of September 30, 2013 in accumulated depreciation are net of reversal of accumulated depreciation totaling $ 50,000 related to assets impaired during the third quarter of 2013 as mentioned above.

The Company recorded depreciation expense of $0.6 million and $1.8 million during the three and nine months ended September 30, 2013 respectively. A net increase of $1.6 million in accumulated depreciation is due to depreciation expense of $1.8 million recorded during the year, offset by change in foreign exchange rates between the balance sheet dates of $0.1 million, by the reversal of accumulated depreciation of $50,000 related to assets impaired, and reduction in accumulated depreciation of $50,000 related to fixed assets disposed during the nine months ended September 30, 2013.

7. Goodwill and Intangible Assets

Goodwill

The following table presents goodwill and changes in the carrying amount of goodwill for each of the Company s business segments as of September 30, 2013, and December 31, 2012 (in thousands):

	Total	Identity Management	ID Products
Balance at December 31, 2011	$ 59,044	$ 49,478	$ 9,566
Goodwill acquired during the period	12,958	12,958	
Goodwill measurement period adjustment	297	297	
Goodwill impairment during the period	(27,084)	(18,712)	(8,372)
Currency translation adjustment	55	16	39
Balance at December 31, 2012	45,270	44,037	1,233
Goodwill impairment during the period	(22,622)	(22,622)	
Currency translation adjustment	75	61	14
Balance at September 30, 2013	$ 22,723	$ 21,476	$ 1,247

The gross amount of goodwill as of September 30, 2013 and December 31, 2012 was $72.4 million and $72.4 million, respectively and accumulated goodwill impairment was $49.7 million and $27.1 million, respectively. During the year ended December 31, 2012, the Company recorded goodwill of $13.0 million in connection with its acquisition of payment solution. In addition, the Company also adjusted goodwill by $0.3 million in connection with its acquisition of payment solution as a measurement period adjustment during the year ended December 31, 2012. Of the total goodwill, a certain amount of goodwill is designated in a currency other than U.S. Dollars and is adjusted at each reporting period for the change in foreign exchange rates between the balance sheet dates.

In accordance with its accounting policy and ASC 350, the Company tests its goodwill and any other intangibles with indefinite lives annually for impairment and assesses whether there are any indicators of impairment on an interim basis. The Company performs interim goodwill impairment reviews between its annual reviews if certain events and circumstances have occurred, including a deterioration in general economic conditions, an increased competitive environment, a change in management, key personnel, strategy or customers, negative or declining cash flows, or a decline in actual or planned revenue or earnings compared with actual and projected results of relevant prior periods. The Company believes the methodology that it uses to review impairment of goodwill, which includes a significant amount of judgment and estimates, provides it with a reasonable basis to determine whether impairment has occurred.

However, many of the factors employed in determining whether its goodwill is impaired are outside of its control and it is reasonably likely that assumptions and estimates will change in future periods. These changes could result in future impairments.

The Company performed its annual impairment test for all reporting units on December 1, 2012 and concluded that there was no impairment to goodwill during the year ended December 31, 2012, other than the impairment identified in its interim assessment during the second quarter of 2012, as described below. As further described below, based on interim assessment performed during the three months ended September 30, 2013, some of the impairment indicators noted above were identified and a preliminary impairment charge to goodwill was recorded in its condensed consolidated statements of operations during the three and nine months ended September 30, 2013.

The Company calculates the fair value of its reporting units using a combination of the market and income approaches and in doing so relies in part upon an independent third-party valuation report. Prior to its goodwill impairment test, the Company first tests its long-lived assets for impairment and adjusts the carrying value of each asset group to its fair value and records the associated impairment charge in its condensed consolidated statements of operations. The Company then performs its analysis of goodwill impairment using a two-step method as required by ASC 350. The first step of the impairment test compares the fair value of each reporting unit to its carrying value, including the goodwill related to the respective reporting units. The market approach of fair value calculation estimates the fair value of a business based on a comparison of the Company to comparable firms in similar lines of business that are publicly traded or which are part of a public or private transaction. The income approach requires estimates of expected revenue, gross margin and operating expenses in order to discount the sum of future cash flows using each particular reporting unit s weighted average cost of capital. The Company s growth estimates are based on historical data and internal estimates developed as part of its long-term planning process. The Company tests the reasonableness of the inputs and outcomes of its discounted cash flow analysis by comparing these items to available market data. The second step of the impairment test compares the implied fair value of goodwill to the carrying value of goodwill. The implied fair value of goodwill value is determined, in the same manner as the amount of goodwill recognized in a business combination, to assess level of goodwill impairment, if any. During the second step, management estimates the fair value of the Company s tangible and intangible net assets. Intangible assets are identified and valued for each reporting unit for which second step is performed. The difference between the estimated fair value of each reporting unit and the sum of the fair value of the identified net assets results in the implied value of goodwill. If the carrying value of goodwill exceeds the implied fair value of goodwill, an impairment loss is recognized equal to that excess. Both in 2013 and 2012, when the impairment test was performed, the Company had six reporting units. These reporting units include Hirsch, ID Solutions, payment solution and idOnDemand, which are the four components of the Identity Management segment, and ID Infrastructure and Transponders, which are the two components of the ID Products segment.

2013 Interim Impairment Test

During the third quarter of fiscal 2013, the Company began a strategic review of certain under-performing business units for potential divestiture and to simplify the Company s operations and market focus, and as a consequence revised its forecasted revenue, gross margin and operating profit for future periods. In addition, the Company noted certain other indicators of impairment, including a change in management following the appointment of a new chief executive officer, a sustained decline in its stock price, and as a result of the U.S. Federal budget sequester continued reduced performance in certain reporting units. Based on its reduced forecast and the indicators of impairment noted above, the Company performed an interim goodwill impairment analysis as part of its quarterly close as of September 30, 2013. Based on the results of step one of the goodwill impairment analysis, it was determined that the Company s net adjusted carrying value exceeded its estimated fair value for the Hirsch, ID Solutions, payment solution and idOnDemand reporting units. As a result, the Company proceeded to the second step of the goodwill impairment test for these four reporting units to determine the implied fair value of goodwill to calculate the impairment loss, if any.

Due to the length of time necessary to measure impairment of goodwill relating to these four reporting units, the second step of the goodwill impairment analysis was not completed as of the time of the filing of this Quarterly Report on Form 10-Q and is subject to change. Based on the preliminary results of step two of the goodwill impairment analysis, the Company concluded that the carrying value of goodwill for the Hirsch, ID Solutions, payment solution and idOnDemand reporting units was impaired and recorded a preliminary impairment charge of $22.6 million in its condensed consolidated statements of operations during the three and nine months ended September 30, 2013. While goodwill impairment charges are preliminary, they represent Company s best estimates as of the date of the filing of this Quarterly Report on Form 10-Q. The Company expects to complete its analysis during the fourth quarter of 2013 and will record any adjustments to this preliminary estimate at that time.

2012 Interim Impairment Test

During the second quarter of 2012, the Company experienced a significant decline in its stock price, resulting in the Company s market capitalization falling significantly below its net book value, and the Company s demand outlook deteriorated due to macroeconomic uncertainty and associated softness in demand for the Company s offerings. These factors were considered indicators of potential impairment, and as a result, the Company performed an interim goodwill impairment analysis as part of its quarterly close as of June 30, 2012. The interim impairment of goodwill was primarily triggered due to decline in the Company s market capitalization that occurred after the filing of its 2012 first fiscal quarter Form 10-Q and, to a lesser extent, a decrease in the forecasted future cash flows used in the income approach. Based on the results of step one of the goodwill impairment analysis, it was determined that the Company s net adjusted carrying value exceeded its estimated fair value for the ID Solutions, idOnDemand and Transponder reporting units. As a result, the Company proceeded to the second step of the impairment test for these three reporting units to determine impairment loss, if any.

Based on the results of step two of the goodwill impairment analysis, the Company concluded that the carrying value of goodwill for the idOnDemand, Transponder and ID Solutions reporting units was impaired and recorded an impairment charge of $27.1 million in its consolidated statements of operations during the year ended December 31, 2012, of which $21.4 million was recorded during the three months ended June 30, 2012, $5.0 million was recorded during the three months ended September 30, 2012 and $0.7 million was recorded during the three months ended December 31, 2012.

Future impairment indicators, including further declines in the Company s market capitalization or changes in forecasted future cash flows, could require additional impairment charges.

Intangible Assets

The following table summarizes the gross carrying amount and accumulated amortization for the intangible assets resulting from acquisitions (in thousands):

	Order Backlog	Trade Secrets	Patents	Existing Technology	Customer Relationship	Trade Name	Total
rtization d	0.25 - 1 year	1 - 2 years	12 years	6 - 12 years	4 - 12 years	1 - 10 years	
ce at mber 31,	$ 948	$ 300	$ 790	$ 8,170	$ 24,795	$ 9,367	$ 44,37
ired as a f ent on sition	344			2,023	1,323	542	4,23
rment of gible s	(1,018)	(300)	(790)	(5,489)	(15,210)	(9,294)	(32,10
ncy ation tment	3			(104)	(176)	(45)	(32
ce at mber 31,	$ 277	$	$	$ 4,600	$ 10,732	$ 570	$ 16,17
rment of gible s	(277)						(27
ncy ation tment					8		
ce at mber 30,	$	$	$	$ 4,600	$ 10,740	$ 570	$ 15,91
mulated rtization:							
ce at mber 31,	$ (948)	$ (120)	$ (44)	$ (1,295)	$ (5,924)	$ (38)	$ (8,36
rtization nse	(72)	(90)	(33)	(695)	(2,055)	(332)	(3,27
rment of gible s	959	210	77	865	5,118	87	7,31

ncy ation tment	(10)				45	(2)	3
ce at mber 31,	$ (71)	$	$	$ (1,125)	$ (2,816)	$ (285)	$ (4,29
rtization nse	(59)			(230)	(589)	(285)	(1,16
rment of gible s	130						13
ncy ation tment					(8)		(
ce at mber 30,	$	$	$	$ (1,355)	$ (3,413)	$ (570)	$ (5,33
gible s, net at mber 30,	$	$	$	$ 3,245	$ 7,327	$	$ 10,57
gible s, net at mber 31,	$ 206	$	$	$ 3,475	$ 7,916	$ 285	$ 11,88

Of the total intangible assets, certain acquired intangible assets are designated in a currency other than U.S. Dollars and are adjusted each reporting period for the change in foreign exchange rates between the balance sheet dates. Each period the Company evaluates the estimated remaining useful life of purchased intangible assets and whether events or changes in circumstances warrant a revision to the remaining period of amortization and adjusts the useful life, as appropriate and amortization is prospectively adjusted over the remaining useful live. Intangible assets subject to amortization are amortized over their useful lives as shown in the table above. The Company evaluated its amortizable intangible assets for impairment at the end of each reporting periods and concluded that no indicators of impairment existed, other than the periods mentioned below.

2013 Impairment Test

As noted above, the Company began a strategic review of certain under-performing business units for potential divestiture during the third quarter of fiscal 2013. As a consequence, the Company performed an impairment analysis for intangible assets in accordance with its accounting policy for reviewing long-lived assets for impairment. As a result of this analysis, the Company identified that backlog is impaired and recorded an impairment charge in its condensed consolidated statements of operations of $0.1 million during the three and nine months ended September 30, 2013. Based on this analysis, the Company expects to recover the remaining balance of identified intangible assets of $10.6 million.

2012 Impairment Test

As noted above, the Company performed an interim goodwill impairment analysis as of June 30, 2012 and in conjunction also performed an impairment analysis for intangible assets in accordance with its accounting policy for reviewing long-lived assets for impairment. Management determined the estimated undiscounted cash flows and the fair value of the identified intangible assets to measure the impairment loss and in doing so relied in part upon an independent third-party valuation report. The impairment analysis for intangible assets indicated that some of the identified intangible assets are not recoverable as the sum of its estimated future undiscounted cash flows were below the asset s carrying value. Accordingly, the Company estimated the fair value of these identified intangible assets using a discounted cash flow analysis to measure the impairment loss. The discounted cash flow analysis requires estimates such as expected revenue, gross margin and operating expenses, in order to discount the sum of future independent cash flows using discount rates which were determined based on an analysis of each individual identified intangible asset group and consideration of the aggregate business of the Company. The discount rates used in the present value calculations were in the range of 16% to 20%, except for one asset group where it was 50%. The discount rates were derived from a weighted average cost of capital

(WACC) analysis, adjusted to reflect additional risks related to each asset s characteristics. The Company tested the reasonableness of the inputs and outcomes of its discounted cash flow analysis by comparing these items to available market data.

As a result of this analysis, the Company concluded that certain of its intangible assets were impaired and recorded an impairment charge in its condensed consolidated statements of operations of $24.8 million during the year ended December 31, 2012, of which $23.9 million was recorded during the three months ended June 30, 2012 and $0.9 million was recorded during the three months ended September 30, 2012.

The following table illustrates the amortization expense included in the condensed consolidated statements of operations for the three and nine months ended September 30, 2013 and 2012 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Cost of revenue	$ 96	$ 91	$ 289	$ 794
Selling and marketing	197	333	874	2,050
Total	$ 293	$ 424	$ 1,163	$ 2,844

The estimated future amortization expense of purchased intangible assets with definite lives for the next five years is as follows (in thousands):

September 30, 2013:	
2013 (remaining three months)	$ 388
2014	1,455
2015	1,455
2016	1,455
2017	1,455
2018 and thereafter	4,364
Total	$ 10,572

8. Related-Party Transactions

Hirsch Acquisition Secure Keyboards and Secure Networks. Prior to the Company s acquisition of Hirsch Electronics Corporation (Hirsch), effective November 1994, Hirsch had entered into a settlement agreement (the 1994 Settlement Agreement) with two limited partnerships: Secure Keyboards, Ltd. (Secure Keyboards) and Secure Networks, Ltd. (Secure Networks), whereby Hirsch was obligated to make royalty based payments to Secure Keyboards and Secure Networks. Secure Keyboards and Secure Networks were related to Hirsch through certain common shareholders and limited partners, including Hirsch s then-president Lawrence Midland, who is now the president and a director of the Company. Following the acquisition of Hirsch, Mr. Midland continues to own 30% of Secure Keyboards and 9% of Secure Networks.

On April 8, 2009, Secure Keyboards, Secure Networks and Hirsch amended and restated the 1994 Settlement Agreement to replace the royalty-based payment arrangement under the 1994 Settlement Agreement with a new, definitive installment payment schedule with contractual payments to be made by Hirsch in future periods through 2020 (the 2009 Settlement Agreement). Prior to the acquisition of Hirsch, the Company was not a party to the 2009 Settlement Agreement. The Company has, however, provided Secure Keyboards and Secure Networks with a limited guarantee of Hirsch s payment obligations under the 2009 Settlement Agreement (the Guarantee). The 2009 Settlement Agreement and the Guarantee became effective upon the acquisition of Hirsch on April 30, 2009. Hirsch s annual payment to Secure Keyboards and Secure Networks in any given year under the 2009 Settlement Agreement is subject to increase based on the percentage increase in the Consumer Price Index during the prior calendar year.

The final payment to Secure Networks was due on January 30, 2012 and the final payment to Secure Keyboards is due on January 30, 2021. Hirsch s payment obligations under the 2009 Settlement Agreement will continue through the calendar year period ending December 31, 2020, unless Hirsch elects at any time on or after January 1, 2012 to earlier satisfy its obligations by making a lump-sum payment to Secure Keyboards.

The Company recognized $0.2 million and $0.5 million of interest expense for the interest accreted on the discounted liability amount during the three and nine months ended September 30, 2013, respectively, and $0.2 million and $0.5 million of interest expense during the three and nine months ended September 30, 2012, respectively, which is included as a component of interest expense, net in its condensed consolidated statements of operations. As of September 30, 2013 and December 31, 2012, approximately $6.9 million and $7.2 million, respectively, were outstanding for related-party liability in connection with the Hirsch acquisition, of which approximately $1.1 million and $1.1 million, respectively, were shown as a current liability on the condensed consolidated balance sheets.

The payment amounts for related-party liability in connection with the Hirsch acquisition for the next five years are as follows (in thousands):

September 30, 2013:	
2013 (remaining three months)	$ 274
2014	1,131
2015	1,176
2016	1,223
2017	1,272
Thereafter	4,616
Present value discount factor	(2,768)
Total	$ 6,924

payment solution Acquisition Unsecured Loan. In connection with its acquisition of payment solution, through its majority-owned subsidiary, Bluehill ID AG, the Company assumed an unsecured loan payable to Mountain Partners AG, a significant shareholder of the Company. At the inception of the loan agreement, an amount of 250,000 was provided for working capital needs. An amount of 327,000, or approximately $0.4 million, was outstanding as of the payment solution acquisition date of January 30, 2012. The loan carries an interest rate of 8% per year. There are no specific payment terms and the amount outstanding under the loan agreement, including accrued interest, is due to be paid upon demand by Mountain Partners AG. The Company recorded interest expense on the loan of $6,900 and $21,900 during the three and nine months ended September 30, 2013, and $6,200 and $17,200 during the three and nine months ended September 30, 2012, respectively which is included as a component of interest expense, net, in the condensed consolidated statements of operations. The Company initiated discussions with Mountain Partners early in September 2013 to restructure its obligations under unsecured loan as it became apparent that it would prove difficult to continue to fulfill its obligations. The Company has not made any payments of principal or interest to Mountain Partners since it has assumed this loan in January 2012. As of September 30, 2013 and December 31, 2012, $0.5 million and $0.5 million, respectively, were outstanding under the loan, which is shown as a current liability on the condensed consolidated balance sheets.

9. Financial Liabilities

Financial liabilities consist of (in thousands):

	September 30, 2013	December 31, 2012
Current liabilities:		
Secured note	$ 2,896	$ 2,404
Acquisition debt note		418
Equipment financing liabilities	1,916	973
Bank loan	1,532	428
Bank line of credit	76	253

Mortgage loan payable to bank		57		56
Total current liabilities	$	6,477	$	4,532
Non-current liabilities:				
Secured note	$	4,061	$	6,167
Equipment financing liabilities				1,619
Bank loan				1,284
Mortgage loan payable to bank		698		725
Total non-current liabilities	$	4,759	$	9,795
Total	$	11,236	$	14,327

Secured Debt Facility

On October 30, 2012, the Company entered into a Loan and Security Agreement (the Loan Agreement) with Hercules Technology Growth Capital, Inc. (the Lender). The Loan Agreement provides for a term loan in aggregate principal amount of up to $10.0 million with an initial drawdown of $7.5 million and, provided certain financial and other requirements are met, an additional $10.0 million in loan advances, all upon the terms and conditions set forth in the Loan Agreement. The initial drawdown of $7.5 million is reflected in the Secured Term Promissory Note dated October 30, 2012 (the Secured Note). The obligations of the

Company under the Loan Agreement and the Secured Note are secured by substantially all assets of the Company (Collateral). The Company received net proceeds of approximately $6.9 million after incurring approximately $0.6 million in issuance costs related to the Secured Note. The issuance costs are amortized into interest expense in accordance with ASC Topic 835-30, Imputation of Interest (ASC 835-30) over the term of the loan agreement. Amongst other commitments, the Loan Agreement requires the Company to maintain a certain amount of revenue, EBITDA, and current ratio on a consolidated basis (covenants). If any covenants are not met, the violation may constitute an event of default. Upon the occurrence and during the continuance of an event of default, the Lender may, at its option, do any of the following, including: accelerate and demand payment of all or any part of the secured obligations together with a prepayment charge, declare all obligations immediately due and payable, and release, hold, sell, lease, liquidate, collect, realize upon, or otherwise dispose of all or any part of the collateral and the right to occupy, utilize, process and commingle the Collateral. The agreement also provides for definitions and construction of the Loan Agreement, terms of payment, conditions of loans, creation of security interest, representations and warranties, affirmative and negative covenants, events of default, and the Lender s rights and remedies. In addition, under the terms of the Loan Agreement, the Company and its subsidiaries are restricted in their ability to declare or pay cash dividends or to make cash distributions, except that the Company s subsidiaries may pay dividends and make distributions to the Company. The Loan Agreement provides that, subject to the terms and conditions contained therein (including compliance with financial covenants), beginning October 1, 2013 and continuing until December 31, 2013, the Company may request an additional advance in an aggregate amount up to $2.5 million, however the Company has no intent of requesting this additional advance amount. After full drawdown of the $10.0 million term loan, the Company has the opportunity to secure additional advances up to a further $10.0 million subject to compliance with certain conditions and covenants as set out in the Loan Agreement or as may be otherwise required by the Lender. The Secured Debt Note matures on November 1, 2015 and bears interest at a rate of the greater of (i) the prime rate plus 7.75% and (ii) 11.00%. Interest on the Secured Note is payable monthly beginning on November 1, 2012, and the principal balance is payable in 30 equal monthly installments beginning on May 1, 2013.

In connection with the initial advance, the Company paid a $150,000 facility charge to the Lender, of which 50% will be credited to the Company if all advances under the Loan Agreement are repaid on but not before maturity. The Company may prepay outstanding amounts under the Secured Note, subject to certain prepayment charges as set out in the Loan Agreement. The Company will also pay additional fees to the Lender in the aggregate of $1,000,000, payable in three equal annual installments beginning on October 30, 2013. The entire amount of these fees is immediately due and payable if the Company prepays all of its obligations under the Loan Agreement or if the Lender declares all obligations due and payable after an event of default thereunder. The Company recorded interest expense on the Secured Note of $0.2 million and $1.1 million during the three and nine months ended September 30, 2013 in its condensed consolidated statements of operations.

The Company initiated discussions with the Lender early in 2013 as it became apparent that certain of the covenant thresholds would prove difficult to maintain. The Company and the Lender entered into a first amendment to the Loan Agreement on March 5, 2013 that reduced the monthly EBITDA requirement for the period January 1, 2013 through May 31, 2013. As consideration for the first amendment, the Company paid cash of $76,268 in fees. The Company entered into a second amendment to the Loan Agreement on April 22, 2013 that changes the period for the measurement of EBITDA to occur on a quarterly, rather than monthly basis. As consideration for the second amendment, the Company paid cash of $114,397 in fees. The Company and the Lender entered into a third amendment to the Loan Agreement on August 7, 2013 that changed the terms for prepayment of the loan and changed the amount of minimum EBITDA for the second, third and fourth quarter of 2013. The third amendment permits the Company to prepay a portion of the outstanding Advances (in addition to allowing full prepayment of the Advances) by paying the applicable prepayment charge together with the pro-rated End of Term Charge (as defined in the original agreement). In addition, the Lender also added a financial covenant for the Company to raise $6,000,000 in equity financing between July 1, 2013 and August 31, 2013. As stated in Note 4, Stockholders Equity of Identive Group, Inc., the Company raised $7.1 million in private placement on August 14, 2013. As of September 30, 2013, the Company was in compliance with all covenants. As consideration for the third amendment, the Company paid cash of $106,000 in fees and issued a warrant to purchase 992,084 shares of its common stock at an exercise price of $0.71

per share to Hercules on August 7, 2013. The warrant was issued in reliance upon the exemptions from the registration requirements under the Securities Act of 1933, as amended, in accordance with Section 4(a)(2) thereof. The term of the warrant is five years and contains usual and customary terms. The Company calculated the fair value of the warrants using the Black-Scholes option pricing model using the following assumptions: estimated volatility of 99.00%, risk-free interest rate of 1.38%, no dividend yield, and an expected life of five years. The fair value of the warrants is determined to be $0.5 million. The warrants are classified as equity in accordance with ASC 505 as the settlement of the warrants will be in shares and are within the control of the Company.

The considerations, both cash and equity, paid for the loan agreement amendments as mentioned above are recorded as discounts on secured note and reported in the balance sheet as an adjustment to the carrying amount of the secured debt liability and not presented as a deferred charge, pursuant to ASC 835-30. The loan agreement amendments fees are amortized into interest expense pursuant to ASC 835-30 over the remaining term of the loan agreement.

Acquisition Debt Note

In connection with its acquisition of FCI Smartag Pte. Ltd. (Smartag) in November 2010, the Company issued a debt note with a face value of $2.2 million to FCI Asia Pte. Ltd. The debt note carries an interest rate of 6% per year, compounded daily, and is payable within 30 months from the closing date. The acquisition debt note was fully paid off in May 2013. The Company recorded interest expense on the debt note of $0 and $7,000 during the three and nine months ended September 30, 2013, respectively, and $11,000 and $43,000 during the three and nine months ended September 30, 2012, respectively, in its condensed consolidated statements of operations.

Other Obligations

In connection with its acquisition of payment solution, through its majority-owned subsidiary Bluehill ID AG the Company acquired obligations for equipment financing liabilities, a bank loan and a revolving line of credit payable to a bank.

The equipment financing liabilities in connection with its acquisition of payment solution are partially secured by payment solution s systems installed in the stadiums to which they relate and will mature in 2014. Amounts outstanding under the equipment finance obligations accrue interest in the range of 8.6% to 18.6%, and interest is payable quarterly. payment solution was obligated to pay a quarterly sum of $0.2 million in principal and interest during 2012. The payments increased to $0.3 million per quarter in 2013, with a final payment of $0.8 million due in October 2014. The Company recorded interest expense on the equipment financing obligations of $0.1 million and $0.3 million during the three and nine months ended September 30, 2013, respectively, and $0.1 million and $0.3 million during the three and nine months ended September 30, 2012, respectively, in its condensed consolidated statements of operations. The Company initiated discussions with the lessor early in September 2013 to restructure its obligations under equipment financing liabilities as it became apparent that it would prove difficult to continue to fulfill its obligations. As a result, these liabilities are classified as current in accordance with ASC 470, Debt (ASC 470) as of September 30, 2013.

A bank loan with Kreditbank fuer Wiederaufbau, Germany (KFW) assumed in connection with the acquisition of payment solution is secured by some of payment solution s tangible assets installed in the various stadiums and will mature in 2017. Amounts outstanding under the bank loan accrue interest at 11.15% and interest is payable quarterly. payment solution is obligated to pay a quarterly sum of $0.1 million in principal and interest over the life of the loan. The Company recorded interest expense on the bank loan of $50,000 and $0.2 million during the three and nine months ended September 30, 2013, respectively, and $50,000 and $0.1 million during the three and nine months ended September 30, 2012, respectively, in its condensed consolidated statements of operations. The Company initiated discussions with KFW early in September 2013 to restructure its obligations under the bank loan as it became apparent that it would prove difficult to continue to fulfill its obligations. As a result, these bank loan liabilities are classified as current in accordance with ASC 470 as of September 30, 2013.

The total amount that can be advanced under the revolving line of credit related to the acquisition of payment solution is approximately $0.1 million. The advances on the revolving line of credit accrue interest at a base rate of 6.25% up to 11.25%, payable quarterly. Any advances over the limit will accrue interest at 15.95%. The revolving line of credit is ongoing with no specific end date. Interest expense on the line of credit was approximately $3,000 and $9,000 during the three and nine months ended September 30, 2013, respectively. Interest expense was $3,000 and $9,000 during the three and nine months ended September 30, 2012.

In connection with its acquisition of Bluehill ID, the Company acquired an obligation for a mortgage loan and a related revolving line of credit payable to a bank. The mortgage loan and the revolving line of credit are related to one of the 100%-owned subsidiaries of Bluehill ID and are secured by the land and building to which it relates as well as total inventory, machinery, stock, products and raw materials of the subsidiary. Amounts outstanding under the mortgage loan accrue interest at 5.50%, and interest is payable monthly. The mortgage loan will mature in 2026. The Company is obligated to pay a monthly amount of approximately $4,800 over the life of the mortgage loan towards the principal amount in addition to monthly interest payments. The total amount that can be advanced under the line of credit is approximately $0.3 million. The advances on the revolving line of credit accrue interest at a base rate determined by the bank plus 2%, payable quarterly. Any advances over the limit will accrue interest at 10.75%. The revolving line of credit is ongoing with no specific end date. The Company recorded interest expense of $16,000 and $41,000 during the three and nine months ended September 30, 2013, respectively, and $11,000 and $40,000 during the three and nine months ended September 30, 2012, respectively, in its condensed consolidated statements of operations.

The following table summarizes the Company s financial obligations for the next five years as of September 30, 2013:

(in thousands)	2013 (remaining three months)	2014	2015	2016	2017	Thereafter	Total
Secured note	$ 990	$ 2,915	$ 3,052	$	$	$	$ 6,957
Equipment financing liabilities	1,916						1,916
Bank loan (KFW)	1,532						1,532
Mortgage loan payable to bank	14	57	57	57	57	513	755
Bank line of credit	76						76
	$ 4,528	$ 2,972	$ 3,109	$ 57	$ 57	$ 513	$ 11,236

10. Segment Reporting, Geographic Information and Major Customers

ASC Topic 280, Segment Reporting (ASC 280) establishes standards for the reporting by public business enterprises of information about operating segments, products and services, geographic areas, and major customers. The method for determining what information to report is based on the way that management organizes the operating segments within the Company for making operating decisions and assessing financial performance. An operating segment is defined as a component of an enterprise that engages in business activities from which it may earn revenue and incur expenses and about which separate financial information is available. The Company s chief operating decision makers (CODM) are considered to be its CEO and CFO.

The Company currently has two reportable business segments, both of which focus on providing secure identification solutions. In the Identity Management segment, the Company offers physical access control and security systems and services, cloud-based credential management solutions, customized ID solutions for identity management, payment and other applications, and card-based payment systems for sports stadiums and other venues. In the ID Products segment, the Company offers secure identification products including smart card technology-based readers, terminals and tokens, and radio frequency identification (RFID) and NFC inlays and inlay-based tags, labels and cards.

The CODM reviews financial information and business performance for each operating segment and also for the Identity Management and ID Products reportable segment. The Company evaluates the performance of its segments at the total revenue and total gross margin level. The company does not track revenue by products and services at segment level. The CODM does not review operating expenses or assert information for purposes of assessing performance or allocating resources.

Summary information by segment is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Identity Management:				
Revenues from external customers	$ 12,331	$ 13,833	$ 33,977	$ 40,721
Intersegment revenue	17	1	22	20
Total Identity Management revenue	12,348	13,834	33,999	40,741
Elimination of intersegment revenues	(17)	(1)	(22)	(20)
Total revenue	$ 12,331	$ 13,833	$ 33,977	$ 40,721
Gross profit	$ 5,666	$ 6,872	$ 15,422	$ 19,053
Gross profit %	46%	50%	45%	47%
ID Products:				
Revenues from external customers	$ 13,937	$ 9,112	$ 36,950	$ 27,286
Intersegment revenue	171	106	463	414
Total ID Products revenue	14,108	9,218	37,413	27,700
Elimination of intersegment revenues	(171)	(106)	(463)	(414)
Total revenue	$ 13,937	$ 9,112	$ 36,950	$ 27,286
Gross profit	$ 5,657	$ 2,848	$ 13,249	$ 9,005

Gross profit %	41%	31%	36%	33%
Total:				
Net revenue	$ 26,268	$ 22,945	$ 70,927	$ 68,007
Gross profit	11,323	9,720	28,671	28,058
Gross profit %	43%	42%	40%	41%

Geographic revenue is based on selling location. Information regarding revenue by geographic region is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Americas:				
United States	$ 14,873	$ 12,718	$ 36,816	$ 35,213
Other	78	296	459	626
Total Americas	14,951	13,014	37,275	35,839
Europe and the Middle East:				
Germany	5,964	4,156	18,186	14,445
Other	2,393	2,497	6,916	7,582
Total Europe and the Middle East	8,357	6,653	25,102	22,027
Asia-Pacific:				
Singapore	1,803	2,040	5,016	6,633
Other	1,157	1,238	3,534	3,508
Total Asia-Pacific	2,960	3,278	8,550	10,141
Total	$ 26,268	$ 22,945	$ 70,927	$ 68,007
Revenues:				
Americas	57%	57%	53%	53%
Europe	32%	29%	35%	32%
Asia-Pacific	11%	14%	12%	15%
Total	100%	100%	100%	100%

No customers exceeded 10% of total revenue during the three and nine months ended September 30, 2013 or 2012. No customer represented 10% of the Company s accounts receivable balance at September 30, 2013 or December 31, 2012.

The Company tracks assets by physical location. Long-lived assets by geographic location are as follows (in thousands):

	September 30, 2013	December 31, 2012
Property and equipment, net		
Americas:		
United States	$ 1,657	$ 1,071
Other	1	1
Total Americas	1,658	1,072
Europe:		
Germany	3,278	3,378
Netherlands	1,079	1,123
Other	347	412
Total Europe	4,704	4,913

Asia-Pacific				
Singapore		2,365		2,799
Other		110		108
Total Asia-Pacific		2,475		2,907
Total	$	8,837	$	8,892

11. Defined Benefit Plans

The Company assumed sponsorship of two statutory pension plans in Switzerland as part of the Bluehill ID acquisition on January 4, 2010, and assumed sponsorship of another Swiss statutory pension plan as part of the polyright acquisition on July 18, 2011. These pension plans are maintained by private insurance companies, and in accordance with Swiss law, the plans function as defined contribution plans whereby employee and employer contributions are defined based upon a percentage of an individual s salary, depending on the age of the employee, and using a minimum guaranteed interest rate, which is annually defined by the Swiss Federal Council and reviewed every two years. These plans are accounted for as defined benefit plans in accordance with ASC Topic 715, Compensation-Retirement Benefits (ASC 715).

The net periodic pension cost for the Company s pension plans includes the following components for the three and nine months ended September 30, 2013 and 2012 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012 (1)	2013	2012 (1)
Service cost	$ 80	$	$ 236	$
Interest cost	21		63	
Expected return on plan assets	(15)		(45)	
Amortization of prior service cost	6		17	
Amortization of transition obligation	12		38	
Net periodic pension cost	$ 104	$	$ 309	$

(1)As stated in Note 1 to the Consolidated Financial Statements in its 2012 Annual Report on Form 10-K, the Company began accounting for its pension plans as defined benefit plans in the fourth quarter of 2012 as a correction of an error. Prior to that date, no amounts were recognized in the first three quarters of 2012.

12. Accumulated Other Comprehensive Income (Loss)

The changes in accumulated other comprehensive income (AOCI) by component, net of tax and noncontrolling interest, for the first nine months of 2013 are as follows (in thousands) :

	Foreign Currency Translation	Defined Benefit Pension Plans	Total
Balance as of December 31, 2012	$ 1,611	$ (232)	$ 1,379
Other comprehensive income before reclassifications	(641)		(641)
Amounts reclassified from AOCI		55	55
Net other comprehensive income (loss)	(641)	55	(586)
Balance as of September 30, 2013	$ 970	$ (177)	$ 793

The reclassifications out of AOCI for the nine-month period ended September 30, 2013, are as follows (in thousands, net of tax of nil):

Details about AOCI Components	Amount Reclassified from AOCI Nine Months Ended September 30, 2013	Statement of Operations Presentation
Defined benefit pension plans:		

Amortization of prior service costs	$	17	General and administrative expenses
Amortization of transition obligation		38	General and administrative expenses
Total reclassifications for the period	$	55	

13. Restructuring and Severance

During September 2013, there was a change of the Company s chief executive officer and, as part of management s efforts to simplify business operations, certain non-core functions were eliminated, which resulted in restructuring and severance costs of $1.3 million in both the third quarter and first nine months of 2013, primarily related to severance paid or accrued for our former chief executive officer and other employees. The amount accrued for restructuring and severance during September 2013 was $1.3 million and is outstanding as of September 30, 2013.

In June 2012 the Company announced a series of cost reduction measures designed to align its business operations with the current market and macroeconomic conditions. Cost reduction measures included acceleration of the elimination of duplicate expenses at newly acquired companies, reductions in other general and administrative expenses, the consolidation of facilities, a reduction in the Company s global workforce, and temporary reductions in executive and management salaries and Board fees. The Company incurred restructuring charges of $0.3 million during the nine months ended September 30 2012. All restructuring actions related to the 2012 Restructuring Plan were completed in the fourth quarter of 2012.

14. Commitments

The Company leases its facilities, certain equipment, and automobiles under non-cancelable operating lease agreements. Those lease agreements existing as of September 30, 2013 expire at various dates during the next five years.

The Company recognized rent expense of $0.5 million and $1.5 million for the three and nine months ended September 30, 2013, respectively, and $0.6 million and $1.7 million for the three and nine months ended September 30, 2012, respectively, in its condensed consolidated statements of operations.

Purchases for inventories are highly dependent upon forecasts of customer demand. Due to the uncertainty in demand from its customers, the Company may have to change, reschedule, or cancel purchases or purchase orders from its suppliers. These changes may lead to vendor cancellation charges on these purchases or contractual commitments.

The following table summarizes the Company s principal contractual obligations as of September 30, 2013:

(in thousands)	Operating Leases	Purchase Commitments	Other Contractual Obligations	Total
2013 (remaining three months)	$ 685	$ 7,834	$ 153	$ 8,672
2014	1,905	1,352	40	3,297
2015	956		40	996
2016	647		29	676
2017	410			410
Thereafter	29			29
Total	$ 4,632	$ 9,186	$ 262	$ 14,080

The Company provides warranties on certain product sales, which range from 12 to 24 months, and allowances for estimated warranty costs are recorded during the period of sale. The determination of such allowances requires the Company to make estimates of product return rates and expected costs to repair or to replace the products under warranty. The Company currently establishes warranty reserves based on historical warranty costs for each product line combined with liability estimates based on the prior 12 months sales activities. If actual return rates and/or repair and replacement costs differ significantly from the Company s estimates, adjustments to recognize additional cost of sales may be required in future periods. Historically the warranty accrual and the expense amounts have been immaterial.

15. Subsequent Event

On November 7, 2013, the Board, after reviewing strategic options, committed to a plan designed to simplify the Company s business structure and support a revised strategy to focus on high-growth technology trends within the security market including cloud-based services and mobile access. This plan includes the sale of the Company s U.S. Multicard business group as well as the sale of all of the assets related to the Company s Tagtrail mobile services platform. The Company expects to execute agreements to sell each of these assets in the next six months; however, the Company cannot assure any outcome or the timing of any outcome related to this process.

For financial reporting purposes, beginning in the fourth fiscal quarter of 2013, the Company intends to classify the assets related to its U.S. Multicard business group and its Tagtrail mobile services platform as discontinued operations, and expects to report income from discontinued operations and a separate expected disposal loss from the write-down to fair value of the net assets held for sale. At this time, the Company is unable in good faith to make a determination of an estimate or range of estimates with respect to the charges associated with this decision. As of September 30, 2013, the carrying amount of assets related to Company s Tagtrail mobile services platform is insignificant. As of September 30, 2013, the carrying amounts of the major classes of assets and liabilities included as part of Multicard disposal group are as follows (in thousands):

Accounts receivable	$ 714
Inventories	423
Goodwill	1,310
Accounts payable	(431)
Deferred revenue	(1,039)
Accrued expenses and other liabilities	(225)

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 for purposes of the safe harbor provisions under Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements, other than statements of historical facts, include statements on our ability to execute our growth strategy, expand our business, leverage our opportunities, enter new markets, capitalize on the growth in our industries, develop and improve new technology, and similar statements regarding our strategy, future operations, financial position, projected results, estimated revenues or losses, projected costs, prospects, plans, market trends, competition and objectives of management. In some cases, you can identify forward-looking statements by terms such as will, believe, could, should, would, may, anticipate, intend, plan, estimate, expect negative of these terms or other similar expressions. Although we believe that our expectations reflected in or suggested by the forward-looking statements that we make in this Quarterly Report on Form 10-Q are reasonable, we cannot guarantee future results, performance or achievements. You should not place undue reliance on these forward-looking statements. All forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, even if our expectations change, whether as a result of new information, future events or otherwise.

We also caution you that such forward-looking statements are subject to risks, uncertainties and other factors, not all of which are known to us or within our control, and that actual events or results may differ materially from those indicated by these forward-looking statements. Such factors include our ability to successfully integrate strategic businesses that we acquire, our ability to reduce costs associated with strategic acquisitions, our ability to anticipate product demand, our ability to obtain supplies for products in a timely manner, and our ability to retain key personnel, as well as those additional factors listed in the Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2012. These cautionary statements qualify all of the forward-looking statements included in this Quarterly Report on Form 10-Q that are attributable to us or persons acting on our behalf.

The following information should be read in conjunction with the unaudited condensed consolidated financial statements and notes thereto set forth in Part I Item 1 of this Quarterly Report on Form 10-Q and with the audited financial statements and notes thereto contained in our Annual Report on Form 10-K for the year ended December 31, 2012.

Overview

Identive Group, Inc. (Identive, the Company , we and us) provides trusted products and solutions that address the markets for identity management, physical and logical/cyber access control, and near field communication (NFC)- and radio frequency identification (RFID)-enabled applications for customers in the government, enterprise, consumer, education and healthcare sectors.Our offerings include hardware products, software, integrated systems and services. Our common stock is listed on the NASDAQ Global Market in the U.S. under the symbol INVE and the Frankfurt Stock Exchange in Germany under the symbol INV.

We operate in two segments, Identity Management Solutions & Services (Identity Management) and Identification Products & Components (ID Products):

In our Identity Management segment we design, supply, implement and manage integrated solutions, systems and services in diverse markets that enable the secure management of credentials used for the identification of people and the granting of rights and privileges based on defined policies. Our Identity Management offerings include: integrated physical and logical (i.e., PC, network or cyber) access control and security solutions and cloud-based credential management solutions; and customized ID solutions for multifunction IDs, cashless and mobile payment programs and other applications. Our Identity Management end-customers operate in the government, education, enterprise and commercial markets and can be found in multiple vertical market segments including public services administration, military and defense, law enforcement, healthcare, banking, industrial, retail and critical infrastructure.

In our ID Products segment we design and manufacture both standard and highly specialized smart card technology-based products and components including readers, terminals and tokens; and RFID and NFC inlays and inlay-based tags, labels, stickers and cards. Our products are used in the government, enterprise and consumer markets for a number of identity-related applications, including logical access, physical access, eHealth, eGovernment, electronic ID, mobile payment, loyalty schemes, and transportation and event ticketing.

We primarily conduct our own sales and marketing activities in each of the markets in which we compete, utilizing our own sales and marketing organization to solicit prospective channel partners and customers, provide technical advice and support with respect to products, systems and services, and manage relationships with customers, distributors and OEMs. We sell our identification products directly to end users and utilizing indirect sales channels that may include OEMs, dealers, systems integrators, value added resellers, resellers or Internet sales. We also maintain an online marketplace for our NFC products at www.IdentiveNFC.com. We sell our Identity Management solutions primarily through systems integrators, dealers and value added local partners, though we also sell directly to end users.

Our corporate headquarters are located in Orange County California and our European and operational headquarters are located in Ismaning, Germany, where our financial reporting process is performed. We maintain facilities in Chennai, India for research and development and in Australia, Canada, Germany, Hong Kong, Japan, The Netherlands, Singapore, Switzerland and the U.S. for local operations and sales. The Company was founded in 1990 in Munich, Germany and incorporated in 1996 under the laws of the State of Delaware.

Recent Trends and Strategies for Growth

Since January 2010, our strategy has been to leverage our significant expertise in smart card-based security, RFID and other core identification technologies to address a broad range of applications in the security industry. In September 2013, Jason Hart, formerly an executive vice president of the company, became our chief executive officer and currently is in the process of implementing a series of strategic changes to our business. These changes include simplification of our business structure and a strategic review of our business activities. Currently we are reorganizing our business structure to operate as a single, unified company rather than as a group of individual businesses. As part of this process, we are aligning our management team and our operational activities by function (for example engineering, sales, marketing, customer service and information technology), which will allow us to manage key activities on a global basis. As a consequence of our strategic business review, we intend to consolidate or dispose of non-core, under-performing businesses and concentrate our focus and future investments to address high-growth technology trends within the security market including cloud-based services and mobile access. In November 2013 our Board of Directors committed to a plan to commence the implementation of a portion of this strategy. See Item 1, Financial Statements, Note 15 of Notes to Condensed Consolidated Financial Statements, Subsequent Events. We expect that these changes will result in significant operational cost savings and intend to communicate the results of these changes more fully in early 2014.

Trends in our Business

Sales Trends

Sales in the first nine months of 2013 were $70.9 million, up 4% from $68.0 million in the first nine months of 2012. More than one-quarter of our sales come from RFID and NFC products, which have grown nearly 75% year to date primarily as a result of large orders for NFC tags and inlays to support a variety of applications and devices. Sales of our smart card readers and tokens account for approximately one-quarter of our business, and have risen 10% in 2013, reflecting continued strong demand to support cybersecurity and network access programs around the world. Growth in product sales has been partially offset by a significant decline in sales of our access control solutions as a result of the U.S. Government budget sequester. We believe this decline is temporary and in fact saw a 46% improvement in sales of access control systems in the 2013 third quarter compared with the second quarter. Access control systems typically account for approximately 30% of our sales, but currently comprise slightly less than one-quarter of our business. ID solutions contribute the majority of our remaining sales and have decreased 10% in 2013. Sales of our cloud-based identity management solution, while still a small component of our total revenue, are beginning to make a meaningful contribution following the receipt of our first significant long-term contracts in the 2013 second and third quarters.

Gross profit margin was 40% in the first nine months of 2013, compared with 41% in the same period of 2012, primarily resulting from lower sales of our access control and ID solutions, partially offset by higher sales and stronger margins in our RFID and NFC products business.

Sales in the Americas. Sales in the Americas were $37.3 million in the first nine months of 2013, accounting for 53% of total revenue and up 4% compared with $35.8 million in the first nine months of 2012. Sales of smart card readers and access control solutions for employee ID programs within various U.S. Government agencies comprise a significant proportion of our revenues in the Americas region, which also includes Canada and Latin America.

Sales of our access control solutions in the Americas decreased by approximately 24% in the first nine months of 2013 compared with the same period of the previous year, primarily due to project and sales delays and deferrals as a result of the reduction in spending brought about by the U.S. Government sequester and its impact on our federal agency customers. The negative impact of the sequester was more pronounced in the first half of 2013, and sales of access control solutions improved in the 2013 third quarter as government customers adapted to their reduced budgets and prioritized spending for security programs. Third quarter access control sales also benefited from increased spending by government customers in anticipation of the October fiscal year-end, and from increased shipments of our new HIRSCH Mx controller to commercial customers. Sales in October have been adversely impacted by the recent U.S. Federal Government shutdown in what is typically a strong sales month. Following the shutdown our government customers have been slow to return to their normal levels of activity.

As a general trend, U.S. Federal agencies continue to be subject to security improvement mandates under programs such as Homeland Security Presidential Directive-12 (HSPD-12) and reiterated in memoranda from the Office of Management and Budget (OMB M-11-11). We believe that our access control solutions remain among the most attractive offerings in the market to help agencies move towards compliance with federal directives and mandates. Additionally, federal agencies have now adapted to working within the lower budget levels brought about by the sequester and in recent months have been able to prioritize security programs and projects, which provides us with better visibility as to their anticipated spending levels going forward. To expand our sales opportunities beyond the U.S. Government market, in recent months we have released new products and added sales resources to target customers within the healthcare, education and other commercial markets.

Americas sales of RFID and NFC inlays and tags in the first nine months of 2013 nearly quadrupled over the same period of the prior year, primarily due to large NFC orders for video game toy pieces, transit ticketing, mobile payment and other phone-based applications. Sales of smart card readers, tokens and related products in the Americas decreased 2% in the first nine months of 2013 and reflected stable demand to support cybersecurity and network access projects at U.S. Government agencies, despite the sequester. Lower demand from local government and education customers resulted in an 18% decline in ID solutions sales in the U.S. compared with the prior year. Sales of our cloud-based identity management solutions grew more than 400% year over year in the first nine months of 2013, reflecting initial revenues related to our first major contracts, which were received earlier in the year.

Sales in Europe and the Middle East. Sales in Europe and the Middle East (EMEA) were $25.1 million in the first nine months of 2013, accounting for 35% of total revenue and up 14% from $22.0 million in the first nine months of 2012. European sales of RFID and NFC products grew 58% in the first nine months of 2013 compared with the same period of the prior year and included large orders for NFC inlays and tags to support transit ticketing programs, mobile payment and other phone-based applications. Sales of smart card readers and related products grew 10% in the first nine months of 2013 compared with the same period of the prior year, primarily due to increased demand to support ID security programs in the enterprise market. European sales in our ID Solutions business declined 4% in the first nine months of 2013 compared with the same period of the prior year, primarily due to variability in projects and the timing of orders.

Sales in Asia/Pacific. Sales in the Asia/Pacific region were $8.6 million in the first nine months of 2013, accounting for 12% of total revenue and down 15% from $10.1 million the first nine months of 2012. Sales of smart card reader products fell 16% in the first nine months of 2013 compared with the previous year as we migrated to a newer reader chip platform within our distribution channel during the second and third quarters of 2013; this was partially offset by growing demand for readers to support eGovernment applications in Japan throughout the first nine months of 2013. RFID and NFC product sales to Asia/Pacific customers fell 19% in the first nine months of 2013. Additionally, sales of our ID solutions in Australia were 17% lower in the first nine months of 2013 compared with the prior year as a result of variability in the size and timing of orders in this business from period to period.

Looking forward, we expect demand will continue to increase across our markets for products, systems and solutions that address emerging applications such as physical, network and converged access control and the need to authenticate individuals to access various programs and services provided by governments, employers, retailers and other organizations. The trends towards the convergence of cyber and physical access and the marriage of contactless payment technology with mobile devices are beginning to be realized and to drive new activity from governments, enterprises and consumer applications around the world. We believe that our unique portfolio of technology, products, solutions, systems and experience position Identive to address these emergent trends and benefit from their growth.

Seasonality and Other Factors. In our business overall, we may experience significant variations in demand for our offerings quarter to quarter, and overall we typically experience a stronger demand cycle in the second half of our fiscal year. Sales of our access control solutions to U.S. Government agencies are subject to government budget cycles and generally are highest in the third quarter of each year; however the impact of the sequester and the recent U.S. Government shutdown on this seasonal trend is uncertain. Sales of our smart card readers and chips for government programs are impacted by testing and compliance schedules of government bodies as well as roll-out schedules for application deployments, both of which contribute to variability in demand from quarter to quarter. Further, this business is typically subject to seasonality based on commercial and governmental budget cycles, with lowest sales in the first half, and in particular the first quarter of the year, and highest sales in the second half of each year. Sales of our ID solutions globally are impacted by a variety of local market factors including government budget cycles and seasonal sporting event schedules, which typically results in stronger demand in the second half of the year. Sales of our RFID inlays and other products also are generally marginally stronger in the second half of the year.

In addition to the general seasonality of demand, overall U.S. Government expenditure has a significant impact on demand for our products due to the significant portion of our revenues that we believe comes from U.S. Government agencies. Therefore, any significant reduction in U.S. Government spending could adversely impact our financial results and could cause our operating results for the fourth quarter of 2013 to fall below any guidance we provide to the market or below the expectations of investors or securities analysts.

Impairment

As described in Note 7 to the unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q, under our accounting policy and certain accounting standards, we are required to perform an interim analysis of our goodwill and long-lived assets, when there are changes in our business that indicate potential impairment of those assets.

During the third quarter of 2013, as a consequence of a strategic review of certain underperforming parts of our business for potential divestiture and the presence of certain indicators of potential impairment, we performed an interim impairment analysis of our goodwill and long-lived assets during our quarterly close process. As a result of our analysis, we recorded a long-lived assets impairment charge of approximately $0.3 million and a preliminary goodwill impairment charge of approximately $22.6 million in our condensed consolidated statements of operations for the third quarter and first nine months of 2013. While goodwill impairment charges are preliminary, they represent our best estimates as of the date of the filing of this Quarterly Report on Form 10-Q. We expect to complete the goodwill impairment analysis during the fourth fiscal quarter of 2013 and will record any adjustments to this preliminary estimate at that time. These charges affected our financial condition and results of operation for the third quarter ended September 30, 2013; however, they have no impact on our day-to-day operations or liquidity and will not result in any future cash expenditures.

During the second quarter of 2012, because of a significant decline in the Company s stock price and market capitalization and changes to forecasted revenue, gross margin and operating profit, we undertook interim goodwill and long-lived assets impairment analyses in connection with our quarterly close process. As a result of these analyses, we recorded impairment charges to goodwill of $27.1 million in its consolidated statements of operations during the year ended December 31, 2012, of which $21.4 million was recorded during the second quarter, $5.0 million was recorded during the third quarter and $0.7 million was recorded during fourth quarter of 2012. In addition, we recorded impairment charges to long-lived assets of $24.8 million during the year ended December 31, 2012, of which $23.9 million was recorded during the second quarter and $0.9 million was recorded during the third quarter of 2012.

Restructuring and Severance Activities

During the third quarter of 2013, there was a change of our chief executive officer and, as part of our efforts to simplify our business operations, we eliminated certain non-core functions, which resulted in restructuring and severance costs of $1.3 million, primarily related to severance paid or accrued for our former chief executive officer and other employees.

In June 2012 we announced a series of cost reduction measures designed to align our business operations with the current market and macroeconomic conditions. Cost reduction measures included acceleration of the elimination of duplicate expenses at newly acquired companies, reductions in other general and administrative expenses, the consolidation of facilities, a reduction in the Company s global workforce, and nearly $0.5 million of temporary reductions in executive and management salaries and Board fees. All restructuring actions were completed in the fourth quarter of 2012.

Operating Expense Trends

Our base operating expenses (research and development, selling and marketing, and general and administrative expenses), which includes amortization expense from intangible assets, decreased $4.1 million or 10% in the first nine months of 2013 compared with the same period of 2012, primarily as a consequence of expense reductions taken under our 2012 restructuring plan as described above and reduced amortization expense in 2013 as a result of impairment of certain intangible assets in 2012.

As noted under Recent Trends and Strategies for Growth above, we are in the process of simplifying our global business structure and disposing of under-performing businesses and expect that these changes will result in significant operational cost savings, which we intend to communicate more fully once completed.

We have made and continue to make significant investments in the development of products and solutions to position the Company to benefit from the expected growth of the emerging markets for cloud-based identity management, secure mobile authentication and other applications. As these markets do not yet offer significant revenue opportunities, our sales in these areas currently are relatively small and not yet able to compensate for the level of investment required to participate in these markets. In recent periods this has contributed significantly to our operational losses. Additionally, to meet increasing customer demand for RFID and NFC inlays, tags, labels and cards, we have in the past added new manufacturing capacity at our production facility in Singapore and currently are expanding production capacity with the addition of assembly lines at our facility in California and via partnerships with external manufacturers.

Research and Development. We continue to invest in the development of core technology, new solutions offerings and sales and marketing capabilities to address emerging opportunities that we believe hold significant long-term potential for our company. To address the growing opportunities for trusted identity solutions and cloud-based credential issuance and management, we continue to invest in extending our capabilities and expanding our data centers and marketing to support our offerings. Following the launch of next generation physical access control software and hardware platforms in 2012, we have continued to enhance our access control offerings to reinforce and extend our customer base and accommodate new market trends such as secure mobile access. On an ongoing basis, we invest in the development of new contactless readers, tokens and modules, new physical access readers to enable converged physical and logical/cyber access, and in the extension of our contactless platforms. In addition, we continue to enhance and broaden our RFID and NFC inlay designs and technology in the areas of payment, tag on metal, card manufacturing and medical/pharmaceutical tracking applications. Across our business we have new inventions and a number of new patent applications.

We attempt to balance our investments in new technologies, products and services with careful management of our development resources so that our increased development activities do not result in unexpected or significant changes in our overall spending on research and development.

Results of Operations

The comparability of our operating results in the nine months ended September 30, 2013 with the nine months ended September 30, 2012 is impacted by our acquisition of payment solution on January 30, 2012. Results of the payment solution business have been included since its acquisition date.

Revenue

Summary information about our revenue by type and business segment for the three and nine months ended September 30, 2013 and 2012 is shown below (in thousands):

	Three Months Ended September 30,		% change period to period	Nine Months Ended September 30,		% change period to period
	2013	2012		2013	2012	
Products						
Revenues	$ 22,756	$ 18,663	22%	$ 59,421	$ 55,053	8%
% of total revenue	87%	81%		84%	81%	
Services						
Revenues	$ 3,512	$ 4,282	(18)%	$ 11,506	$ 12,954	(11)%
% of total revenue	13%	19%		16%	19%	
Identity Management:						
Revenues	$ 12,331	$ 13,833	(11)%	$ 33,977	$ 40,721	(17)%
% of total revenue	47%	60%		48%	60%	
Gross profit	$ 5,666	$ 6,872		$ 15,422	$ 19,053	
Gross profit %	46%	50%		45%	47%	
ID Products:						
Revenues	$ 13,937	$ 9,112	53%	$ 36,950	$ 27,286	35%
% of total revenue	53%	40%		52%	40%	
Gross profit	$ 5,657	$ 2,848		$ 13,249	$ 9,005	
Gross profit %	41%	31%		36%	33%	
Total						
Revenues	$ 26,268	$ 22,945	14%	$ 70,927	$ 68,007	4%
Gross profit	$ 11,323	$ 9,720		$ 28,671	$ 28,058	
Gross profit %	43%	42%		40%	41%	

Total revenue for the third quarter of 2013 was $26.3 million, up 14% compared with $22.9 million for the third quarter of 2012. For the first nine months of 2013, revenue was $70.9 million, up 4% compared with $68.0 million for the first nine months of 2012. Revenue in both the third quarter and first nine months of 2013 primarily reflected higher sales of our ID Products and lower sales of our Identity Management solutions compared with the same periods of the previous year.

Product revenue includes sales of all non-service related products, software and systems. Services revenue includes sales of payment-related services, professional consulting services and annual maintenance contracts.

In our Identity Management segment we provide solutions and services that enable the secure management of credentials in diverse markets. These solutions include access control, customized ID solutions and cloud-based identity management. The majority of sales in our Identity Management segment are made to customers in the government, education, enterprise and commercial markets and encompass vertical market segments including payment, healthcare, banking, industrial, retail and critical infrastructure. Because of the complex nature of the problems we address for our Identity Management customers, pricing pressure is not prevalent in this segment.

Revenue in our Identity Management segment was $12.3 million in the third quarter of 2013, down 11% from $13.8 million for the third quarter of 2012. Identity Management in the first nine months of 2013 included $0.2 million of incremental revenue from the payment solution business and totaled $34.0 million, a decrease of 17% from $40.7 million in the first nine months of 2012. This decrease primarily was due to project and sales delays and deferrals of access control solutions, which declined 12% in the third quarter and 26% in the first nine months of 2013, mainly as a result of the U.S. Government budget sequester. Sales of our ID solutions fell 14% in the third quarter and 10% in the first nine months of 2013 compared with the previous year, primarily as a result of the timing of orders for payment systems in Europe and Australia and lower demand in the U.S. Sales of our cloud-based identity management offering, while still a small component of our business overall, grew significantly in both the third quarter and first nine months of 2013, as we began to recognize revenue from our first significant orders, which were received earlier in the year.

In our ID Products segment we design and manufacture RFID products and components that are used for a number of identity-based and related applications in the government, enterprise, transportation and financial markets. Our ID Products segment includes sales of smart card, RFID and NFC readers, terminals and tokens as well as software development kits; and RFID and NFC inlays and inlay-based cards, tags, labels and stickers. Sales of our reader products are subject to pricing pressure as embedded readers, which have a lower average selling price than external readers, grow as an overall component of reader shipments. In our RFID and NFC product business, there is a trend towards a higher overall average selling price as we sell a higher proportion of complete tickets and tags in addition to our inlays.

Sales in our ID Products segment were $13.9 million in the third quarter of 2013, up 53% from $9.1 million in the third quarter of 2012. For the first nine months of 2013, ID Products sales were $37.0 million, up 35% from $27.3 million for the first nine months of 2012. The increase in both periods primarily came from higher sales of RFID and NFC products, which grew 131% in the third quarter and 74% in the first nine months of 2013 compared with same periods of the previous year, primarily as a result of large NFC orders to address a variety of applications, including video game companion toys, transit ticketing, mobile payment and other phone-based applications. Smart card reader and token sales also increased10% in the third quarter and 12% in the first nine months of 2013 compared the prior year periods, as a result of continued strong shipments to the U.S. government market despite the federal budget sequester and higher demand from the enterprise market in Europe and the eGovernment market in Japan.

Gross Profit

Gross profit for the third quarter of 2013 was $11.3 million, or 43% of revenue, compared with $9.7 million, or 42% of revenue in the third quarter of 2012. For the first nine months of 2013, gross profit was $28.7 million, or 40% of revenue, compared with $28.1 million, or 41% of revenue for the first nine months of 2012.

By segment, gross profit margin for our Identity Management segment was $5.7 million, or 46% of revenue in the third quarter of 2013, compared to $6.9 million, or 50% of revenue in the third quarter of 2012. For the first nine months of 2013, Identity Management gross profit margin was 15.4 million, or 45%, compared to $19.1 million, or 47% for the first nine months of 2012. The decrease in gross profit margin in this segment primarily was due to lower sales of our access control solutions, which resulted in a smaller dollar contribution to overall gross margin even as the margins in this business remained relatively stable.

Gross profit margin for our ID Products segment was $5.7 million, or 41% of revenue for the third quarter of 2013, compared to $2.8 million, or 31% of revenue in the third quarter of 2012. For the first nine months of 2013, ID Products gross profit margin was $13.2 million, or 36%, compared to $9.0 million, or 33% for the first nine months of 2012. The increase in gross profit margin in both periods primarily was due to the significant increase in NFC product sales and the associated improved manufacturing overhead recoveries.

We expect there will be some variation in our gross profit from period to period, as our gross profit has been and will continue to be affected by a variety of factors, including, without limitation, competition, the volume of sales in any given quarter, manufacturing volumes, product configuration and mix, the availability of new products, product enhancements, software and services, risk of inventory write-downs and the cost and availability of components.

Research and Development Expenses

(In thousands)	Three months ended September 30, 2013	Three months ended September 30, 2012	% change period to period	Nine months ended September 30, 2013	Nine months ended September 30, 2012	% change period to period
Expenses	$ 1,956	$ 2,019	(3)%	$ 6,192	$ 6,894	(10)%
Percentage of total revenues	7%	9%		9%	10%	

Research and development expenses consist primarily of employee compensation and fees for the development of hardware, software and firmware products. We focus the bulk of our research and development activities on the continued development of existing products and the development of new offerings for emerging market opportunities.

Research and development expenses in the third quarter of 2013 were $2.0 million, or 7% of revenue, compared with $2.0 million, or 9% of revenue in the third quarter of 2012, a decrease of 3%. For the first nine months of 2013, research and development expenses were $6.2 million, representing 9% of revenue and down 10% from $6.9 million, or 10% of revenue for the first nine months of 2012. Lower research and development expenses in the third quarter and first nine months of 2013 resulted from the capitalization of costs related to new software releases, the completion of some project activities and the timing of others, and the movement of some activities to lower cost regions. There were no incremental costs from payment solution in research and development expenses in the first nine months of 2013.

We expect to maintain our current level of investment in research and development in terms of absolute spending in 2013, although some expenses associated with this activity may be capitalized or incurred in lower cost regions.

Selling and Marketing Expenses

(In thousands)	Three months ended September 30,		% change period to	Nine months ended September 30,		% change period to
	2013	2012	period	2013	2012	period
Expenses	$ 5,606	$ 5,440	3%	$ 17,097	$ 18,978	(10)%
Percentage of total revenues	21%	24%		24%	28%	

Selling and marketing expenses consist primarily of employee compensation as well as amortization expense of certain intangible assets, tradeshow participation, advertising and other marketing and selling costs. We focus a significant proportion of our sales and marketing activities on new and emerging market opportunities.

Selling and marketing expenses in the third quarter of 2013 were $5.6 million, or 21% of revenue, compared with $5.4 million, or 24% of revenue in the third quarter of 2012, an increase of 3%. For the first nine months of 2013, selling and marketing expenses were $17.1 million, representing 24% of revenue, a decrease of 10% from $19.0 million, or 28% of revenue for the first nine months of 2012. Higher selling and marketing expenses in the 2013 third quarter resulted from adding sales personnel and initiating new marketing activities to promote a new access control product aimed at expanding our presence in the commercial market. Year to date 2013, selling and marketing spending decreased as a result of the corporate cost-reduction program we initiated in June 2012, as well as lower amortization charges in the 2013 periods due to impairment of certain intangible assets in 2012. Incremental costs in selling and marketing expenses from payment solution in the first nine months of 2013 were negligible.

We expect to modestly decrease spending in sales and marketing on an absolute basis in 2013, but enhance those resources focused on our target growth markets.

General and Administrative Expenses

(In thousands)	Three months ended September 30,	% change period to	Nine months ended September 30,	% change period to

	2013	2012	period	2013	2012	period
Expenses	$ 4,540	$ 4,603	(1)%	$ 13,025	$ 14,537	(10)%
Percentage of total revenues	17%	20%		18%	21%	

General and administrative expenses consist primarily of compensation expenses for employees performing administrative functions, and professional fees arising from legal, auditing and other consulting services.

In the third quarter of 2013, general and administrative expenses were $4.5 million, or 17% of revenue, compared with $4.6 million, or 20% of revenue in the third quarter of 2012, a decrease of 1%. For the first nine months of 2013, general and administrative expenses were $13.0 million, representing 18% of revenue and down 10% from $14.5 million, or 21% of revenue for the first nine months of 2012. The decrease in general and administrative expenses in the third quarter and first nine months of 2013 resulted from our cost reduction program put in place in the second quarter of 2012. Incremental costs from payment solution in general and administrative expenses in the first nine months of 2013 were negligible.

We expect to modestly reduce general and administrative spending on an absolute basis in 2013.

Long-lived Assets and Goodwill Impairment Charges

Under our accounting policy and certain accounting standards, we are required to perform an interim analysis of our goodwill and long-lived assets, when there are changes in our business that may indicate impairment of those assets.

During the third quarter of 2013, as a consequence of a strategic review of certain underperforming parts of our business for potential divestiture and the presence of certain indicators of potential impairment, we performed an interim impairment analysis of our goodwill and long-lived assets during our quarterly close process. As a result of our analysis, we recorded a charge of $0.3 million for impairment of long-lived assets, including $0.2 million for impairment of capitalized software cost, and a preliminary charge of $22.6 million for impairment of goodwill in our condensed consolidated statements of operations for the third quarter and first nine months of 2013. Due to the length of time necessary to measure impairment of goodwill, the goodwill impairment analysis was not completed as of the time of the filing of this Quarterly Report on Form 10-Q and is subject to change. While goodwill impairment charges are preliminary, they represent our best estimates as of the date of the filing of this Quarterly Report on Form 10-Q. We expect to complete the goodwill impairment analysis during the fourth fiscal quarter of 2013 and will record any adjustments to this preliminary estimate at that time.

In the second quarter of 2012, as a result of a significant decline in our stock price and changes to our future forecasted revenue, gross margin and operating profit, we performed an interim goodwill impairment analysis as part of our quarterly close process. As a result of this analysis, we recorded charges in our consolidated statements of operations of $0.9 million for impairment of long-lived assets and $5.0 million for impairment of goodwill for the third quarter of 2012, and we recorded $24.8 million for impairment of long-lived assets and $26.4 million for impairment of goodwill for the first nine months of 2012.

Please see Item 1, Financial Statements, Note 7 of Notes to Condensed Consolidated Financial Statements, Goodwill and Intangible Assets, for more detailed information.

Restructuring and Severance Charges

Restructuring and severance charges of $1.3 million in both the third quarter and first nine months of 2013 primarily related to severance paid out or accrued during the third quarter as a result of the elimination of certain non-core functions and the change of our chief executive officer.

Restructuring charges of $0.3 million in the first nine months of 2012 related to the realignment of certain business operations under our 2012 Restructuring Plan, implemented in June 2012.

Re-measurement of Contingent Consideration

A net credit of $5.7 million was recorded for reductions to the amount of performance-based earn-outs payable related to the polyright and idOnDemand acquisitions, following the re-measurement of this contingent consideration as of June 30, 2012. There were no amounts recorded for the third quarter or for the first nine months of 2013. Please see Item 1, Financial Statements, Note 3 of Notes to Condensed Consolidated Financial Statements, Fair Value Measurements, for more detailed information.

Other Expense

Other income of $23,000 recorded in the third quarter of 2012 related to insurance reimbursement on lost shipments for a subsidiary, and other expense of $(0.1) million recorded in the first nine months of 2012 related to the loss recognized on the sale of a subsidiary. There were no amounts recorded for the third quarter and first nine months of 2013.

Interest Expense, Net

Interest expense, net consists of interest accretion expense for liabilities to a related party and interest on financial liabilities, offset by interest earned on invested cash. Interest expense, net was $0.5 million and $2.0 million in the three and nine months ending September 30, 2013, respectively and interest expense, net was $0.4 million and $1.0

million in the three and nine months ended September 30, 2012, respectively. Interest income in the three and nine months ended September 30, 2013 and 2012 was immaterial.

Interest expense, net in the third quarter and first nine months of 2013 of $0.5 million and $2.0 million, respectively, includes $0.4 million and $1.1 million, respectively related to our loan with Hercules and $0.2 million and $0.5 million, respectively related to interest accretion expense for a liability to a related party in the Hirsch business. Interest expense, net in the third quarter and first nine months of 2012 of $0.4 million and $1.0 million, respectively, includes $0.2 million and $0.5 million, respectively, related to interest accretion expense for a liability to a related party in the Hirsch business. Interest expense, net in 2013 and 2012 also includes interest paid on other financial liabilities. Please see Item 1, Financial Statements, Note 9 of Notes to Condensed Consolidated Financial Statements, Financial Liabilities, for more detailed information.

Foreign Currency Losses, Net

We recorded foreign currency gains of $0.3 million and $0.5 million for the third quarter and first nine months of 2013, respectively. We recorded foreign currency losses of $29,000 and $0.1 million for the third quarter and first nine months of 2012, respectively. Changes in currency valuation in the periods presented mainly were the result of exchange rate movements between the U.S. dollar and the Euro, Swiss Franc, and the British pound and their impact on the valuation of intercompany transaction balances. Accordingly, they are predominantly non-cash items. Our foreign currency gains primarily result from the valuation of current assets and liabilities denominated in a currency other than the functional currency of the respective entity in the local financial statements. Accordingly, these foreign currency losses are predominantly non-cash items.

Income Taxes

We recorded a provision for income taxes of $0.4 million and $0.3 million for the third quarter and first nine months of 2013, respectively, reflecting an effective tax rate of (1.19)% for the first nine months of 2013. We recorded a provision for income taxes of $15,000 for the third quarter of 2012 and a benefit of $5.4 million for the first nine months of 2012, reflecting an effective tax rate of 10.09% for the first nine months of 2012. The effective tax rates for the nine-month periods ended September 30, 2013 and September 30, 2012, differ from the federal statutory rate of 34% primarily due to change in valuation allowance, impairment of long-lived intangibles, the benefit of earnings in foreign jurisdictions, which are subject to lower tax rates, and the ratio of taxable earnings in foreign jurisdictions to taxable earnings in the U.S. A significant portion of the income tax benefit recorded in the first nine months of 2012 relates to the impairment of certain intangible assets recorded in 2012. The impairment has been treated as a discrete item in the calculation of the effective tax rate for such periods, in accordance with the interim reporting guidance under ASC 740. Please see Reclassifications and Restatements under Item 1, Financial Statements, Note 1 of Notes to Condensed Consolidated Financial Statements, Basis of Presentation, for more detailed information regarding income tax benefit recorded during the first nine months of 2012.

Liquidity and Capital Resources

As of September 30, 2013, our working capital, which we have defined as current assets less current liabilities, was $(3.9) million, a decrease of $3.8 million compared to $(0.1) million as of December 31, 2012. The decrease in working capital reflects, a $0.4 million net decrease in prepaid expenses and other current assets, as well as a $8.4 million net increase in accounts payable, liability to related party, accrued compensation and related benefits, financial liabilities, liability for consumer cards, deferred revenue, and other accrued expenses, offset by a $5.0 million increase in inventory, cash and cash equivalents and accounts receivable.

Cash and cash equivalents were $9.5 million as of September 30, 2013, an increase of $2.1 million compared to $7.4 million as of December 31, 2012 as a result of $9.1 million of cash proceeds from the sale of common stock and $0.1 million of cash proceeds from the issuance of common stock under our employee stock purchase plan, offset by cash of $2.1 million used in operations, a cash payment of $1.5 million used for capital expenditures, $2.7 million cash payments on financial liabilities, $0.2 payments on bank line of credit, and an exchange rate effect of $0.6 million on cash and cash equivalents.

The following summarizes our cash flows for the nine months ended September 30, 2013 and 2012 (in thousands):

	Nine Months Ended September 30,	
	2013	2012
Cash used in operating activities	$ (2,097)	$ (7,399)

Cash used in investing activities	(1,456)	(1,833)
Cash provided by (used in) financing activities	6,255	(2,219)
Effect of exchange rate changes on cash and cash equivalents	(539)	503
Increase (decrease) in cash and cash equivalents	2,163	(10,948)
Cash and cash equivalents at beginning of period	7,378	17,239
Cash and cash equivalents at end of period	$ 9,541	$ 6,291

Significant commitments that will require the use of cash in future periods include obligations under operating leases, liability to a related party, a secured note, an acquisition debt note, a mortgage bank loan, bank loan, equipment financing liabilities, pension plan obligations, inventory purchase commitments and other contractual agreements and other payment liabilities. Gross obligations for liability to related party are $10.2 million, the secured note is $8.5 million, the equipment financing liabilities are $2.2 million, the bank loan is $1.9 million, the mortgage bank loan is $1.0 million, the bank line of credit is $0.1 million, other payment liabilities are $0.3 million, pension plan obligations are $0.5 million, operating lease obligations are $4.6 million, and inventory purchase and other commitments are $9.4 million at September 30, 2013. Total commitments due within one year at September 30, 2013 are $21.0 million and due thereafter are $17.7 million.

Cash used in investing activities reflects $1.5 million spent for capital expenditures, including costs for capitalized software development.

Cash used in financing activities reflects $9.1 million cash proceeds from the sale of common stock and $0.1 million of cash proceeds from the issuance of common stock under our employee stock purchase plan, offset by a $0.2 million change in bank line of credit and $2.7 million paid for financial liabilities, which consist of equipment financing liabilities, a bank loan, a secured note, a mortgage loan and a debt note.

On October 30, 2012, we entered into a Loan and Security Agreement (the Loan Agreement) with Hercules Technology Growth Capital, Inc. The Loan Agreement provides for a term loan in aggregate principal amount of up to $10.0 million with an initial drawdown of $7.5 million and, provided certain financial and other requirements are met, an additional $10.0 million in loan advances, all upon the terms and conditions set forth in the Loan Agreement. The initial drawdown of $7.5 million is reflected in the Secured Term Promissory Note dated October 30, 2012 (the Secured Note). Our obligations under the Loan Agreement and the Secured Note are secured by substantially all of our assets. Among others, the Loan Agreement requires us to maintain a certain amount of revenue, EBITDA, and current ratio on a consolidated basis (covenants). If any covenants are not met, the violation may constitute an event of default. Upon the occurrence and during the continuance of an event of default, the lender may, among other things, accelerate the loan and seize collateral or take other actions of a secured creditor. See Item 1, Financial Statements, Note 9 of Notes to Condensed Consolidated Financial Statements, Financial Liabilities, for more information.

On April 16, 2013, we entered into a purchase agreement (the Purchase Agreement) with Lincoln Park Capital Fund, LLC (LPC), pursuant to which we have the right to sell to LPC up to $20,000,000 in shares of our common stock, subject to certain limitations and conditions set forth in the Purchase Agreement. Pursuant to the Purchase Agreement, LPC initially purchased $2,000,000 in shares of common stock at $1.14 per share on April 17, 2013. Thereafter, on any business day and as often as every other business day over the 36-month term of the Purchase Agreement, and up to an aggregate amount of an additional $18,000,000 (subject to certain limitations) in shares of common stock, we have the right, from time to time, at our sole discretion and subject to certain conditions to direct LPC to purchase up to 100,000 shares of common stock. On April 17, 2013, LPC initially purchased 1,754,386 shares of common stock for a net consideration of approximately $1.5 million. Subsequent to the initial purchase, we directed LPC to purchase 1,600,000 shares of common stock from April 17, 2013 through September 30, 2013 for a net consideration of $1.3 million. See Item 1, Financial Statements, Note 4 of Notes to Condensed Consolidated Financial Statements, Shareholders Equity of Identive Group, Inc., for more information.

On August 14, 2013, in a private placement, we issued 8,348,471 shares of our common stock at a price of $0.85 per share and warrants to purchase an additional 8,348,471 share of common stock at an exercise price of $1.00 per share to accredited and other qualified investors (the Investors or Warrant holders), for aggregate gross consideration of $7.1 million. The private placement was made pursuant to definitive subscription agreements between the Company and each Investor. We engaged a placement agent in connection with private placement outside the United States. See Item 1, Financial Statements, Note 4 of Notes to Condensed Consolidated Financial Statements, Shareholders Equity of Identive Group, Inc., for more information.

Historically we have incurred operating losses and negative cash flows from operating activities, and we expect to continue to incur losses for the foreseeable future. As of September 30, 2013, we have a total accumulated deficit of $318 million. During the nine months ended September 30, 2013, we sustained consolidated net losses of $33.6 million, including $22.9 million related to impairment of goodwill and long-lived assets. Our working capital reduced significantly as of September 30, 2013 as compared to December 31, 2012. These factors, among others, including the recent effects of the U.S. Government federal spending sequester and related budget uncertainty on certain parts of our business, have raised significant doubt about our ability to continue as a going concern. We expect to use a significant amount of cash in our operations over the next 12 months for our operating activities and servicing of financial liabilities, including investment in new technologies in anticipation of future significant revenues following wider adoption of new products and services. These investments are in the area of research and development and sales and marketing in Identity as a Service and various access control and smart card reader technologies and products.

Our condensed consolidated financial statements have been prepared under the assumption that we will continue as a going concern. Such assumption contemplates the realization of assets and satisfaction of liabilities in the normal course of business. Our continuation as a going concern is contingent upon our ability to generate revenue and cash flow to meet our obligations on a timely basis and our ability to raise financing or dispose of certain noncore assets as required. Our plans may be adversely impacted if we fail to realize our assumed levels of revenues and expenses or savings from our cost reduction activities. For example, our financial results for the first nine months of 2013 were adversely impacted by the effects of the U.S. Government budget sequester on our sales of access control and security systems to federal agencies. If, in the future, factors such as the sequester cause a significant adverse impact on our revenues or expenses, we may need to delay, reduce the scope of, or eliminate one or more of our development programs or obtain funds through collaborative arrangements with others that may require us to relinquish rights to certain of our technologies, or programs that we would otherwise seek to develop or commercialize ourselves, and to reduce personnel related costs. We may resort to contingency plans to make these needed cost reductions upon determination that funds will not be available in a timely matter. These contingency plans include consolidating certain functions and disposing of non-core or underperforming assets. We are in the process of conducting a strategic review of our business activities with the intent of disposing of certain non-core businesses. As stated in Item 1, Financial Statements, Note 15 of Notes to Condensed Consolidated Financial Statements, Subsequent Event, we have determined to sell our U.S. Multicard business group and the assets related to our Tagtrail mobile services platform.

We are in the process of improving our working capital, including reduction in the levels of accounts receivable and discussion with several key suppliers to further reduce the levels of inventory and improve payment terms. In addition, as stated in Item 1, Financial Statements, Note 9 of Notes to Condensed Consolidated Financial Statements, Financial Liabilities, the Company initiated discussions with certain lenders early in September 2013 to restructure its obligations under certain financing liabilities as it became apparent that it would prove difficult to continue to fulfill its obligations. Based on our current projections and estimates, we believe our current capital resources, including existing cash, cash equivalents, anticipated cash flows from operating activities, savings from our continued cost reduction activities, and available borrowings and sources of financing, should be sufficient to meet our operating and capital requirements through at least the next 12 months. We may also need to raise additional funds through public or private offerings of additional debt or equity during the course of the year or in the near term to support working capital, invest in our technology, expand our operations, reduce outstanding debt obligations, or for other corporate purposes as we may deem appropriate. The sale of additional debt or equity securities may cause dilution to existing stockholders. However, there can be no assurance that we will be able to raise such funds if and when they are required. Failure to obtain future funding when needed or on acceptable terms would adversely affect our ability to fund operations.

Contractual Obligations

The following summarizes expected cash requirements for contractual obligations as of September 30, 2013 (in thousands):

	Total	Less than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
Liability to related party	$ 10,178	$ 1,606	$ 2,375	$ 2,569	$ 3,628
Secured note	8,485	3,778	4,707		
Equipment financing liabilities	2,186	2,186			
Bank loan	1,863	1,863			
Mortgage loan payable to bank	1,034	98	186	173	577
Bank line of credit	76	76			
Other payment liabilities	312	198	114		
Expected payments for pension plans	474	19	86	108	261
Operating leases	4,632	2,114	1,917	601	
Purchase commitments and other obligations	9,448	9,031	410	7	
Total obligations	$ 38,688	$ 20,969	$ 9,795	$ 3,458	$ 4,466

Our liability to related party was acquired in connection with our acquisitions of Hirsch and payment solution. See Item 1, Financial Statements, Note 8 of Notes to Condensed Consolidated Financial Statements, Related-Party Transactions, for more information about this liability, which is listed in the table above.

The secured note relates to a loan and security agreement we entered into with Hercules Technology Growth Capital, Inc. on October 30, 2012. Equipment financing liabilities, a bank loan, and bank line of credit were acquired in connection with our acquisition of payment solution in January 2012. The mortgage loan payable to bank was acquired in connection with our acquisition of Bluehill ID in January 2010. See Item 1, Financial Statements, Note 9 of Notes to Condensed Consolidated Financial Statements, Financial Liabilities, for more information about the financing liabilities listed in the table above. Other payment liabilities were acquired in connection with our acquisition of payment solution in January 2012.

Our payments for pension plans related to two statutory pension plans in Switzerland which were assumed as part of the Bluehill ID acquisition in January 2010, and another Swiss statutory pension plan assumed as part of the polyright acquisition in July 2011. See Item 1, Financial Statements, Note 11 of Notes to Condensed Consolidated Financial Statements, Defined Benefit Plans, for more information about pension obligations listed in the table above.

The Company leases its facilities, certain equipment, and automobiles under non-cancelable operating lease agreements. Purchases for inventories are highly dependent upon forecasts of customer demand. Due to the uncertainty in demand from our customers, we may have to change, reschedule, or cancel purchases or purchase orders from our suppliers. These changes may lead to vendor cancellation charges on these purchases or contractual commitments. See Item 1, Financial Statements, Note 14 of Notes to Condensed Consolidated Financial Statements, Commitments, for more information about operating leases, purchase commitments and other obligations listed in the table above.

The Company s condensed consolidated balance sheet consists of other long-term liability which includes gross unrecognized tax benefits, and related gross interest and penalties. At this time, the Company is unable to make a reasonably reliable estimate of the timing of payments in individual years in connection with these tax liabilities; therefore, such amounts are not included in the contractual obligation table above.

Critical Accounting Policies and Estimates

Our condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). The preparation of these financial statements requires management to establish accounting policies that contain estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. These policies relate to revenue recognition, inventory, income taxes, goodwill, intangible and long-lived assets, stock-based compensation and defined benefit plans.

We have other important accounting policies and practices; however, once adopted, these other policies either generally do not require us to make significant estimates or assumptions or otherwise only require implementation of the adopted policy and not a judgment as to the policy itself. Management bases its estimates and judgments on historical experience and on various other factors 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. Despite our intention to establish accurate estimates and assumptions, actual results may differ from these estimates under different assumptions or conditions.

During the three months ended September 30, 2013, management believes there have been no significant changes to the items that we disclosed as our critical accounting policies and estimates in Management s Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2012.

Recent Accounting Pronouncements

See Note 1, Basis of Presentation, of the Notes to condensed consolidated financial statements in Item 1 of Part I of this Quarterly Report on Form 10-Q, for a full description of recent accounting pronouncements, including the actual and expected dates of adoption and estimated effects on our consolidated results of operations and financial condition, which is incorporated herein by reference.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There has been no significant change in our exposure to market risk during the three and nine months ended September 30, 2013. For discussion of the Company s exposure to market risk, refer to Item 7A, Quantitative and Qualitative Disclosures About Market Risk, contained in our Annual Report on Form 10-K for the year ended December 31, 2012.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Attached as exhibits to this report are certifications of our principal executive officer and principal financial officer, which are required in accordance with Rule 13a-14 of the Securities Exchange Act of 1934, as amended (the Exchange Act). This Controls and Procedures section includes information concerning the controls and related evaluations referred to in the certifications and it should be read in conjunction with the certifications for a more complete understanding of the topics presented.

As of the end of the period covered in this report, we carried out an evaluation, as required in Rule 13a-15(b) under the Exchange Act, under the supervision and with the participation of members of our senior management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rule 13a-15(e) under the Exchange Act.

Based on that evaluation, our principal executive officer and principal financial officer concluded that, due to the material weakness in our control over financial reporting as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2012, our internal disclosure controls and procedures were not effective as of the end of the period covered by this report.

Based on additional analysis and other post-closing procedures designed to ensure that our consolidated financial statements will be presented in accordance with generally accepted accounting principles, management believes, notwithstanding the material weakness, that the consolidated financial statements included in this report fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented in conformity with U.S. GAAP.

Remediation of Material Weakness

As disclosed in our Annual Report on Form 10-K for the year ended December 31, 2012, our management identified a material weakness in our internal control over financial reporting as of December 31, 2012, namely that we had an insufficient review and oversight of the recording of complex and non-routine transactions. We continue to improve our policies and procedures relating to internal controls over financial reporting, including putting in place an increased level of accounting and reporting oversight and controls at the corporate level. We expect to complete the implementation of remediation measures, and as a result remediate the existing material weakness described above, by the end of 2013.

In addition, under the direction of the Audit Committee, management will continue to review and make necessary changes to the overall design of the Company s internal control environment, as well as to policies and procedures to improve the overall effectiveness of internal control over financial reporting. Management believes the foregoing efforts will effectively remediate the material weakness. However, the material weakness will not be considered remediated until the applicable remedial controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively, which we expect to occur within the current fiscal year.

Changes in Internal Controls over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. We note that management continued its remediation efforts during the first nine months of 2013 related to the above-described material weakness.

A control system, no matter how well designed and operated, can only provide reasonable assurances that the objectives of the control system are met. Because there are inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been or will be detected.

PART II: OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we could be subject to claims arising in the ordinary course of business or be a defendant in lawsuits. While the outcome of such claims or other proceedings cannot be predicted with certainty, our management expects that any such liabilities, to the extent not provided for by insurance or otherwise, will not have a material effect on our financial condition, results of operations or cash flows.

Item 1A. Risk Factors

Our business and results of operations are subject to numerous risks, uncertainties and other factors that you should be aware of, some of which are described below. The risks, uncertainties and other factors described in these risk factors are not the only ones facing our company. Additional risks, uncertainties and other factors not presently known to us or that we currently deem immaterial may also impair our business operations. Any of the risks, uncertainties and other factors could have a materially adverse effect on our business, financial condition, results of operations, cash flows or product market share and could cause the trading price of our common stock to decline substantially.

Business and Strategic Risks

Uncertain economic conditions, particularly in Europe, may adversely affect overall demand and profitability in our business.

In recent times global economies have been impacted by disruptive financial events, economic uncertainty and continuing concerns about the economic stability of certain countries in the Economic and Monetary Union (EMU or Euro Zone). In particular, certain countries in Europe are working through a debt crisis that has led to an economic slowdown, or in some cases, a recession. If macroeconomic conditions deteriorate further or spread to additional countries in the region, it could adversely affect our results of operations and financial condition. The possibility that one or more member countries could leave the Euro Zone or that the currency union could break apart could raise legal, practical and procedural issues between the Company and our European customers, which comprise approximately one-third of our revenues. The continuation or deterioration of current global market conditions, including economic instability and uncertainty in Europe, could be accompanied by decreased demand for our customers products and solutions and weakness in our customers businesses that could result in decreased demand for our products and solutions. In addition, some of our customers may require substantial financing in order to fund their operations and make purchases from us, and volatility in the capital and credit markets may limit the availability of such financing for our customers. The inability of these customers to obtain sufficient credit to finance purchases of our products and meet their payment obligations to us, or possible insolvencies of our customers, could result in decreased customer demand, an impaired ability for us to collect on outstanding accounts receivable, significant delays in accounts receivable payments, and significant write-offs of accounts receivable, each of which could adversely impact our financial results.

We are exposed to credit risk on our accounts receivables.

We are exposed to credit risk in our accounts receivable, and this risk is heightened in times of economic weakness. We distribute our products both through third-party resellers and directly to certain customers and a majority of our outstanding trade receivables are not covered by collateral or credit insurance. We may not be able to monitor and limit our exposure to credit risk on our trade and non-trade receivables, and we may not be effective in limiting credit risk and avoiding losses.

Continuing weakness in global markets may adversely impact our suppliers.

Our ability to meet customers demands depends, in part, on our ability to obtain timely and adequate delivery of quality materials, parts and components or products from our suppliers. Certain of our components are available only from a single source or limited sources. If certain key suppliers were to become capacity constrained or insolvent for any reason, including a weak economic environment, it could result in a reduction or interruption in supplies or a significant increase in the price of supplies, each of which would adversely impact our financial results. In addition, credit constraints at key suppliers could result in accelerated payment of accounts payable by us, impacting our cash flow.

We may not recognize anticipated benefits from the strategic disposition or divestiture of portions of our business.

Our business strategy may also contemplate divesting portions of our business from time to time, if and when we believe we would be able to realize greater value for our stockholders in so doing. We have in the past sold, and may from time to time in the future sell, one or more portions, or all of our business. We are in the process of conducting a strategic review of our business activities with the intent of disposing of certain non-core businesses. To date we have determined to sell our Multicard U.S. business group and the assets related to our Tagtrail mobile services platform. We expect to identify additional non-core businesses for disposal in the coming weeks. The timing of any such disposal of our businesses is uncertain, and we are unable at this time to estimate the charges that we may incur in disposing of our Multicard U.S. business, the Tagtrail platform or any other of our businesses. If we are successful in disposing of our Multicard U.S. business, the Tagtrail platform or any other businesses, our overall sales levels would be reduced as a consequence. Any divestiture or disposition could expose us to significant risks, including, without limitation, costly fees for legal and transaction-related services; diversion of management resources; loss of key personnel; and reduction in revenue. Further, we may be required to retain or indemnify the buyer against certain liabilities and obligations in connection with any such divestiture or disposition and we may also become subject to third-party claims arising out of such divestiture or disposition. In addition, we may not achieve the expected price in a divestiture transaction. Failure to overcome these risks could have a material adverse effect on our financial condition and results of operations.

Our markets are highly competitive and technology is rapidly evolving.

The markets for our products are competitive and characterized by rapidly changing technology. Additionally, the demand for higher security environments, including rapid certification of identity authentication, has led to new standards, driving the need for new technology solutions. We believe that the principal competitive factors affecting the markets for our products and solutions include:

- the extent to which products and systems must support evolving industry standards and provide interoperability;
- the extent to which standards are widely adopted and product and system interoperability is required within industry segments;
- the extent to which products are differentiated based on technical features, quality and reliability, ease of use, strength of distribution channels and price;
- the ability of suppliers to quickly develop new products and integrated solutions to satisfy new market and customer requirements;
- the total cost of ownership including installation, maintenance and expansion capability of systems; and
- the ability to commercialize custom solutions for common customer requests.

We currently experience competition from a number of companies in each of our target market segments and we believe that competition in our markets is likely to intensify as a result of anticipated increased demand for secure identification products, systems and solutions. We may not be successful in competing against offerings from other companies and could lose business as a result.

We also experience indirect competition from certain of our customers who currently offer alternative products or solutions or are expected to introduce competitive offerings in the future. For example, in our smart card reader business, we sell our various reader products to OEMs who incorporate our products into their offerings or who resell our products in order to provide a more complete solution to their customers. If our OEM customers develop their own products to replace ours, this would result in a loss of sales to those customers, as well as increased competition for our products in the marketplace. In addition, these OEM customers could cancel outstanding orders for our products, which could cause us to write down inventory already designated for those customers. In our access control business, many of our dealer channel partners act as system integrators, providing installation and service, and therefore carry competitive lines of products and systems. This is a common practice within the industry as the integrators need access to multiple lines in order to support all potential service and user requirements. Depending on the technical competence of their sales forces, comfort level of their technical staff with our systems and price pressure from customers, these integrators may choose to offer a competitive system. There is also business pressure to provide some level of sales to all vendors to maintain access to a range of products and systems.

We may, in the future, face competition from these and other parties that develop secure identification products based upon approaches similar to or different from those employed by us. In addition, the market for secure identification products and solutions may ultimately be dominated by approaches other than the approaches marketed by us.

Many of our current and potential competitors have significantly greater financial, technical, marketing, purchasing and other resources than we do. As a result, our competitors may be able to respond more quickly to new or emerging technologies or standards and to changes in customer requirements. Our competitors may also be able to devote greater resources to the development, promotion and sale of products or solutions and may be able to deliver competitive products or solutions at a lower end user price. Current and potential competitors have established or may establish cooperative relationships among themselves or with third parties to increase the ability of their products or solutions to address the needs of our prospective customers. Therefore, new competitors, or alliances among competitors, may emerge and rapidly acquire significant market share. Increased competition is likely to result in price reductions, reduced operating margins and loss of market share.

Our future success will depend on our ability to keep pace with technological change and meet the needs of our target markets and customers. If we are unable to introduce new products and solutions, we may experience a decrease in sales or lose customers.

As noted above, the markets for our products are characterized by rapidly changing technology and the need to meet market requirements and to differentiate our products and solutions through technological enhancements, and in some cases, price. Our customers needs change, new technologies are introduced into the market, and industry standards continue to evolve. As a result, product life cycles are often short and difficult to predict, and frequently we must develop new products quickly in order to remain competitive in light of new market requirements. Rapid changes in technology, or the adoption of new industry standards, could render our existing products obsolete and unmarketable. Changes in market requirements could render our existing solutions obsolete or could require us to expend more on research and development efforts.

Our future success will depend upon our ability to enhance our current products and solutions and to develop and introduce new offerings with clearly differentiated benefits that address the increasingly sophisticated needs of our customers and that keep pace with technological developments, new competitive product offerings and emerging industry standards. In addition, in cases where we are selected to supply products or solutions based on features or capabilities that are still under development, we must be able to complete our design, delivery and implementation process on a timely basis, or risk losing current and any future revenue from those offerings. In developing our offerings, we must collaborate closely with our customers, suppliers and other strategic partners to ensure that critical development, marketing and distribution projects proceed in a coordinated manner. Also, this collaboration is important because these relationships increase our exposure to information necessary to anticipate trends and plan product development. If any of our current relationships terminate or otherwise deteriorate, or if we are unable to enter into future alliances that provide us with comparable insight into market trends, our product development and marketing efforts may be adversely affected, and we could lose sales. We expect that our product development efforts will continue to require substantial investments and we may not have sufficient resources to make the necessary investments.

In some cases, we depend upon partners who provide one or more components of the overall solution for a customer in conjunction with our products. If our partners do not adapt their products and technologies to new market or distribution requirements, or if their products do not work well, then we may not be able to sell our products into certain markets.

Because we operate in markets for which industry-wide standards have not yet been fully set, it is possible that any standards eventually adopted could prove disadvantageous to or incompatible with our business model and product lines. If any of the standards supported by us do not achieve or sustain market acceptance, our business and operating results would be materially and adversely affected.

Our ability to remain competitive by quickly developing new products and technologies depends on continuing investments in research and development depends on our ability to generate adequate capital resources to fund such activities. If we reduce such investment, our financial result could be adversely affected.

In order to remain competitive and rapidly adapt to changing conditions in our industry, we may require additional investments in research and development. As noted in the Liquidity and Capital Resources section of Part I, Item 2, if we fail to realize our current plan anticipating increased revenues and improved profit margins for at least the next twelve months, we may be required to curtail investments in research and development activities. If we are required to reduce our investment in research and development, we may be unable to compete effectively with newer products and technologies, and our financial results would be adversely affected.

Our sales depend on the widespread adoption of our products and solutions and on diversifying and expanding our customer base in new markets and geographic regions.

We sell a significant proportion of our products, systems and services to address emerging applications that have not yet reached a stage of mass adoption or deployment. For example, in our ID Solutions business, we provide customized solutions are used in various identity-based programs, such as cashless payment, smart city offerings, and national and regional IDs, all of which are applications that are not yet widely implemented. We are also focused on sales of products and solutions for the emerging near field communication (NFC) market, which is expected to grow as a result of the availability of NFC-enabled mobile phones. As NFC phones are not yet widely deployed, this market for our products is also still at an early stage. Additionally, we are investing in cloud-based solutions, also known as Software as a Service (SaaS), which also are at an early phase of adoption.

Because the markets for our products and solutions are still emerging, demand for our offerings is subject to variability from period to period. There is no assurance that demand will become more predictable as additional identity-based programs, NFC applications or SaaS solutions demonstrate success. If demand for our products and solutions does not develop further and grow sufficiently, our revenue and gross profit margins could decline or fail to grow. We cannot predict the future growth rate, if any, or size or composition of the market for any of our offerings. Our target markets have not consistently grown or developed as quickly as we have expected, and we have experienced delays in the development of new products designed to take advantage of new market opportunities. Since new target markets are still evolving, it is difficult to assess the competitive environment or the size of the market that may develop. The demand and market acceptance for our offerings, as is common for new technologies, is subject to high levels of uncertainty and risk and may be influenced by various factors, including, but not limited to, the following:

our ability to demonstrate to our potential customers and partners the value and benefits of new products;

the ability of our competitors to develop and market competitive solutions for emerging applications in our target markets and our ability to win business in advance of and against such competition;

the adoption and/or continuation of industry or government regulations or policies requiring the use of products or solutions such as our smart card readers or access control solutions;

the timing of large scale security programs involving smart cards, RFID and related technology by governments, banks and enterprises;

the ability of financial institutions, corporate enterprises, the U.S. Government and other governments to agree on industry specifications and to develop and deploy security applications that will drive demand for products and solutions such as ours;

the widespread availability of certain technologies, such as NFC-enabled mobile phones, that is required to spur demand for our products, such as our NFC tags and readers; and

general economic conditions, for example economic uncertainty.

Acquisitions and strategic investments expose us to significant risks.

A component of our ongoing business strategy is to seek to buy businesses, products and technologies that complement or augment our existing businesses, products and technologies. Acquiring and integrating acquired businesses into our business exposes us to certain risks. The combination of companies is a complex, costly and time-consuming process. As a result, we must devote significant management attention and resources to finalizing transaction terms and to integrating the diverse business practices and operations of the acquired companies. These processes may divert the attention of our executive officers and management from day-to-day operations and disrupt our business and, if implemented ineffectively, preclude realization of the full benefits expected from the transactions. Failure to meet the challenges involved in successfully integrating another company s operations with ours or otherwise to realize any of the anticipated benefits of an acquisition could cause an interruption of, or a loss of momentum in, the activities of our combined company and could adversely affect our results of operations. In addition, the integration of acquired companies may result in unanticipated problems, expenses, liabilities, competitive responses and loss of customer relationships, may cause dilution of shareholder value, and may cause our stock price to decline.

Any future acquisition could expose us to additional significant risks, including, without limitation:

the use of our limited cash balance or potentially dilutive stock offerings to fund such acquisitions;

costs of any necessary financing, which may not be available to us on reasonable terms or at all;

accounting charges we might incur in connection with such acquisitions, including the future write-down or write-off of goodwill or intangible assets;

the difficulty and expense of integrating personnel, technologies, customer, supplier and distributor relationships, marketing efforts and facilities acquired through acquisitions;

integrating internal controls over financial reporting; discovering and correcting deficiencies in internal controls and other regulatory compliance, data adequacy and integrity, product quality and product liabilities;

diversion of management resources;

failure to realize anticipated benefits of the acquisition;

costly fees for legal and transaction-related services; and

the unanticipated assumption of liabilities.

Any of the foregoing could have a material adverse effect on our financial condition and results of operations. We may not be successful with any such acquisition. Acquisitions and strategic investments may also lead to substantial increases in non-current assets, including goodwill. Write-downs of these assets due to unforeseen business developments may materially and adversely impact our financial condition and results of operations.

Additionally, we have in the past acquired or made, and from time to time in the future may acquire or make, investments in companies, products and technologies that we believe are complementary to our existing businesses, products and technologies. These investments may not yield positive results.

Our loan covenants may affect our liquidity or limit our ability to incur debt, make investments, sell assets, merge or complete other significant transactions.

In October 2012, we entered into a Loan and Security Agreement with Hercules Technology Growth Capital, Inc. The loan agreement includes provisions that place limitations on a number of our activities, including our ability to incur additional debt, create liens on our assets or make guarantees, make certain investments or loans, pay dividends or dispose of or sell assets or enter into a merger or similar transaction. The loan agreement also contains financial covenants that require the Company to achieve certain levels of financial performance as measured periodically in terms of our EBITDA, revenues and current ratio. If an event of default in such covenants occurs and is continuing, the lender may, among other things, accelerate the loan and seize collateral or take other actions of a secured creditor. If the loan is accelerated, we could face a substantial liquidity problem and may be forced to dispose of material assets or operations, seek to obtain equity capital, or restructure or refinance our indebtedness. Such alternative measures may not be available or successful. Also, our loan covenants may limit our ability to dispose of material assets or operations or to restructure or refinance our indebtedness. Even if we are able to restructure or refinance our indebtedness, the economic terms may not be favorable to us. All of the foregoing could have serious consequences to our financial condition and results of operations. Our ability to generate cash to meet scheduled payments with respect to our debt depends on our financial and operating performance, which in turn, is subject to prevailing economic and competitive conditions and the other factors discussed in this Risk Factors section. If our cash flow and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and may be forced to dispose of material assets or operations, seek to obtain equity capital, or restructure or refinance our indebtedness as noted above. Such alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations.

If we are not able to secure additional financing when needed, our business could be adversely affected.

We may seek or need to raise additional funds for general corporate and commercial purposes or for acquisitions. Our ability to obtain financing depends on our historical and expected future operating and financial performance, and is also subject to prevailing economic conditions and to financial, business and other factors beyond our control. If we are unable to secure additional financing when desired, our ability to fund our business operations, make capital expenditures, pursue additional expansion or acquisition opportunities, or make another discretionary use of cash could be limited, and this could adversely impact our financial results. There can be no assurance that additional capital will be available to us on favorable terms or at all. The sale of additional debt or equity securities may cause dilution to existing stockholders.

Operational Risks

There are doubts about our ability to continue as a going concern. If we fail to generate revenue as forecast, improve our margins, realize savings from our cost reduction activities or are unable to obtain additional capital necessary to fund our operations, our financial results, financial condition and our ability to continue as a going concern will be adversely affected.

As discussed in Liquidity and Capital Resources in Part 1, Item 2 of this report, as of September 30, 2013, we have a total accumulated deficit of $318 million. During the nine months ended September 30, 2013, we sustained consolidated net loss of $33.6 million, including $22.9 million related to impairment of goodwill and long-lived assets, and during the year ended December 31, 2012, we sustained a consolidated net loss of $53.6 million, including $51.9 million related to impairment of goodwill and long-lived assets. These factors, among others, including the recent effects of the U.S. Government sequester and related budget uncertainty on a substantial part of our business, have raised significant doubt about our ability to operate as a going concern.

Our consolidated financial statements have been prepared assuming that we will continue as a going concern. We have historically incurred operating losses and negative cash flows from operating activities, and we expect to continue to incur losses for the foreseeable future. Based on our current plans, we believe our current capital resources, including cash, cash equivalents, anticipated cash flow from operating activities, savings from cost reduction activities and available borrowings, should be sufficient to fund our operating expenses and capital requirements through the next twelve months.

However, there can be no assurance that we will be successful with our plans or that our future results of operations will improve. If revenue trends do not improve, our available liquidity from cash flows from operations will be adversely affected. We may need to resort to contingency plans, including further cost reductions or disposals of non-strategic activities. We may also need to raise additional debt or equity financing through public or private offerings over the next 12 months, including in the near term. There can be no assurance that we will be able to improve cash flows from operations, or that we will be able to access additional capital if and when required or on acceptable terms to us. Therefore, there can be no guarantee that our existing and anticipated capital resources will be adequate to meet our liquidity requirements. If we are unable to address our liquidity challenges, then our financial results and financial condition would be adversely affected.

Our restructuring efforts may not be effective, might have unintended consequences, and could negatively impact our business.

We are in the process of restructuring our business in order to simplify our organizational structure, lower our costs and concentrate our resources and activities on a more focused set of market opportunities. Our restructuring activities include a strategic review of our various business activities, consolidating or disposing of non-core assets, the realignment of our management team around key functions rather than regional business activities, and significant revisions to our financial and IT systems to support our new organizational structure. While we believe that this restructuring will result in a lower cost structure and a focused organization that is more capable of addressing high-growth trends in the security industry, our restructuring efforts may not be effective or might have unintended consequences, and could negatively impact our business. We will incur expenses as a result of our restructuring, but we are unable at this time to estimate the amount of restructuring charges. We have incurred and may incur additional impairment charges as a result of determining that some of our assets are non-core or under-performing. Our restructuring requires a significant change in the way our employees work, and may be disruptive to our business, at least in the short term. We may not realize a significant level of cost savings from restructuring, or may not be able to effect the changes required to make our business more efficient in a timely manner or at all. We may dispose of assets that have more value than is currently realized, and this may impact our ability to drive revenue growth and profitability in the future. We cannot be certain that our restructuring efforts will be successful, or that we will not be required to implement additional restructuring activities in the future.

We have incurred and may in the future incur significant costs associated with acquisitions, which reduces the amount of capital available to fund our business.

We have incurred, and in the future may continue to incur, significant costs associated with acquisitions. These costs may include investment banking fees, legal fees, accounting fees, printing and mailing of stockholder materials, integration, earn-outs, restructuring charges, and other costs, as well as past and possible future outlays of cash to support the business until its synergies are realized and sustainable. We may also incur costs related to potential future acquisitions, including expenditures on acquisition opportunities that do not result in completed transactions. As a result, the capital available to fund our activities has been and may in the future be further reduced. If we are unsuccessful in securing expected synergies from our acquisitions within a reasonable time period, then we will likely require additional cash to fund our operations.

A material impairment in the carrying value of goodwill, intangible assets or other long-lived assets could negatively affect our consolidated operating results and net worth.

A significant portion of our assets consists of goodwill and other intangible assets relating to acquisitions. We review goodwill, other intangible assets and long-lived assets on an annual basis and whenever events and changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If the asset is considered impaired, it is reduced to its fair value, resulting in a non-cash charge to earnings during the period in which any impairment is determined.

During the third quarter of 2013, as a consequence of a strategic review of certain underperforming parts of our business for potential divestiture and presence of certain indicators of impairment, we undertook an interim review for potential impairment of our goodwill and long-lived assets in connection with the third quarter close and recorded a charge of approximately $0.3 million for impairment of long-lived assets and a preliminary charge of approximately $22.6 million for impairment of goodwill in our condensed consolidated statement of operations for the third quarter and first nine months of 2013. While goodwill impairment charges are preliminary, they represent our best estimates as of the date of the filing of this Quarterly Report on Form 10-Q. We expect to complete the goodwill impairment analysis during the fourth fiscal quarter of 2013 and will record any adjustments to this preliminary estimate at that time.

During the second quarter of 2012, because of a significant decline in our stock price and revised forecasts regarding revenue, gross margin and operating profit, we undertook an interim review for potential impairment of our goodwill, intangible assets and other long-lived assets in connection with the second quarter close and ultimately recorded impairment charges of $51.9 million in our consolidated statement of operations for the year ended December 31, 2012. We will continue to monitor relevant market and economic conditions that could result in impairment, including a sustained drop in the market price of our common stock, increased competition or loss of market share, product innovation or obsolescence, or a decline of our business related to acquired companies. It is possible that conditions could deteriorate due to these factors, resulting in the need to adjust our estimates or to take additional impairment charges in the future. As a result, our operating results and stockholders equity could be materially and adversely affected.

We may experience quarterly fluctuations in our operating results due to a number of factors which make our future results difficult to predict and could cause our operating results to fall below any guidance we might issue or the expectations of public market analysts and investors.

Our quarterly and annual operating results have varied greatly in the past and will likely vary greatly in the future depending upon a number of factors, many of which are beyond our control. As a result, comparing our operating results on a period-to-period basis may not be meaningful. If our revenue or operating results fall below any guidance we may provide to the market or below the expectations of investors or securities analysts, the price of our common stock could decline.

In addition to other risk factors listed in this Risk Factors section, factors that may affect our quarterly operating results, business and financial condition include the following:

business and economic conditions overall and in our markets;

the timing and amount of orders we receive from our customers that may be tied to annual or other budgetary cycles, seasonal demand, product plans or program roll-out schedules;

the recent effects of the U.S. Government sequester, the U.S. Federal Government shutdown and related budget uncertainty on certain parts of our business;

cancellations or delays of customer orders or the loss of a significant customer;

our ability to obtain an adequate supply of quality components on a timely basis;

the absence of significant backlog in our business;

our inventory levels and the inventory levels of our customers and indirect sales channels;

competition;

new product announcements or introductions;

our ability to develop, introduce, market and deliver new products and product enhancements on a timely basis, if at all;

our ability to successfully market and sell our products and solutions into new geographic or market segments;

the sales volume, product configuration and mix of offerings that we sell;

technological changes in the markets for our products and solutions;

the rate of adoption of industry-wide standards;

the rate of development of emerging markets such as NFC-based mobile applications and cashless payment;

reductions in the average selling prices that we are able to charge due to competition or other factors;

strategic acquisitions, sales and dispositions;

fluctuations in the value of foreign currencies against the U.S. dollar;

the timing and amount of marketing and research and development expenditures;

loss of key personnel;

costs related to events such as dispositions, organizational restructuring, headcount reductions; and

litigation or write-off of investments or goodwill.

Due to these and other factors, our revenues may not increase or even remain at their current levels. Because a majority of our operating expenses are fixed, a small variation in our revenues can cause significant variations in our operational results from quarter to quarter and our operating results may vary significantly in future periods. Therefore, our historical results may not be a reliable indicator of our future performance.

Based upon all of the factors described above, we have a limited ability to forecast with certainty the amount and mix of future revenues and expenses, and it is possible that at some time our operating results will fall below our estimates or any guidance we may provide to the market or the expectations of public market analysts and investors.

The unpredictable purchase patterns of customers in our ID Products segment impact our budgeting process and may adversely affect our results if orders are not placed in line with expectations.

In our Identity Management segment, sales tend to be relatively linear (regularly spaced throughout the quarter), as orders are tied to projects with relatively predictable timelines. In our ID Products segment, we sell our smart card readers primarily through a channel of distributors who place orders on an ongoing basis depending on their customers requirements. As a result, the size and timing of these orders can vary from quarter to quarter. This makes it difficult to predict revenues both in our smart card reader business, and for the company overall. In addition, the increasing use of RFID technology in the marketplace is resulting in larger program deployments of transponder products and components. Accordingly, changes in ordering patterns, including delays or reductions in orders from our Transponder customers also can have a significant effect on our business. Across both our segments, the timing of closing larger orders increases the risk of quarter-to-quarter fluctuation in revenues. If orders forecasted for a specific group of customers for a particular quarter are not realized or revenues are not otherwise recognized in that quarter, our operating results for that quarter could be materially adversely affected. In addition, from time to time, we may experience unexpected increases or decreases in demand for our products resulting from fluctuations in our customers budgets, purchasing patterns or deployment schedules. These occurrences are not always predictable and can have a significant impact on our results in the period in which they occur.

If we do not accurately anticipate the correct mix of products that will be sold, we may be required to record charges related to excess inventories.

Due to the unpredictable nature of the demand for our products, we are required to place orders with our suppliers for components, finished products and services in advance of actual customer commitments to purchase these products. Significant unanticipated fluctuations in demand could result in costly excess production or inventories. In order to minimize the negative financial impact of excess production, we may be required to significantly reduce the sales price of the product to increase demand, which in turn could result in a reduction in the value of the original inventory purchase. If we were to determine that we could not utilize or sell this inventory, we may be required to write down its value, which we have done in the past. Writing down inventory or reducing product prices could adversely impact our cost of revenues and financial condition.

We are subject to a lengthy sales cycle and additional delays could result in significant fluctuations in our quarterly operating results.

In much of our business, the initial sales cycle for a new customer usually takes a minimum of six to nine months, and even in the case of established customers, it may take up to a year for us to receive approval for a given purchase from the customer. In the case of emerging market areas such as cloud-based identity management services, this cycle may be longer and less predictable, as demand from our customers end markets may not be predictable. During the sales cycle, we may expend substantial financial and managerial resources with no assurance that a sale will ultimately result. The length of a new customer s sales cycle depends on a number of factors, many of which we may not be able to control. These factors include the customer s product and technical requirements and the level of competition we face for that customer s business. Any delays in the sales cycle for new customers could delay or reduce our receipt of new revenue and could cause us to expend more resources to obtain new customer wins. If we are unsuccessful in managing sales cycles, our business could be adversely affected.

Our business could be adversely affected by reductions or delays in the purchase of our products or services for government security programs in the United States and other countries.

We derive a substantial portion of our revenues from indirect sales to U.S. federal, state and local governments and government agencies, as well as from subcontracts under federal government prime contracts. Large government programs are an important market for our business, as higher security systems employing smart cards, RFID or other access control technologies are increasingly used to enable applications ranging from authorizing building and network access for federal employees to paying taxes online, to citizen identification, to receiving health care. We believe that the success and growth of our business will continue to be influenced by our successful procurement of government business either directly or through our indirect sales channels. Accordingly, changes in government purchasing policies or government budgetary constraints could directly affect our financial performance. Sales to government agencies and customers primarily serving the U.S. Government, including further sales pursuant to existing contracts, may be adversely affected by factors outside our control, such as the sequester, the October 2013 federal government shutdown or other Congressional actions in addressing budget concerns, current economic uncertainty, downgrading of U.S. Government debt, the political climate in the U.S. focusing on cutting or limiting budgets and their effect on government budgets, limits on federal borrowing capacity, changes in procurement policies, budgetary considerations including Congressional delays in completing appropriation bills, domestic crises, international developments such as the downgrading of European debt, delays in developing technology standards related to government security programs, the adoption of new laws or regulations or changes to existing laws or regulations pertaining to electronic security, and changes in political or social attitudes with respect to security or electronic identification issues. In addition, our efforts to obtain new business may be hindered as budgetary or economic factors distract the attention of governments or impair the ability of governments to hear or act upon our value proposition due to reduced personnel or turnover. These same factors may also jeopardize our renewal or rebid opportunities on existing contracts. If current market and economic conditions persist or deteriorate, we may experience adverse impacts on our business, results of operations, cash flows, and financial condition. If agencies and departments of the United States or other governments were to stop, reduce or delay their use and purchases of our products and services, our revenue and operating results would be adversely affected.

Moreover, government orders are frequently awarded only after a formal competitive bidding process, which typically is protracted and dependent upon necessary funds being available to the public agency. We may not be awarded orders for which we bid directly and our dealers may not be successful in their bids that would utilize our offerings. In some cases, unsuccessful bidders for government agency orders are provided the opportunity to formally protest certain order awards through various agency, administrative and judicial channels. The protest process may substantially delay a successful bidder s award or result in cancellation of the order entirely. Furthermore, local government agency awards may be contingent upon availability of matching funds from federal or state entities and law enforcement and other government agencies are subject to political, budgetary, purchasing and delivery constraints. Any of these factors can make it difficult to predict our quarterly and annual revenues and operating results.

Additionally, we anticipate that an increasingly significant portion of our future revenues will come from government programs outside the U.S., such as national electronic identity, eGovernment, eHealth and others applications. We currently supply smart card readers, RFID stickers and credential management solutions for various government programs in Europe and Asia and are actively targeting additional programs in these areas as well as in Latin America. However, the timing of government smart card programs is not always certain and delays in program implementation are common. The delay of government projects in any country for any reason could negatively impact our sales.

The actions of the U.S. Government, the Federal Reserve and the U.S. Treasury may materially and adversely affect our business.

The U.S. Government, the Federal Reserve, the U.S. Treasury and other governmental and regulatory bodies have taken and continue to take various actions to reduce debt and support the U.S. economy. There can be no assurance that such actions will have a beneficial impact. Additionally, the U.S. Congress and/or various states and local legislatures may enact additional legislation or regulatory action designed to address the current economic climate or for other purposes, which could have a material adverse effect on our ability to continue to execute our business strategies. To the extent the market does not respond favorably to these initiatives or they do not function as intended, they may not have a positive impact on our business.

Our U.S. Government business is dependent upon receipt of certain governmental approvals or certifications, and failure to receive such approvals or certifications could have a material adverse effect on our sales in those market segments for which such approvals or certifications are customary or required.

While we are not able to quantify the amount of sales made to the U.S. Government due to the indirect nature of our selling process, we believe that orders for U.S. Government agencies represent a significant portion of our revenues. Failing to obtain certain government approvals or certifications could have a material adverse effect in those environments for which such approvals or certifications are customary or required. As newer versions of existing products, or new products in development are released, they may require certifications or approvals. In addition, the U.S. Government may introduce new requirements that some existing products will be required to meet. If we fail to obtain any required approvals or certifications for our products, our business will suffer.

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

Government agencies in the U.S. and other countries may audit our business as part of their routine audits and investigations of government orders. As part of an audit, these agencies may review our performance on orders, cost structures and compliance with applicable laws, regulations and standards. These agencies may also review the adequacy of, and our compliance with, our own 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 order, the costs may not be reimbursed and any costs already reimbursed for such order may have to be refunded. An audit could materially affect our business competitive position and result in a material adjustment to our financial results or statements 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 orders, forfeiture of profits, suspension of payments, fines and suspension or debarment from doing business with the federal government. In addition, our business could suffer serious harm to its reputation if allegations of impropriety were made against us.

While our business has never had a negative audit by a governmental agency, we cannot assure you that one will not occur. If we were suspended or barred from supplying solutions to the federal government generally, or if our reputation or relationships with our distribution channel or 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.

A significant portion of our sales is made through an indirect sales channel, and the loss of dealers, systems integrators, resellers, or other channel partners could result in decreased revenue.

We currently use an indirect sales channel that includes dealers, systems integrators, value added resellers and resellers to sell a significant portion of our products and solutions, primarily into markets or customers where the channel partner may have closer relationships or greater access than we do. Some of these channel partners also sell our competitors products, and if they favor our competitors products for any reason, they may fail to market our products as effectively or to devote resources necessary to provide effective sales, which would cause our sales to suffer. Indirect selling arrangements are intended to benefit both us and the channel partner, and may be long- or short-term relationships, depending on market conditions, competition in the marketplace and other factors. If we are unable to maintain effective indirect sales channels, there could be a reduction in the amount of product we are able to sell, and our revenues could decrease.

Our business could suffer if our third-party manufacturers cannot meet production requirements.

Many of our products are manufactured outside the U.S. by contract manufacturers. Our reliance on foreign manufacturing poses a number of risks, including, but not limited to:

- difficulties in staffing;
- currency fluctuations;
- potentially adverse tax consequences;
- unexpected changes in regulatory requirements;
- tariffs and other trade barriers;
- export controls;
- political and economic instability;
- lack of control over the manufacturing process and ultimately over the quality of our products;
- late delivery of our products, whether because of limited access to our product components, transportation delays and interruptions, difficulties in staffing, or disruptions such as natural disasters;
- capacity limitations of our manufacturers, particularly in the context of new large contracts for our products, whether because our manufacturers lack the required capacity or are unwilling to produce the quantities we desire; and
- obsolescence of our hardware products at the end of the manufacturing cycle.

The use of contract manufacturing requires us to exercise strong planning and management in order to ensure that our products are manufactured on schedule, to correct specifications and to a high standard of quality. If any of our contract manufacturers cannot meet our production requirements, we may be required to rely on other contract manufacturing sources or identify and qualify new contract manufacturers. We may be unable to identify or qualify new contract manufacturers in a timely manner or at all or with reasonable terms and these new manufacturers may not allocate sufficient capacity to us in order to meet our requirements. Any significant delay in our ability to obtain adequate supplies of our products from our current or alternative manufacturers would materially and adversely affect our business and operating results. In addition, if we are not successful at managing the contract manufacturing process, the quality of our products could be jeopardized or inventories could be too low or too high, which could result in damage to our reputation with our customers and in the marketplace, as well as possible write-offs of excess inventory.

We have a limited number of suppliers of key components, and may experience difficulties in obtaining components for which there is significant demand.

We rely upon a limited number of suppliers for some key components of our products. For example, we currently utilize the foundry services of external suppliers to produce our ASICs for smart cards readers and inlays, and we use chips and antenna components from third-party suppliers in our contactless smart card readers. Our reliance on a limited number of suppliers may expose us to various risks including, without limitation, an inadequate supply of components, price increases, late deliveries and poor component quality. In addition, some of the basic components used in our reader products, such as semiconductors, may at any time be in great demand. This could result in components not being available to us in a timely manner or at all, particularly if larger companies have ordered more significant volumes of those components, or in higher prices being charged for components. Disruption or termination of the supply of components or software used in our products could delay shipments of our products. These delays could have a material adverse effect on our business and operating results and could also damage relationships with current and prospective customers.

We are required to comply with regulations regarding the use of conflict minerals , and the difficulty of tracking the source of materials used in our products and components exposes us to risks that could adversely affect our business.

The Dodd-Frank Wall Street Reform and Consumer Protection Act requires us to track and disclose the source of certain metals used in manufacturing which may stem from minerals (so called conflict minerals) which originate in the Democratic Republic of the Congo or adjoining regions. These metals, which include tantalum, tin, gold and tungsten, are central to the technology industry and may be present in some of our products as component parts. In most cases no acceptable alternative material exists which has the necessary properties. It may not be possible to determine the source of the metals by analysis; instead, a good faith description of the source of the intermediate components and raw materials must be obtained. The components which incorporate those metals may originate from many sources and we purchase components such as ASICs from manufacturers who may have a long and difficult process to trace the supply chain. As the price of these materials varies, producers of the metal intermediates can be expected to change the mix of sources used, and components and assemblies which we buy may have a mix of sources as their origin. We are required by SEC rules to carry out a diligent effort to determine and disclose the source of these materials in our products, with the first report due May 31, 2014. There can be no assurance we can obtain this information from intermediate producers who are unwilling or unable to provide this information or further identify their sources of supply or to notify us if these sources change. We will incur additional costs in order to comply with the SEC rules. In addition, our sourcing, supply and pricing of component parts may be adversely affected. We may face reputational challenges if we are unable to verify the sources of our materials as conflict-free .

Cybersecurity breaches in systems 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 cybersecurity 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.

As part of our technical support services, we agree, from time to time, to possess all or a portion of the security system database of our customers. This service is subject to a number of risks. For example, despite our security measures our systems may be vulnerable to cyber attacks by hackers, physical break-ins and service disruptions that could lead to interruptions, delays or loss of data. If any such compromise of our security were to occur, it could be very expensive to correct, could damage our reputation and could discourage potential customers from using our services. Although we have not experienced attempted cyber or physical attacks, we may experience such attempts in the future. Our systems also may 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.

Failure to properly manage the implementation of customer projects in our business may result in costs or claims against us, and our financial results could be adversely affected.

In our business, the deployment of our solutions often involves 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 implementation of our solutions in such projects and to 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 damage to our reputation or even claims for substantial monetary damages against us. In addition, we sometimes provide guarantees to 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 incur in our remedial efforts, which could materially impair profit derived from a particular project. Moreover, a portion of our revenues are derived from fixed price contracts.

Our products may have defects, which could damage our reputation, decrease market acceptance of our products, cause us to lose customers and revenue and result in costly litigation or liability.

Products such as our smart card readers, access control panels and RFID inlays may contain defects for many reasons, including defective design or manufacture, defective material or software inoperability issues. Often, these defects are not detected until after the products have been shipped. If any of our products contain defects or perceived defects or have reliability, quality or compatibility problems or perceived problems, our reputation might be damaged significantly, we could experience a delay in market acceptance of the affected product or products and we might be unable to retain existing customers or attract new customers. In addition, these defects could interrupt or delay sales. In the event of an actual or perceived defect or other problem, we may need to invest significant capital, technical, managerial and other resources to investigate and correct the potential defect or problem and potentially divert these resources from other development efforts. If we are unable to provide a solution to the potential defect or problem that is acceptable to our customers, we may be required to incur substantial product recall, repair and replacement and even litigation costs. These costs could have a material adverse effect on our business and operating results.

We provide warranties on certain product sales, which range from 12 to 24 months, and allowances for estimated warranty costs are recorded during the period of sale. The determination of such allowances requires us to make estimates of product return rates and expected costs to repair or to replace the products under warranty. We currently establish warranty reserves based on historical warranty costs for each product line combined with liability estimates based on the prior 12 months sales activities. If actual return rates and/or repair and replacement costs differ significantly from our estimates, adjustments to recognize additional cost of sales may be required in future periods.

In addition, because our customers rely on our smart card readers to prevent unauthorized access to PCs, networks or facilities, a malfunction of or design defect in our products (or even a perceived defect) could result in legal or warranty claims against us for damages resulting from security breaches. If such claims are adversely decided against us, the potential liability could be substantial and have a material adverse effect on our business and operating results. Furthermore, the possible publicity associated with any such claim, whether or not decided against us, could adversely affect our reputation. In addition, a well-publicized security breach involving smart card-based or other security systems could adversely affect the market s perception of products like ours in general, or our products in particular, regardless of whether the breach is actual or attributable to our products. Any of the foregoing events could cause demand for our products to decline, which would cause our business and operating results to suffer.

Our global operations require significant financial, managerial and administrative resources and our results could be adversely affected if we are unable to manage them efficiently.

Our business model includes the management of separate product lines that address disparate market opportunities that are geographically dispersed. While there is some shared technology across our products, each product line requires significant research and development efforts to address the evolving needs of our customers and markets. To support our development and sales efforts, we maintain company offices and/or business operations in several locations around the world, including Australia, Canada, Germany, Hong Kong, India, Japan, The Netherlands, Singapore, Switzerland and the U.S. We also maintain manufacturing facilities in Germany, Singapore and California and manage contract manufacturers in multiple countries, including China and Singapore. Managing our various development, sales, administrative and manufacturing operations places a significant burden on our financial systems and has contributed to a level of operational spending that is disproportionately high compared to our current revenue levels.

Operating in diverse geographic locations also imposes significant burdens on our managerial resources. In particular, our management must:

- divert a significant amount of time and energy to manage employees and contractors in different geographic areas and time zones, who are from diverse cultural backgrounds and who speak different languages;
- travel between our different company offices;
- maintain sufficient internal financial controls in multiple geographic locations that may have different control environments;
- manage different product lines for different markets;
- manage our supply and distribution channels across different countries and business practices; and
- coordinate these efforts to produce an integrated business effort, focus and vision.

Any failure to effectively manage our operations globally could have a material adverse effect on our business and operating results.

We conduct a significant portion of our operations outside the U.S. and economic, political, regulatory and other risks associated with international sales and operations could have an adverse effect on our results of operation.

We conduct a substantial portion of our business in Europe and Asia. Approximately 48% of our revenue in 2012 and 48% of our revenue in the first nine months of 2013 was derived from customers located outside the U.S.

Because a significant number of our principal customers are located in other countries, we anticipate that international sales will continue to account for a substantial portion of our revenues. As a result, a significant portion of our sales and operations may continue to be subject to risks associated with foreign operations, any of which could impact our sales and/or our operational performance. These risks include, but are not limited to:

changes in foreign currency exchange rates;

changes in a specific country s or region s political or economic conditions and stability, particularly in emerging markets;

unexpected changes in foreign laws and regulatory requirements;

export controls;

potentially adverse tax consequences;

longer accounts receivable collection cycles;

difficulty in managing widespread sales and manufacturing operations; and

less effective protection of intellectual property.

Fluctuations in the valuation of foreign currencies could impact costs and/or revenues we disclose in U.S. dollars, and could result in foreign currency losses.

A significant portion of our business is conducted in foreign currencies, principally the Euro. Fluctuations in the value of foreign currencies relative to the U.S. Dollar will continue to cause currency exchange gains and losses. If a significant portion of operating expenses are incurred in a foreign currency such as the Euro, and revenues are generated in U.S. Dollars, exchange rate fluctuations might have a positive or negative net financial impact on these transactions, depending on whether the U.S. Dollar devalues or revalues compared to the Euro. In addition, the valuation of current assets and liabilities that are denominated in a currency other than the functional currency can result in currency exchange gains and losses. For example, when one of our subsidiaries uses the Euro as the functional currency, and this subsidiary has a receivable in U.S. Dollars, a devaluation of the U.S. Dollar against the Euro of 10% would result in a foreign exchange loss of the reporting entity of 10% of the value of the underlying U.S. Dollar receivable. We cannot predict the effect of exchange rate fluctuations upon future quarterly and annual operating results. The effect of currency exchange rate changes may increase or decrease our costs and/or revenues in any given quarter, and we may experience currency losses in the future. To date, we have not adopted a hedging program to protect against risks associated with foreign currency fluctuations.

Personnel Risks

Our key personnel and directors are critical to our business, and such key personnel may not remain with us in the future.

We depend on the continued employment of our senior executive officers and other key management and technical personnel. If any of our key personnel were to leave and not be replaced with sufficiently qualified and experienced personnel, our business could be adversely affected.

We also believe that our future success will depend in large part on our ability to attract and retain highly qualified technical and management personnel. However, competition for such personnel is intense. We may not be able to retain our key technical and management employees or to attract, assimilate or retain other highly qualified technical and management personnel in the future.

Likewise, as a small, publicly-traded company, we are challenged to identify, attract and retain experienced professionals with diverse skills and backgrounds who are qualified and willing to serve on our Board of Directors (Board). The increased burden of regulatory compliance under the Sarbanes-Oxley Act of 2002 and the Dodd-Frank Act creates additional liability and exposure for directors. Financial losses in our business and lack of growth in our stock price make it difficult for us to offer attractive director compensation packages. If we are not able to attract and retain qualified board members, our ability to practice a high level of corporate governance could be impaired.

Qualified management, marketing, and sales personnel are difficult to locate, hire and train, and if we cannot attract and retain qualified personnel, it will harm the ability of our business to grow.

The success of our company depends, in part, on the continued service of key managerial, marketing and sales personnel. Competition for qualified management, technical, sales and marketing employees is intense. We cannot assure you that we will be able to attract, retain and integrate employees to develop and continue our business and successfully implement strategic acquisitions.

Risks of Financial and Capital Markets

Our stock price has been and is likely to remain volatile.

Over the past few years, the NASDAQ Stock Market and the Frankfurt Stock Exchange have experienced significant price and volume fluctuations that have particularly affected the market prices of the stocks of technology companies. Volatility in our stock price on either or both exchanges may result from a number of factors, including, among others:

low volumes of trading activity in our stock;

variations in our or our competitors financial and/or operational results;

the fluctuation in market value of comparable companies in any of our markets;

expected, perceived or announced relationships or transactions with third parties;

announcements of significant contract wins or losses;

comments and forecasts by securities analysts;

trading patterns of our stock on the NASDAQ Stock Market or the Frankfurt Stock Exchange;

the inclusion or removal of our stock from market indices, such as groups of technology stocks or other indices;

loss of key personnel;

announcements of technological innovations or new products by us or our competitors;

announcements of dispositions, organizational restructuring, headcount reductions, litigation or write-off of investments;

litigation developments; and

general market downturns.

In the past, companies that have experienced volatility in the market price of their stock have been the object of securities class action litigation. If we were the object of securities class action litigation, it could result in substantial costs and a diversion of our management s attention and resources.

If we fail to comply with the listing requirements of The NASDAQ Global Market, the price of our common stock and our ability to access the capital markets could be negatively impacted.

Our common stock currently is listed on The NASDAQ Global Market. There are a number of continuing requirements that must be met in order for our common stock to remain listed on The NASDAQ Global Market, and the failure to meet these listing standards could result in the delisting of our common stock from NASDAQ. On June 11, 2013, we received notification from NASDAQ that the Company no longer met the requirement for continued listing under NASDAQ s listing rules because the minimum bid price of our common stock was below $1.00 over a period of 30 consecutive trading days. The 180-day compliance period allowed to us in which to regain compliance with the minimum bid requirement ends December 9, 2013, and to date we have not met the criteria for compliance. While we believe that we will be able to receive an extension of our compliance period for an additional 180 days, in order to receive this this extension we would be required to move our stock from its current listing on the NASDAQ Global Market to the NASDAQ Capital Market, which may be negatively viewed by investors. While we believe our current restructuring and focused strategy will allow us to achieve improved financial performance and that this will increase our stock price and allow us to regain compliance within the second 180-day period allowed, we cannot guarantee that this will occur, and we may be required to take action to improve the price of our common stock, for example by seeking approval for a reverse stock split. If our common stock ceases to be listed for trading on NASDAQ for any reason, it may harm our stock price, increase the volatility of our stock price, decrease the level of trading activity and affect our ability to access the capital markets.

You may experience dilution of your ownership interests due to the future issuance of additional shares of our stock, and future sales of shares of our common stock could have an adverse effect on our stock price.

We have issued a significant number of shares of our common stock, together with warrants to purchase shares of our common stock, in connection with a number of financing transactions and acquisitions in recent years. In April 2013 we initially issued 2.0 million shares of common stock in a private transaction with Lincoln Park Capital Fund, LLC (LPC), and entered into an agreement with LPC that enables us to sell up to $18 million of additional shares of common stock in the future. Subsequent to the initial issuance, we further issued 1.6 million shares of common stock to LPC through the period ended September 30, 2013. In August 2013, in a private placement, we issued 9.3 million shares of common stock. Additionally, as of September 30, 2013, warrants to purchase approximately 18.9 million shares of common stock were outstanding. From time to time, in the future we also may issue additional previously authorized and unissued securities, resulting in the dilution of the ownership interests of our current stockholders. We are currently authorized to issue up to 130,000,000 shares of common stock. As of September 30, 2013, 74,140,114 shares of common stock were outstanding, including 618,400 shares held in treasury.

In addition, we have reserved shares of common stock for various incentive plans under which equity may be issued, acquisitions made in the past and capital raise. As of September 30, 2013, approximately 14.5 million shares of common stock are reserved for future grants and outstanding equity awards under our various equity incentive plans, approximately 4.3 million shares of common stock are reserved for future issuance for contingent consideration in connection with its acquisitions of idOnDemand and polyright, approximately 3.3 million shares of common stock are reserved for future issuance in connection with the Company s acquisition of Bluehill ID AG and approximately 8.4 million shares of common stock are reserved for future issuance to LPC. We may issue additional shares of common stock or other securities that are convertible into or exercisable for shares of common stock in connection with the hiring of personnel, future acquisitions, future private placements, or future public offerings of our securities for capital raising or for other business purposes. If we issue additional securities, the aggregate percentage ownership of our existing stockholders will be reduced. In addition, any new securities that we issue may have rights senior to those of our common stock.

The issuance of additional shares of common stock or preferred stock or other securities, or the perception that such issuances could occur, may create downward pressure on the trading price of our common stock.

One of our directors indirectly holds significant amounts of our common stock and could have significant influence over the outcome of corporate actions requiring board and stockholder approval.

As of November 11, 2013, Mountain Partners AG, together with its affiliates (collectively Mountain Partners), had the right to vote approximately 10% of the outstanding shares of our common stock. Daniel Wenzel, a director of our Company, is a co-founder of Mountain Partners. As of November 11, 2013, the directors and officers of Identive Group collectively held approximately 6% of our common stock. Accordingly, our directors and officers could have influence over the outcome of corporate actions requiring board and stockholder approval, including the election of directors, any merger, consolidation or sale of all or substantially all of our assets or any other significant corporate transaction.

Provisions in our charter documents and Delaware law may delay or prevent the acquisition of Identive by another company, which could decrease the value of your shares.

Our certificate of incorporation and bylaws and Delaware law contain provisions that could make it more difficult for a third party to acquire us or enter into a material transaction with us without the consent of our Board. These provisions include a classified Board and limitations on actions by our stockholders by written consent. Delaware law imposes some restrictions on mergers and other business combinations between us and any holder of 15% or more of our outstanding common stock. In addition, our Board has the right to issue preferred stock without stockholder approval, which could be used to dilute the stock ownership of a potential hostile acquirer. These provisions will apply even if the offer were to be considered adequate by some of our stockholders. Because these provisions may be deemed to discourage a change of control, they may delay or prevent the acquisition of our Company, which could decrease the value of our common stock.

Legal and Regulatory Risks

Our business could be adversely affected by changes in laws or regulations pertaining to security.

The U.S. Federal Government, suppliers to the U.S. Federal Government and certain industries in the public sector currently fall, or may in the future fall, under particular regulations pertaining to security. Some of the laws, regulations, certifications or requirements that may stimulate new security systems sales include the following:

Homeland Security Presidential Directive (HSPD) 12 and Federal Information Processing Standards (FIPS) 201 produced by National Institute of Standards and Technology (NIST);

Federal Information Security Management Act (FISMA);

Transportation Security Administration s (TSA) Transportation Worker Identification Credential (TWIC) program;

Sarbanes-Oxley Act of 2002 (also known as the Public Company Accounting Reform and Investor Protection Act);

Dodd-Frank Act;

Health Insurance Portability and Accountability Act (HIPAA);

Gramm-Leach Bliley Act of 1999 (GLBA, a.k.a., the Financial Modernization Act);

Customs-Trade Partnership Against Terrorism (C-TPAT);

Free and Secure Trade Program (FAST);

- Chemical Facility Anti Terrorism Standards (CFATS); and

- various codes of the Code of Federal Regulations (CFR).

Discontinuance of, changes in, or lack of adoption of laws or regulations pertaining to security could adversely affect our performance.

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

Our business is affected by and must comply with various government regulations that impact our operating costs, profit margins and our internal organization and operations. Furthermore, our business may be audited to assure compliance with these requirements. Any failure to comply with applicable regulations, rules and approvals could result in the imposition of penalties, the loss of government orders or the removal of our products from the GSA approved list, any of which could adversely affect our business, financial condition and results of operations. Among the most significant regulations affecting our business are the following:

- 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 can do business with us, and, in some instances, the regulations impose added costs on our business. Any changes in applicable laws and regulations could restrict our ability to conduct our business. Any failure to comply with applicable laws and regulations could result in contract termination, price or fee reductions or suspension or debarment from contracting with the U.S. Federal Government generally.

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.

In our business, we must comply with U.S. and European Union (EU) laws, among others, regulating the export of our products. In some cases, explicit authorization from the U.S. or an EU government is needed to export our products. The export regimes and the governing policies applicable to our business are subject to changes. We cannot be certain that such export authorizations will be available to us or for our products in the future. In some cases, we rely upon the compliance activities of our prime contractors, and we cannot be certain 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.

We face risks from future claims of third parties and litigation.

From time to time, we may be subject to claims of third parties, possibly resulting in litigation, which could include, among other things, claims regarding infringement of the intellectual property rights of third parties, product defects, employment-related claims, and claims related to acquisitions, dispositions or restructurings. Any such claims or litigation may be time-consuming and costly, divert management resources, cause product shipment delays, require us to redesign our products, require us to accept returns of products and to write off inventory, or have other adverse effects on our business. Any of the foregoing could have a material adverse effect on our results of operations and could require us to pay significant monetary damages.

We expect the likelihood of intellectual property infringement and misappropriation claims may increase as the number of products and competitors in our markets grows and as we increasingly incorporate third-party technology into our products. As a result of infringement claims, we could be required to license intellectual property from a third party or redesign our products. Licenses may not be offered when we need them or on acceptable terms. If we do obtain licenses from third parties, we may be required to pay license fees or royalty payments or we may be required to license some of our intellectual property to others in return for such licenses. If we are unable to obtain a license that is necessary for us or our third-party manufacturers to manufacture our allegedly infringing products, we could be required to suspend the manufacture of products or stop our suppliers from using processes that may infringe the rights of third parties. We may also be unsuccessful in redesigning our products. Our suppliers and customers may be subject to infringement claims based on intellectual property included in our products. We have historically agreed to indemnify our suppliers and customers for patent infringement claims relating to our products. The scope of this indemnity varies, but may, in some instances, include indemnification for damages and expenses, including attorney s fees. We may periodically engage in litigation as a result of these indemnification obligations. Our insurance policies exclude coverage for third-party claims for patent infringement.

We may be exposed to risks of intellectual property infringement by third parties.

Our success depends significantly upon our proprietary technology. We currently rely on a combination of patent, copyright and trademark laws, trade secrets, confidentiality agreements and contractual provisions to protect our proprietary rights, which afford only limited protection. We may not be successful in protecting our proprietary technology through patents, it is possible that no new patents will be issued, that our proprietary products or technologies are not patentable or that any issued patent will fail to provide us with any competitive advantages.

There has been a great deal of litigation in the technology industry regarding intellectual property rights, and from time to time we may be required to use litigation to protect our proprietary technology. This may result in our incurring substantial costs and we may not be successful in any such litigation.

Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our products or to use our proprietary information and software without authorization. In addition, the laws of some foreign countries do not protect proprietary and intellectual property rights to the same extent as do the laws of the U.S. Because many of our products are sold and a significant portion of our business is conducted outside the U.S., our exposure to intellectual property risks may be higher. Our means of protecting our proprietary and intellectual property rights may not be adequate. There is a risk that our competitors will independently develop similar technology or duplicate our products or design around patents or other intellectual property rights. If we are unsuccessful in protecting our intellectual property or our products or technologies are duplicated by others, our business could be harmed.

Changes in tax laws or the interpretation thereof, adverse tax audits and other tax matters may adversely affect our future results.

A number of factors may impact our tax position, including:

the jurisdictions in which profits are determined to be earned and taxed;

the resolution of issues arising from tax audits with various tax authorities;

changes in the valuation of our deferred tax assets and liabilities;

adjustments to estimated taxes upon finalization of various tax returns;

increases in expenses not deductible for tax purposes; and

the repatriation of non-U.S. earnings for which we have not previously provided for U.S. taxes.

Any of these factors could make it more difficult for us to project or achieve expected tax results. An increase or decrease in our tax liabilities due to these or other factors could adversely affect our financial results in future periods.

We have identified material weaknesses in our internal control over financial reporting. We will continue to incur costs to remediate these weaknesses and to maintain effective internal controls over financial reporting. If we are unable to remediate these material weaknesses, and if additional weaknesses are discovered in the future, our business, results of operations and investors confidence in us could be materially affected.

Under Sections 302 and 404 of the Sarbanes-Oxley Act of 2002, our management is required to make certain assessments and certifications regarding our disclosure controls and internal controls over financial reporting. We have dedicated, and expect to continue to dedicate, significant management, financial and other resources in connection with our compliance with Section 404 of the Sarbanes-Oxley Act. The process of maintaining and evaluating the effectiveness of these controls is expensive, time-consuming and requires significant attention from our management and staff. During the course of our evaluation, we may identify areas requiring improvement and may be required to design enhanced processes and controls to address issues identified through this review. This could result in significant delays and costs to us and require us to divert substantial resources, including management time from other activities.

As described in Controls and Procedures in Part I, Item 4 of this report, in connection with the audit of our financial statements as of and for the year ended December 31, 2012, we identified a material weakness in internal control over financial reporting. Specifically, we determined that there was insufficient review and oversight of the recording of complex and non-routine transactions. While we expect to complete the implementation of remediation measures and remediate our existing material weakness by the end of 2013, there can be no assurance that such remediation efforts will be successful or that our internal control over financial reporting will be effective as a result of these efforts. In addition, we may in the future identify additional internal control deficiencies that could rise to the level of a material weakness or uncover errors in financial reporting.

In addition, all internal control systems, no matter how well designed and operated, can only provide reasonable assurance that the objectives of the control system are met. Because there are inherent limitations in all control systems, no evaluation of control can provide absolute assurance, that all control issues and instances of fraud, if any, within the Company have been or will be detected. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures. Any failure of our internal control systems to be effective could adversely affect our business.

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

None.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibits are listed on the Exhibit Index at the end of this Quarterly Report. The exhibits required by Item 601 of Regulation S-K, listed on such Index in response to this Item, are incorporated herein by reference.

SIGNATURES

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

	IDENTIVE GROUP, INC.	
November 13, 2013	By:	/S/ JASON HART Jason Hart Chief Executive Officer (Principal Executive Officer and Director)
November 13, 2013	By:	/S/ DAVID WEAR David Wear Chief Financial Officer and Secretary (Principal Financial Officer)

EXHIBIT INDEX

Exhibit Number	DESCRIPTION OF DOCUMENT
4.1	